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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

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## **KERRY PROPERTIES LIMITED**

*(Incorporated in Bermuda with limited liability)*

**嘉里建設有限公司\***

*website: [www.kerryprops.com](http://www.kerryprops.com)*

**(Stock Code: 00683)**

**SCRIP DIVIDEND SCHEME IN RELATION TO  
THE FINAL DIVIDEND  
FOR THE YEAR ENDED 31 DECEMBER 2007**

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\* *For identification purpose only*

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## DEFINITIONS

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

“2007 Final Dividend”	the final dividend of HK\$0.65 per Share for the year ended 31 December 2007 payable on Tuesday, 17 June 2008 to the shareholders of the Company whose names were recorded on the registers of members of the Company on the Record Date
“2007 Final Scrip Dividend Scheme”	the scheme proposed by the Directors on Wednesday, 19 March 2008 in relation to the 2007 Final Dividend to offer the shareholders of the Company a scrip alternative to elect to receive such dividend wholly or partly by allotment of new Shares credited as fully paid in lieu of cash
“Company”	Kerry Properties Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Final Scrip Dividend Shares”	new Shares to be issued under the 2007 Final Scrip Dividend Scheme
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China
“Record Date”	Tuesday, 6 May 2008
“Share(s)”	ordinary share(s) of par value HK\$1.00 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States Dollars, the lawful currency of the United States of America



# KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

## 嘉里建設有限公司\*

website: [www.kerryprops.com](http://www.kerryprops.com)

(Stock Code: 00683)

### **Directors:**

Mr. ANG Keng Lam<sup>+</sup> (*Chairman*)  
Mr. WONG Siu Kong<sup>+</sup>  
(*President and Chief Executive Officer*)  
Mr. HO Shut Kan<sup>+</sup>  
Mr. MA Wing Kai, William<sup>+</sup>  
Mr. SO Hing Woh, Victor, MBE, JP<sup>+</sup>  
Mr. CHAN Wai Ming, William  
Mr. QIAN Shaohua  
Mr. KU Moon Lun<sup>#</sup>  
Mr. LAU Ling Fai, Herald<sup>#</sup>  
Ms. WONG Yu Pok, Marina, JP<sup>#</sup>  
Mr. TSE Kai Chi<sup>@</sup>

### **Registered Office:**

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

### **Head Office and Principal Place of Business in Hong Kong:**

13-14/F, Cityplaza 3  
14 Taikoo Wan Road  
Taikoo Shing  
Hong Kong

22 May 2008

*To the shareholders and, for information only,  
the optionholders of Kerry Properties Limited*

Dear Sir or Madam,

## **SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2007**

### **INTRODUCTION**

On Wednesday, 19 March 2008, it was announced that the Directors recommended the 2007 Final Dividend. It was also announced that the shareholders of the Company may elect to receive the 2007 Final Dividend wholly or partly in Final Scrip Dividend Shares. At the annual general meeting of the Company held on Tuesday, 6 May 2008, the 2007 Final Dividend was approved. Accordingly, the shareholders of the Company may exercise their option to receive an allotment of Shares credited as fully paid. The registers of members of the Company were closed from Friday, 2 May 2008 to Tuesday, 6 May 2008, both days inclusive.

<sup>+</sup> Executive director

<sup>#</sup> Independent non-executive director

<sup>@</sup> Non-executive director

\* For identification purpose only

The purpose of this circular is to set out the procedures which apply in relation to the 2007 Final Scrip Dividend Scheme and the action which should be taken by the shareholders of the Company in relation thereto.

## **PARTICULARS OF THE 2007 FINAL SCRIP DIVIDEND SCHEME**

Each eligible shareholder of the Company has the following choices in respect of the 2007 Final Dividend:

- (a) to receive a cash dividend of HK\$0.65 per Share; or
- (b) to be allotted Final Scrip Dividend Shares credited as fully paid and having an aggregate market value (as described below), save for adjustment for fractions, equal to the total amount of the 2007 Final Dividend which such shareholder would otherwise receive in cash (Final Scrip Dividend Shares will be allotted to the shareholders of the Company electing to receive Final Scrip Dividend Shares in lieu of cash dividend); or
- (c) to receive the 2007 Final Dividend partly in cash and partly in Final Scrip Dividend Shares.

