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**新世界發展有限公司**

**New World Development Company Limited**

(incorporated in Hong Kong with limited liability)

(Stock Code: 17)

**Directors:**

*Executive Directors:*

Dato' Dr. CHENG Yu-Tung (*Chairman*)  
Dr. CHENG Kar-Shun, Henry (*Managing Director*)  
Dr. SIN Wai-Kin, David  
LIANG Chong-Hou, David  
LEUNG Chi-Kin, Stewart

*Non-executive Directors:*

Lord SANDBERG, Michael\*  
CHENG Yue-Pui  
YEUNG Ping-Leung, Howard\*  
Dr. CHA Mou-Sing, Payson, JP\*  
CHENG Kar-Shing, Peter  
CHOW Kwai-Cheung  
HO Hau-Hay, Hamilton  
LEE Luen-Wai, John, JP\*  
LIANG Cheung-Biu, Thomas  
CHA Mou-Zing, Victor  
(*alternate director to Dr. CHA Mou-Sing, Payson*)

\* Independent non-executive director

12 May 2006

To the shareholders of the Company

Dear Shareholders,

**INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 31 DECEMBER 2005**

**Particulars of the Interim Dividend**

On 15 March 2006, the Directors of New World Development Company Limited (the "Company") announced an interim dividend for the six months ended 31 December 2005 ("the Interim Dividend") in scrip form equivalent to HK\$0.13 per share with a cash option to shareholders on the register of members of the Company on 11 April 2006.

Accordingly, each shareholder has the choices of receiving in respect of the Interim Dividend:-

- (a) an allotment of new shares with a nominal value of HK\$1.00 each of the Company ("New Shares") credited as fully paid and having an aggregate market value (as defined below) equal to, save for adjustment for fractions, the total amount of Interim Dividend which such shareholder could elect to receive in cash in respect of HK\$0.13 per share; or
- (b) cash of HK\$0.13 per share; or
- (c) partly New Shares and partly cash.

**For the purpose of calculating the number of New Shares to be allotted under (a) and (c) above, the market value of a New Share will be calculated as an amount equal to 97% of the average of the closing prices of one existing share of the Company on The Stock Exchange of Hong Kong Limited for the five trading days (on which such price is available) up to and including 9 June 2006 as follows:**

$$\text{Number of New Shares to be received} = \frac{\text{Number of existing shares for which cash election is not made} \times \text{HK\$0.13}}{\text{five trading days average closing price}} \times \frac{97}{100}$$

Consequently, it will not be possible to determine until after the close of business on 9 June 2006, the exact number of New Shares to which those shareholders electing to receive New Shares will be entitled.

A press announcement setting out the basis of allotment of the New Shares will be made on 12 June 2006.

The number of New Shares to be issued to each shareholder will be rounded down to the nearest whole number. Fractional entitlements to New Shares under choices (a) and (c) above will not be issued and will be disregarded and the benefit thereof will accrue to the Company.

### **Stock Exchange Listing and Certificates**

The shares of the Company are listed and dealt in on The Stock Exchange of Hong Kong Limited. No part of the Company's securities are listed or dealt in on any other stock exchange, nor is listing or permission to deal on any other exchange being or proposed to be sought.

Application has been made to the Listing Committee of The Stock Exchange of Hong Kong Limited for the grant of listing of and permission to deal in the New Shares.

It is expected that certificates for the New Shares and cheques for cash entitlements will be posted to shareholders at the risk of those entitled thereto on or before 3 July 2006. The New Shares when issued and allotted will not rank for the Interim Dividend but will rank pari passu in all other respects with the existing shares of the Company. Dealing of the New Shares on The Stock Exchange of Hong Kong Limited will commence on 4 July 2006 after despatch to shareholders of the certificates for the New Shares.

### **Form of Election**

A form of election has been prepared and sent herewith for use by shareholders who wish to receive the Interim Dividend wholly in cash or partly in cash and partly by the issue of New Shares, or to make a permanent election to receive cash in lieu of any future dividend in scrip form.

**Shareholders who wish to elect to receive all or part of the Interim Dividend in cash in lieu of allotment of New Shares must complete the form of election in accordance with the instructions printed thereon and return them to the Company's Share Registrars, Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to arrive not later than 4:00 p.m. on Friday, 2 June 2006.** No acknowledgment of receipt of the form of election will be issued. Those shareholders electing to receive New Shares will not know at the time of election the exact number of New Shares entitled by them and are therefore advised to refer to the press announcement to be made on 12 June 2006 regarding the basis of allotment of the New Shares.

