

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

**If you are in any doubt** about this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred** all your shares in The Hongkong and Shanghai Hotels, Limited (the "Company"), you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**THE HONGKONG AND SHANGHAI HOTELS, LIMITED**

**香港上海大酒店有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 45)**

**SCRIP DIVIDEND SCHEME IN RELATION TO  
THE 2005 FINAL DIVIDEND**

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25 May 2006

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“2005 Final Dividend”	the final dividend of HK\$0.10 per Share for the year ended 31 December 2005 payable on or about 23 June 2006 to Shareholders whose names were recorded on the register of members of the Company as at the Record Date
“Annual General Meeting”	the annual general meeting of the Company held in the Salisbury Room, The Peninsula, Salisbury Road, Kowloon, Hong Kong on 18 May 2006
“Board”	the board of Directors
“Company”	The Hongkong and Shanghai Hotels, Limited
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“New Share(s)”	new Share(s) to be issued under the Scrip Dividend Scheme
“Overseas Shareholders”	Shareholders who are resident in jurisdictions outside Hong Kong
“PRC”	the People’s Republic of China
“Record Date”	the close of business (4:00 p.m.) on Thursday, 18 May 2006
“Scrip Dividend Scheme”	the scrip dividend alternative announced by the Company on 16 March 2006 which offers Shareholders a scrip alternative whereby Shareholders may elect to receive their 2005 Final Dividend wholly or partly by the allotment of New Shares credited as fully paid in lieu of cash
“Share(s)”	ordinary share(s) of par value HK\$0.50 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

## DEFINITIONS

“the Stock Exchange”

The Stock Exchange of Hong Kong Limited

“United States”

The United States of America, its territories and possessions, any State of the United States, and the District of Columbia

## LETTER FROM THE BOARD



# THE HONGKONG AND SHANGHAI HOTELS, LIMITED

## 香港上海大酒店有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 45)**

### **Directors**

The Hon. Sir Michael Kadoorie

*Chairman*

Ian D Boyce

*Deputy Chairman*

Clement K M Kwok

*Managing Director and Chief Executive Officer*

Ronald J McAulay

William E Mocatta

Dr The Hon. Sir David K P Li\*

Robert C S Ng\*

Pierre R Boppe

Robert W Miller\*

C Mark Broadley

*Chief Financial Officer*

Patrick B Paul\*

Peter C Borer

*Chief Operating Officer*

John A H Leigh

Nicholas T J Colfer

### **Registered Office**

8th Floor, St. George's Building

2 Ice House Street

Central

Hong Kong

\* *Independent non-executive director*

25 May 2006

*To the Shareholders,*

Dear Sir or Madam,

## **SCRIP DIVIDEND SCHEME IN RELATION TO THE 2005 FINAL DIVIDEND**

### **INTRODUCTION**

The Company announced on 16 March 2006 that the 2005 Final Dividend would be paid to Shareholders whose names appeared on the register of members of the Company at the Record Date. Such Shareholders may elect to receive the 2005 Final Dividend in the

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form of New Shares in lieu of cash. The last day on which transfers were accepted for registration for participation in the Scrip Dividend Scheme was 12 May 2006. At the Annual General Meeting held on 18 May 2006, the 2005 Final Dividend was approved. The purpose of this circular is to set out the procedures and conditions which apply in relation to the Scrip Dividend Scheme and the action which should be taken by Shareholders if they wish to participate in the Scrip Dividend Scheme.

### DETAILS OF THE SCRIP DIVIDEND SCHEME

Shareholders may elect to receive the 2005 Final Dividend in one of the following ways:

- (a) a cash dividend of HK\$0.10 per Share; or
- (b) an allotment of such number of New Shares credited as fully paid and having an aggregate market value (calculated as described below), save for adjustment for fractions, equal to the total amount of 2005 Final Dividend which such Shareholder would otherwise be entitled to receive in cash; or
- (c) partly in cash and partly in New Shares.

The New Shares will rank pari passu in all respects with the existing issued Shares except that they shall not rank for the 2005 Final Dividend.

### BASIS OF ALLOTMENT OF THE NEW SHARES

For the purpose of calculating the number of New Shares to be allotted pursuant to the Scrip Dividend Scheme, the price of a New Share will be HK\$9.33, which is the average value of the closing prices of one Share on the Stock Exchange on each of the five consecutive trading days ended 18 May 2006. Accordingly, the number of New Shares which a Shareholder electing for New Shares will receive will be calculated as follows:

$$\begin{array}{rclcl} \text{Number of} & & \text{Number of Shares held on} & & \text{HK\$0.10} \\ \text{New Shares to} & = & \text{Record Date for which election} & \times & \hline \text{be received} & & \text{for New Shares is made} & & \text{HK\$9.33} \end{array}$$

**The last day on which Shareholders will be entitled to select their desired form of dividends is 15 June 2006.** The number of New Shares to be received will be rounded down to the nearest whole number of New Shares. Fractional entitlements to New Shares in respect of alternatives (b) and (c) above will not be issued to Shareholders but will be disregarded and the benefit thereof will accrue to the Company.

### ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme will give Shareholders an opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also benefit the Company to

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the extent that such cash which would otherwise have been paid to Shareholders who elect to receive the New Shares, in whole or in part in lieu of a cash dividend, will be retained for use as working capital by the Company.