The Final Scrip Dividend Shares will rank *pari passu* in all respects with the existing issued Shares except that they shall not rank for the 2007 Final Dividend.

## **BASIS OF ALLOTMENT OF THE FINAL SCRIP DIVIDEND SHARES**

For the purpose of calculating the number of Final Scrip Dividend Shares to be allotted, the market value of Final Scrip Dividend Shares has been determined at HK\$54.47 per Share, which is equivalent to the average closing prices of the Shares quoted on the Stock Exchange for the five consecutive trading days immediately after the Record Date. Accordingly, the number of Final Scrip Dividend Shares which the shareholders of the Company will receive, in respect of the existing Shares registered in their names as at the Record Date and for which elections to receive the Final Scrip Dividend Shares are lodged with Tricor Abacus Limited, the Company's branch share registrar and transfer office in Hong Kong, of 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong on or before 4:00 p.m. on Friday, 6 June 2008 will be calculated as below:

$$\begin{array}{l} \text{Number of Final Scrip} \\ \text{Dividend Shares} \\ \text{to be received} \end{array} = \begin{array}{l} \text{Number of existing Shares held} \\ \text{on the Record Date for which} \\ \text{election is made under the 2007} \\ \text{Final Scrip Dividend Scheme} \end{array} \times \frac{\text{HK\$0.65}}{\text{HK\$54.47}}$$

An announcement dated 14 May 2008 setting out the basis of allotment of the Final Scrip Dividend Shares was published on Wednesday, 14 May 2008. **The last day on which the shareholders of the Company will be entitled to select their desired form of dividend is Friday, 6 June 2008.** The number of Final Scrip Dividend Shares to be received will be rounded down to the nearest whole number of the Final Scrip Dividend Shares. No shareholder of the Company is entitled to be issued any fraction of a Share under the 2007 Final Scrip Dividend Scheme. Fractional entitlements to the Final Scrip Dividend Shares in respect of alternatives (b) and (c) above will be aggregated and sold for the benefit of the Company.

#### **ADVANTAGES OF THE 2007 FINAL SCRIP DIVIDEND SCHEME**

The 2007 Final Scrip Dividend Scheme will give the shareholders of the Company an opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs. The 2007 Final Scrip Dividend Scheme will also benefit the Company because, to the extent that the shareholders of the Company elect to receive the Final Scrip Dividend Shares in whole or in part in lieu of a cash dividend, such cash, which would otherwise have been paid to the shareholders, will be retained for use by the Company.

#### **EFFECT OF THE 2007 FINAL SCRIP DIVIDEND SCHEME**

If no elections for Final Scrip Dividend Shares were received, the total cash dividend payable by the Company would be HK\$926,156,039.25.

Shareholders of the Company should note that the Final Scrip Dividend Shares may give rise to notification requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) for those shareholders who may have notifiable interests in the Company. Shareholders of the Company who are in any doubt as to how these provisions may affect them are recommended to seek their own professional advice.

The Company, being an exempted company incorporated in Bermuda, has been designated as non-resident for Bermuda exchange control purposes and has been granted an assurance by the Minister of Finance in Bermuda under the Exempted Undertakings Tax Protection Act 1966. Accordingly, no Bermuda withholding tax on dividends or other distributions, nor any Bermuda tax computed on profits or income or on any capital assets, gain or appreciation will be payable by it or its operations, nor is there any Bermuda tax in the nature of estate duty or inheritance tax applicable to Shares, debentures or other obligations of the Company held by non-residents of Bermuda.

## FORM OF ELECTION

**If you do not elect to receive any of your 2007 Final Dividend in Final Scrip Dividend Shares or if you have already lodged a form of election electing to receive new Shares in lieu of all future cash dividends, you do not need to take any action.**

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

The enclosed form of election enables the shareholders of the Company, choosing to receive their 2007 Final Dividend wholly in Final Scrip Dividend Shares, to further elect, until notice in writing to cancel such election is received by Tricor Abacus Limited, the Company's branch share registrar and transfer office in Hong Kong, of 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, to receive new Shares in lieu of all future cash dividends in the event that shareholders of the Company are given the choice of receiving new Shares or cash in respect of future dividends. Such election will be valid only when all the prevailing conditions required by any scrip dividend scheme offered by the Company are fulfilled.