**Shareholders who wish to receive the Interim Dividend wholly in form of New Shares should not complete the form of election.**

No form of election will be sent to any shareholder who has made earlier a permanent election to receive cash in lieu of any future dividend in scrip form. Any such shareholder wishing to change his existing permanent election for cash and to elect to receive New Shares or partly New Shares and partly cash must give at least seven days' notice in writing before 2 June 2006 (i.e. on or before 26 May 2006) to Tengis Limited at the address stated above.

## Overseas Shareholders

The form of election has not been sent to shareholders with a registered address in the United States of America or any of its territories or possessions or Malaysia. After making enquiries with legal advisers in relevant jurisdictions regarding legal restrictions and regulatory requirements, the Company understands there are restrictions from inviting shareholders in those jurisdictions to receive the Interim Dividend in scrip form, either absolutely or unless local approval, registration or other requirements or formalities are complied with.

In particular, the Company has been advised by lawyers in Malaysia that based on a conservative interpretation of the Malaysia Securities Commission Act 1993, the scrip dividend scheme could fall within the provisions of section 32(2)(a) of the Malaysian Securities Commission Act 1993 and it would be prudent to comply with the requirements of section 32(2) of the Malaysian Securities Commission Act 1993 which necessitates the submission of a proposal to the Malaysian Securities Commission for its approval.

In the circumstances, the Directors consider that it would be necessary or expedient for shareholders with a registered address in the United States of America or any of its territories or possessions or Malaysia not to be permitted to receive the Interim Dividend in scrip form. Such shareholders will receive the Interim Dividend wholly in cash. This document will be sent to those shareholders for information only.

All other shareholders with a registered address outside Hong Kong or otherwise resident outside Hong Kong should consult their professional advisers as to whether or not they are permitted to receive the Interim Dividend in scrip form or if any governmental or other consent is required or other formalities need to be observed. No person resident in any territory outside Hong Kong and no person receiving in any territory outside Hong Kong a copy of this document and/or a form of election may treat the same as an invitation to him to subscribe shares unless in the relevant territory such invitation could lawfully be made to him without having to comply with any unfulfilled registration or other legal requirements.

This document and the form of election will not be registered in Hong Kong or in any other jurisdiction.

The Directors have been advised by the relevant local legal advisors that in relation to shareholders who are resident in the provinces of British Columbia and Ontario, Canada (the “Canadian Shareholders”), securities obtained by Canadian Shareholders by way of scrip dividend will be restricted securities in Canada. Accordingly, Canadian Shareholders that intend to sell shares acquired in the scrip form of the Interim Dividend must: (i) effect the sale through an appropriately registered dealer or pursuant to an exemption from the dealer registration requirement under applicable provincial securities laws in Canada and (ii) satisfy the prospectus filing requirement under local provincial securities laws in Canada or rely on an exemption from the same. Canadian Shareholders are advised to consult their own professional advisers as to whether to elect to receive the Interim Dividend in scrip form and in relation to future sale of any shares so acquired.

Shareholders having a registered address in the Philippines should note that exemption from the registration statement is claimed under the provision of Section 10.1(d) of the Philippine Securities Regulation Code. No confirmation has been obtained from the Philippine Securities and Exchange Commission that the scrip dividend scheme qualifies as an exempt transaction. ***THE SECURITIES BEING OFFERED OR SOLD HEREIN HAVE NOT BEEN REGISTERED WITH THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE. ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.***

## General

Whether or not it is to your advantage to receive New Shares or cash, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting therefrom are the responsibility of each shareholder.

Shareholders who are trustees are recommended to take professional advice as to whether the choice of shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

Dealings in the shares of the Company may be settled through the Central Clearing and Settlement System. Investors should seek the advice of your stockbroker or other professional adviser for details of these settlement arrangements and how such settlement arrangements will affect your rights and interests.

**Expected timetable**

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| Last day of receipt of form of election . . . . .                                    | Friday, 2 June 2006                           |
| Fix the market value of a New Share (5 trading days average) . . . . .               | Monday, 5 June 2006<br>to Friday, 9 June 2006 |
| Press announcement setting out the basis of allotment of<br>the New Shares . . . . . | Monday, 12 June 2006                          |
| Dividend warrant and share certificate to all shareholders . . . . .                 | Monday, 3 July 2006                           |
| Commencement of dealings in the New Shares . . . . .                                 | Tuesday, 4 July 2006                          |

Yours faithfully,  
**CHENG KAR-SHUN, HENRY**  
*Managing Director*