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Directors:

Executive Directors:

Dr. CHENG Kar-Shun, Henry (*Chairman*)
Mr. CHENG Chi-Kong, Adrian (*Joint General Manager*)
Mr. CHEN Guanzhan (*Joint General Manager*)
Ms. KI Man-Fung, Leonie, *JP*
Mr. CHENG Chi-Heng
Ms. CHENG Chi-Man, Sonia

Non-executive directors:

Mr. LIANG Chong-Hou, David
Mr. CHENG Kar-Shing, Peter

Independent non-executive directors:

Mr. YEUNG Ping-Leung, Howard
Mr. CHA Mou-Sing, Payson, *JP*
(*alternate director to Mr. Cha Mou-Sing, Payson:*
Mr. CHA Mou-Zing, Victor)
Mr. HO Hau-Hay, Hamilton
Mr. LEE Luen-Wai, John, *JP*
Mr. LIANG Cheung-Biu, Thomas

Registered Office:

30th Floor,
New World Tower,
18 Queen's Road Central,
Hong Kong.

28 November 2012

*To the shareholders and, for information purposes only,
the holders of the outstanding share options of the Company*

Dear Sir or Madam,

FINAL DIVIDEND FOR THE YEAR ENDED 30 JUNE 2012

Particulars of the Final Dividend

On 26 September 2012, it was announced that the Directors of New World Development Company Limited ("the Company") resolved to recommend a final dividend for the year ended 30 June 2012 of HK\$0.28 per share ("Final Dividend") to shareholders on the register of members as at 26 November 2012, and as to HK\$0.01 per share, this dividend will be paid in cash to ensure that the shares of the Company continue to qualify as Authorised Investments for the purpose of the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong) and as to HK\$0.27 per share, this dividend should take the form of scrip dividend with a cash option to shareholders. At the annual general meeting held on 21 November 2012, the Final Dividend was approved.

Accordingly, each shareholder has the choices of receiving:

- (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) equals to the total amount of Final Dividend which such shareholder could elect to receive in cash in respect of HK\$0.27 per share; or
- (b) cash of HK\$0.27 per share; or
- (c) partly New Shares and partly cash.

In all the above cases, shareholders will receive in addition cash of HK\$0.01 per share.

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 95% of the average of the closing prices of an existing share of the Company on The Stock Exchange of Hong Kong Limited for the five consecutive trading days commencing from and including 29 November 2012 (on which such price is available) as follows:

$$\begin{array}{l} \text{Number of New Shares} \\ \text{to be received} \end{array} = \begin{array}{l} \text{Number of existing shares} \\ \text{for which cash election} \\ \text{is not made} \end{array} \times \frac{\text{HK\$0.27}}{\begin{array}{l} \text{five trading days} \\ \text{average closing price} \end{array}} \times \frac{95}{100}$$

Consequently, it will not be possible to determine until after the close of business on 5 December 2012, the exact number of New Shares to which those shareholders electing to receive New Shares will be entitled. An announcement setting out the basis of allotment of the New Shares will be made after the close of business on 5 December 2012.

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 but will be refunded in cash to the respective shareholders concerned.

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 31 December 2012. The New Shares will not rank for the Final 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 is expected to commence on 3 January 2013 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 Final 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 Final 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 Registrar, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong so as to arrive not later than 4:30 p.m. on Thursday, 13 December 2012. No acknowledgment of receipt of the form of election will be issued. Those shareholders electing to receive New Shares are advised to refer to the announcement to be made after the close of business on 5 December 2012 regarding the basis of allotment of the New Shares.

Shareholders who wish to receive the scrip portion of the Final Dividend of HK\$0.27 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 13 December 2012 (i.e. on or before 6 December 2012) to Tricor 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 Final 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 their interpretation of the Capital Markets and Services Act 2007, the scrip dividend scheme would necessitate registration of a prospectus with the Securities Commission of Malaysia under section 232 of the Capital Markets and Services Act 2007.

In these 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 Final Dividend in scrip form. Such shareholders will receive the Final 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 Final 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 advisers that in relation to shareholders who are resident in the provinces of British Columbia and Ontario, Canada (the "Canadian Shareholders"), the New Shares obtained by Canadian Shareholders by way of scrip dividend will be restricted securities in Canada. Accordingly, Canadian Shareholders that intend to sell the New Shares acquired in the scrip form of the Final Dividend must: (i) effect the sale through an appropriately registered dealer or pursuant to an exemption from the dealer registration requirement under applicable provincial and territorial securities laws, instruments and rules in Canada and (ii) satisfy the prospectus filing requirement under local provincial and territorial securities laws, instruments and rules in Canada or rely on an exemption from the same.

Shareholders who are resident in Australia (the "Australian Shareholders") should note that, according to advice obtained by the Company from local legal advisers in Australia, in some circumstances the Corporations Act 2001 (Cth) of Australia imposes certain restrictions on the on-sale of shares in Australia without a disclosure document in the 12 months following the original issue of shares in reliance on an exemption, unless an exception or exemption applies.

Shareholders who are resident in the United Kingdom should note that, according to the advice obtained by the Company from local legal advisers in the United Kingdom, this circular does not constitute a prospectus for the purposes of the United Kingdom Listing Authority Prospectus Rules, made under Part IV of the Financial Services and Markets Act 2000 pursuant to European Union Directive (2003/71/EC), by virtue of Article 4.1(d) of that Directive and has not been approved by or filed with a competent authority in the United Kingdom.

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 SECURITIES REGULATION CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.***

After considering the legal advice in relevant jurisdictions, Canadian Shareholders, Australian Shareholders and shareholders who are resident in the United Kingdom and Philippines are advised to consult their own professional advisers as to whether to elect to receive the Final Dividend in scrip form or cash form and in relation to future sale of any shares so acquired.

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

Fix the market value of a New Share (5 trading days average)	Thursday, 29 November 2012 to Wednesday, 5 December 2012
Publish an announcement setting out the basis of allotment of the New Shares	after the close of business on Wednesday, 5 December 2012
Last day of receipt of form of election	Thursday, 13 December 2012
Dividend warrant and share certificate to all shareholders	Monday, 31 December 2012
Commencement of dealings in the New Shares	Thursday, 3 January 2013

Yours faithfully,
CHENG KAR-SHUN, HENRY
Chairman