### EFFECT OF THE SCRIP DIVIDEND SCHEME

Based on 1,417,604,767 Shares in issue as at the close of business on 18 May 2006, if no elections for the New Shares were received, the total cash dividend payable by the Company would be HK\$141,760,476.70. If all Shareholders elected to receive all of their entitlement to the 2005 Final Dividend in the form of New Shares, the maximum number of New Shares to be issued would be 15,194,048 Shares representing 1.07% of the existing and 1.06% of the enlarged issued share capital of the Company.

Shareholders should note that the New Shares may give rise to notification requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). **Shareholders who are in any doubt as to how these provisions may affect them are recommended to seek their own professional advice. Shareholders who are in any doubt as to their taxation position are also recommended to seek their own professional advice.**

### ELECTION FORM

**If you wish to receive your 2005 Final Dividend wholly in cash and have not previously made a permanent election to receive dividends in new Shares, you do not need to take any action.**

**If you elect to receive your 2005 Final Dividend wholly in New Shares, or partly in cash and partly in New Shares, you should use the enclosed election form.** If you sign the election form but do not specify the number of Shares in respect of which you wish to receive New Shares, or if you elect to receive New Shares in respect of a greater number of Shares than your registered holding as at the Record Date, you will be deemed to have exercised your election to receive New Shares in respect of all the Shares of which you were then registered as the holder.

The enclosed election form enables Shareholders to elect to receive their 2005 Final Dividend wholly or partly in New Shares. The election form also enables Shareholders to permanently elect to receive all future cash dividends in the form of new Shares in the event that the Shareholders are given the choice of receiving new Shares or cash in respect of future dividends. The permanent election will be valid provided that all the prevailing conditions required by any scrip dividend scheme offered by the Company are fulfilled. The permanent election to receive all future dividends, if offered, in the form of new Shares, can be revoked by the Shareholder sending notice in writing to the Company's share registrars whose address is set out below.

Shareholders who have previously made a permanent election to receive dividends in new Shares will not receive an election form. If you wish to revoke your permanent election, please inform the Company's share registrars at the address below by notice in

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writing by 4:00 p.m. on 15 June 2006 and indicating how you would like to receive your 2005 Final Dividend.

**The election form should be completed in accordance with the instructions printed on it and returned to the Company's share registrars so as to be received no later than 4:00 p.m. on 15 June 2006 at:**

**Computershare Hong Kong Investor Services Limited  
46th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong**

**Elections in respect of the 2005 Final Dividend cannot be in any way withdrawn, revoked, superseded or altered after the relevant election forms are signed and lodged with the Company's share registrars. No acknowledgement of receipt of the election form will be issued.**

### **SHAREHOLDERS RESIDENT OUTSIDE HONG KONG**

The participation in the Scrip Dividend Scheme by Overseas Shareholders may be affected by the laws of their relevant jurisdictions.

The Company has made enquiries in the relevant jurisdictions regarding the feasibility of extending the Scrip Dividend Scheme to Shareholders with registered addresses outside Hong Kong and related legal and regulatory restrictions and requirements. Since registration or filing or other procedures or formalities, subject to certain exceptions, would need to be carried out in relation to the Scrip Dividend Scheme to comply with the relevant securities legislation or regulation in Australia and the United States, the Directors have formed the view that it would be expedient to exclude from the Scrip Dividend Scheme Shareholders with registered addresses in Australia and the United States. Therefore this circular has been sent to Shareholders in Australia and the United States for information only and no election form has been sent to such Shareholders. Shareholders resident in Australia or the United States will receive the 2005 Final Dividend in cash.

All other Overseas Shareholders receiving this circular and/or election form outside Hong Kong may not treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to them without having to comply with any registration or other legal requirements in the relevant territory. In such circumstances, this circular and the election form will be deemed to have been sent for information purposes only. Overseas Shareholders should inform themselves about and observe any applicable restrictions and should consult their professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to participate in the Scrip Dividend Scheme.

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This circular and the election form do not constitute or form part of an offer or solicitation of any offer to buy securities of the Company, and the election form is non transferable.

**Overseas Shareholders who are in any doubt as to their position should consult their own appropriately authorised professional advisers without delay.**

### **STOCK EXCHANGE LISTING, CLEARING AND SETTLEMENT**

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the New Shares. It is expected that the certificates for the New Shares, and cheques for cash entitlements, will be posted to Shareholders at the risk of those entitled thereto on or about 23 June 2006. Dealings in the New Shares on the Stock Exchange are expected to commence after dispatch to Shareholders of the share certificates for the New Shares. Subject to the granting of listing of, and permission to deal in, New Shares issued pursuant to the Scrip Dividend Scheme 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. Shareholders should seek the advice of their licensed securities dealer or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are listed, and dealt in, on the Stock Exchange. No equity or debt securities of the Company are listed, or dealt in, on any other stock exchange nor is listing, or permission to deal in, on any other exchange being, or proposed to be, sought.

### **CONDITION OF THE SCRIP DIVIDEND SCHEME**

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the New Shares.

### **GENERAL**

Whether or not it is to your advantage to receive cash or New Shares, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting from that decision are your responsibility. If you are in any doubt as to what to do, you should consult your professional advisers as to the action you should take and whether or not you are permitted to receive the 2005 Final Dividend in scrip form or if any government or other consent is required. Shareholders who are trustees are recommended to take professional advice as to whether electing for New Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

Yours faithfully,  
For and on behalf of the Board  
**The Hongkong and Shanghai Hotels, Limited**  
**Christobelle Liao**  
*Company Secretary*