

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



恒基兆業地產有限公司
HENDERSON LAND DEVELOPMENT COMPANY LIMITED
Incorporated in Hong Kong with limited liability
(Stock Code : 12)

SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE EIGHTEEN MONTHS ENDED 31 DECEMER 2009

CALCULATION OF MARKET VALUE

The market value of a New Share to be allotted pursuant to the Scrip Dividend Scheme, which is calculated as equivalent to the average closing price of one Share as quoted on the Stock Exchange for the five consecutive trading days commencing from Thursday, 6 May 2010 to Wednesday, 12 May 2010 (both days inclusive), is HK\$47.11 per share.

Reference is made to the circular in respect of the scrip dividend scheme in relation to the final dividend for the eighteen months ended 31 December 2009 (the “Scrip Dividend Scheme Circular”) issued by Henderson Land Development Company Limited (the “Company”) and dated 28 April 2010, containing, among other things, the details of the Scrip Dividend Scheme. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those used in the Scrip Dividend Scheme Circular.

As stated in the Scrip Dividend Scheme Circular, the Company had announced that the Board had declared the payment of the Final Dividend to Shareholders whose names appeared on the register of members of the Company on the Record Date. Eligible Shareholders may elect to receive the Final Dividend in cash, or in the form of fully paid New Shares in lieu of cash, or partly in cash and partly in the form of fully paid New Shares under the Scrip Dividend Scheme. The Scrip Dividend Scheme is conditional upon (i) the passing of the resolution approving the Final Dividend at the 2010 AGM and (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the New Shares.

The market value of a New Share to be allotted pursuant to the Scrip Dividend Scheme, which is calculated as equivalent to the average closing price of one Share as quoted on the Stock Exchange for the five consecutive trading days commencing from Thursday, 6 May 2010 to Wednesday, 12 May 2010 (both days inclusive), is HK\$47.11 per share. Accordingly, the number of New Shares which the Eligible Shareholders are entitled to receive in respect of the Shares registered in their names as at the Record Date will be calculated as follows:

$$\begin{array}{rclcl} \text{Number of} & & \text{Number of Shares} & & \\ \text{New Shares} & = & \text{held on the Record} & \times & \text{HK\$0.70 (Final Dividend per Share)} \\ \text{to be received} & & \text{Date and elected for} & & \\ & & \text{the New Shares} & & \hline & & & & \text{HK\$47.11} \end{array}$$

The number of New Shares to be issued to the Eligible Shareholders will be rounded down to the nearest whole number. Fractional entitlements to the New Shares will be disregarded but the benefit thereof will accrue to the Company. The New Shares will, on issue, rank pari passu in all respects with the Shares in issue on the date of the allotment and issue of the New Shares except that they shall not be entitled to the Final Dividend.

An Election Form was enclosed with the Scrip Dividend Scheme Circular for use by the Eligible Shareholders who wish to receive the Final Dividend wholly in New Shares or partly in cash and partly in New Shares. Eligible Shareholders are reminded to complete the Election Form in accordance with the instructions printed thereon and return the same to the Company's Registrars, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, **by 4:30 p.m. on Thursday, 20 May 2010** if they wish to receive the Final Dividend wholly in New Shares or partly in cash and partly in New Shares. The deadline for submission of Election Forms will be adjusted if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning:

- (a) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 20 May 2010. Instead the deadline for submission of Election Forms will be 5:00 p.m. on the same business day; or
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 20 May 2010. Instead the deadline for submission of Election Forms will be rescheduled to 4:00 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

The share certificates for the New Shares and cheques for cash dividends will be sent by ordinary mail to Shareholders at their own risk on Wednesday, 2 June 2010. The first day of dealings in the New Shares on the Stock Exchange is expected to be on Friday, 4 June 2010.

By Order of the Board
Henderson Land Development Company Limited
Timon Liu Cheung Yuen
Company Secretary

Hong Kong, 12 May 2010

As at the date of this announcement, the Board comprises: (1) executive directors: Lee Shau Kee (Chairman), Lee Ka Kit, Colin Lam Ko Yin, Lee Ka Shing, John Yip Ying Chee, Alexander Au Siu Kee, Suen Kwok Lam, Lee King Yue, Fung Lee Woon King, Eddie Lau Yum Chuen, Li Ning and Patrick Kwok Ping Ho; (2) non-executive directors: Woo Po Shing, Leung Hay Man, Angelina Lee Pui Ling, Lee Tat Man and Jackson Woo Ka Biu (as alternate to Woo Po Shing); and (3) independent non-executive directors: Gordon Kwong Che Keung, Ko Ping Keung and Wu King Cheong.