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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in doubt about this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hysan Development Company Limited (the “Company”), you should at once hand this circular and the accompanying form of election to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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**Hysan Development Company Limited**  
**希慎興業有限公司**

*(Incorporated under Hong Kong Companies Ordinance, Cap. 32 with limited liability)*  
(Stock Code: 00014)

**Chairman**

Peter Ting Chang LEE

**Independent non-executive Deputy Chairman**

Sir David AKERS-JONES

**Managing Director**

Michael Tze Hau LEE

**Independent non-executive Directors**

Per JORGENSEN

Dr. Geoffrey Meou-tsen YEH

**Non-executive Directors**

Fa-kuang HU

Hans Michael JEBSEN

Anthony Hsien Pin LEE

Chien LEE

Dr. Deanna Ruth Tak Yung RUDGARD

**Executive Director**

Pauline Wah Ling YU WONG

**Registered Office:**

49th Floor

Manulife Plaza

The Lee Gardens

33 Hysan Avenue

Hong Kong

16 May 2006

Dear Shareholder(s),

**FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2005  
OPTION TO RECEIVE SHARES IN LIEU OF CASH DIVIDEND**

**INTRODUCTION**

At the Annual General Meeting of shareholders of the Company held on 9 May 2006, an ordinary resolution had been passed to declare a final dividend of HK35 cents per ordinary share (“Share(s)”) in the capital of the Company.

The final dividend is payable in cash with a scrip dividend alternative (the “Scrip Dividend”) to shareholders whose names appeared on the Register of Members on 9 May 2006 (the “Record Date”). The latest time for submission of transfer forms to qualify for the final dividend was 4:00 p.m. on Wednesday, 3 May 2006. Brief details of the Scrip Dividend arrangement were announced on 9 May 2006.

The purpose of this circular is to set out the procedures which apply in relation to the Scrip Dividend.

## **DETAILS OF THE SCHEME**

Shareholders have the choice of receiving in respect of each existing Share:

- (i) a cash dividend of HK35 cents; or
- (ii) an allotment of new Shares (“New Shares”) credited as fully paid, save for adjustment for fractional entitlements, having a Market Value (as defined below) equal to the dividend of HK35 cents which the shareholder would otherwise receive in cash; or
- (iii) partly cash and partly New Shares.

The number of New Shares to be allotted to shareholders who elect to receive their dividends in scrip is calculated by dividing the total amount of the cash dividend which each of them would otherwise have been entitled to receive by the Market Value of HK\$23.26. This was the average of the closing prices of the Shares on the Stock Exchange for the five consecutive Stock Exchange dealing days commencing on 2 May 2006, the first day the Shares traded ex dividend.

The formula used for calculating the entitlement is as follows:

Number of Shares held as at 9 May 2006 x HK35 cents = Maximum dividend available

$$\frac{\text{Maximum dividend available}}{\text{Market Value (HK\$23.26)}} = \text{Maximum number of New Shares (rounded down to the nearest whole number)}$$

Fractions of New Shares under choices (ii) and (iii) above will not be allotted to shareholders and entitlements to Shares will be rounded down to the nearest whole number. Fractional entitlements will be aggregated and sold for the benefit of the Company.

## **STOCK EXCHANGE LISTING AND DESPATCH OF DIVIDEND WARRANTS AND SHARE CERTIFICATES**

Application has been made to the Stock Exchange for listing of and permission to deal in the New Shares. It is expected that cheques for cash entitlements and/or (subject to such application being granted) definitive share certificates for the New Shares will be posted to shareholders at their risks on or about 9 June 2006. The New Shares will, on allotment and issue, rank pari passu in all respects with the existing Shares save that they will not rank for the final dividend for the year ended 31 December 2005.

Subject to the granting of approval for listing of and permission to deal in the New Shares on the Stock Exchange, such New Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System (“CCASS”) with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by Hong Kong Securities Clearing Company Limited. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their licensed securities dealer or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

The Shares of the Company are listed and dealt in on the Stock Exchange. Certain US\$ denominated Guaranteed Notes due 2012 issued by a Group subsidiary that are guaranteed by the Company are listed on the Luxemburg Stock Exchange. Save as disclosed herein, none of the equity or debt securities of the Company are otherwise listed or dealt in on any other stock exchange nor is listing of or permission to deal in on any other exchange being or proposed to be sought.

## **FORM OF ELECTION**

**A form of election has been prepared for use by shareholders who wish to receive the final dividend wholly in the form of New Shares or partly in cash and partly in the form of New Shares, or to make a permanent election to receive Shares in lieu of any further dividend in cash form and is enclosed with this circular.**

**If you wish to receive, in lieu of the cash dividend, in whole or in part, an allotment of New Shares, you should complete and sign the form of election in accordance with the instructions printed thereon and return it so that it is received by the Share Registrars and Transfer office of the Company, Standard Registrars Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong ("the Registrars") so as to arrive no later than 4:00 p.m. on Monday, 5 June 2006. No acknowledgement of receipt of the form of election will be issued.**

**If you wish to receive the whole of the final dividend in cash you should NOT complete the form of election.**

Shareholders who do not specify the number of Shares in respect of which they are electing to receive an allotment of New Shares, or if they elect to receive New Shares in respect of a greater number of Shares than their registered holding on the Record Date, then they will be deemed to have chosen to receive New Shares in respect of all the Shares of which they were then registered as the holders.

Shareholders who elect to receive the final dividend wholly in the form of New Shares may also elect to receive all future dividends, which are declared in cash with an option to receive New Shares, wholly in the form of New Shares by completing Box D on the form of election. Shareholders who have elected to receive all future dividends wholly in the form of New Shares and wish to continue to receive dividends wholly in the form of New Shares would not be sent forms of election. Such election or a notice not to be sent forms of election may be revoked at any time by giving seven days' notice in writing to the Registrars. Forms of election in respect of future dividends will not be sent to shareholders who make an election or give the aforesaid notice unless they notify the Registrars of their wish to revoke their election or notice.

## **OVERSEAS SHAREHOLDERS**

Shareholders with registered addresses in the United States of America or any its territories or possessions or Canada will be excluded from receiving the form of election and will only receive the final dividend wholly in cash. Having obtained and taken into consideration legal opinions in those jurisdictions, the Directors considered such exclusion to be necessary and expedient pursuant to Rule 13.36(2) of the Listing Rules. Save for shareholders of these jurisdictions, all shareholders resident outside Hong Kong should consult their professional advisers as to whether or not they are permitted to receive the final dividend in scrip form or whether any government or other consents are required or other formalities need to be observed. No shareholder receiving a copy of this circular and/or a form of election in any territory outside Hong Kong may treat the same as an invitation to elect for Shares unless in the relevant territory such invitation could lawfully be made to him without the Company having to obtain any registration or comply with other legal requirements, governmental or regulatory procedures or any similar formalities. It is the responsibility of any person outside Hong Kong who wishes to receive New Shares under this scheme to comply with the laws of the relevant jurisdictions including obtaining

any registration or complying with other legal requirements, governmental or regulatory procedures or any similar formalities. Persons who receive New Shares in lieu of the cash dividend must also comply with any restrictions on the resale of the Shares which may apply outside Hong Kong.

**GENERAL**

Whether or not it is to your advantage to elect to receive New Shares instead of cash, in whole or in part, will depend upon your own individual circumstances and the decision in this regard, and all effects resulting therefrom must be solely the responsibility of each shareholder. If you are in any doubt as to what to do, you should consult your professional advisers.

Shareholders who are trustees are recommended to take professional advice as to whether a decision to receive New Shares is within their powers and as to the effect of such decision having regard to the terms of the trust instrument.

**TIMETABLE OF EVENTS**

2006

- Shares quoted ex-dividend ..... Tuesday, 2 May
- Latest time for submission of transfer forms  
to qualify for the final dividend ..... 4:00 p.m. on Wednesday, 3 May
- Book closing dates ..... Thursday, 4 May to Tuesday, 9 May
- Record date for the final dividend ..... Tuesday, 9 May
- Final date for receipt of forms of election  
by the Registrars ..... 4:00 p.m. on Monday, 5 June
- Payment date for dividend warrants and  
certificates for New Shares mailed ..... on or about Friday, 9 June
- Expected first day of dealings in  
New Shares in Hong Kong ..... on or about Friday, 9 June  
(subject to the proper receipt of share certificates for  
the New Shares by the relevant shareholders of the Company)

**ADJUSTMENTS TO SUBSCRIPTION PRICES IN RELATION TO SHARE OPTIONS GRANTED UNDER THE SHARE OPTION SCHEME**

The Directors have been advised that in accordance with the terms of the Share Option Scheme adopted by the Company on 10 May 2005, the Scrip Dividend will not result in any adjustment to the subscription prices payable on the exercise of the options granted under the Share Option Scheme.

Yours faithfully,  
**Peter T.C. Lee**  
*Chairman*