**The form of election should be completed in accordance with the instructions printed thereon and returned so that it is received by Tricor Abacus Limited, the Company's branch share registrar and transfer office in Hong Kong, of 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 6 June 2008. No acknowledgment of receipt of the form of election will be issued.**

## OVERSEAS SHAREHOLDERS

None of this circular, the form of election nor the Final Scrip Dividend Shares will be registered or filed under the securities law or equivalent legislation of any jurisdiction other than, if applicable, Hong Kong and Bermuda.

If you are resident outside Hong Kong, this circular and/or form of election only constitute(s) an invitation to subscribe for Final Scrip Dividend Shares if such an invitation can be legally made to you without the Company having to meet any legal or registration requirements outside Hong Kong. Shareholders of the Company residing in a jurisdiction where it would be illegal for the Company to make such an invitation will be deemed to have received this circular and/or form of election for information only.

The overseas shareholders of the Company as at the Record Date had registered addresses in Australia (New South Wales), Canada (Ontario), Indonesia, Isle of Man, Malaysia, the Philippines, the PRC, Singapore, Thailand, the United Kingdom and the United States of America.

The Directors have been advised by legal counsel that, without complying with local approval and/or registration requirements and/or other formalities or procedures to ensure compliance with the laws of the relevant jurisdictions, subject to certain exceptions as mentioned in the following paragraphs of this section headed “Overseas Shareholders”, the 2007 Final Scrip Dividend Scheme may not be offered to or for the account of shareholders of the Company with registered addresses in the United States of America (including its territories and possessions), Malaysia, the Philippines and the PRC. As it would not be cost-effective or expedient for the Company to comply with the approval and/or registration requirements and/or other formalities under the laws of the relevant jurisdictions, the Directors have decided that, subject to certain exceptions as mentioned in the following paragraphs of this section headed “Overseas Shareholders”, it would be expedient to exclude shareholders of the Company with registered addresses in these jurisdictions (the “Excluded Shareholders”) from the 2007 Final Scrip Dividend Scheme.

The 2007 Final Scrip Dividend Scheme will be offered to those Excluded Shareholders that can prove to the satisfaction of the Company that such action would not result in a contravention of any applicable legal or regulatory requirements. Excluded Shareholders who wish to participate in the 2007 Final Scrip Dividend Scheme should notify the Company in writing immediately. Forms of election will be sent to all shareholders of the Company as at the Record Date other than the Excluded Shareholders who did not or could not prove to the satisfaction of the Company that such action will not result in a contravention of any applicable laws or regulatory requirements by the Company. In any event, the completed forms of election should be returned to Tricor Abacus Limited, the Company’s branch share registrar and transfer office in Hong Kong at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Friday, 6 June 2008. This circular will be sent to all shareholders of the Company as at the Record Date. However, Excluded Shareholders will be deemed to have received such circular for information only. Excluded Shareholders, other than those participating in the 2007 Final Scrip Dividend Scheme in accordance with this paragraph, will receive their dividends in cash in the usual way.

The Directors have been advised that shareholders of the Company in the Province of Ontario, Canada may be lawfully offered the option to participate in the 2007 Final Scrip Dividend Scheme without a prospectus, registration or other formalities under Canadian securities legislation. However, unless certain conditions are satisfied, securities obtained by way of scrip dividend can only be traded under a prospectus or in accordance with exemptions from prospectus and registration requirements. While shareholders of the Company in the Province of Ontario will not be excluded from the 2007 Final Scrip Dividend Scheme, such shareholders are advised to consult their own professional advisers whether it would be beneficial or expedient for them to participate in the 2007 Final Scrip Dividend Scheme. The Company is not aware that it has any shareholders in Canada with a registered address outside the Province of Ontario.

The Directors have also been advised that shareholders of the Company in the United Kingdom may be lawfully offered the option to participate in the 2007 Final Scrip Dividend Scheme without a prospectus, registration or other formalities under UK securities legislation.

**For the avoidance of doubt, the Final Scrip Dividend Shares are not offered to the public (other than the shareholders of the Company) and the forms of election are non-transferable.**

**Notwithstanding the legal advice taken by the Company, it is the responsibility of anyone wishing to participate in the 2007 Final Scrip Dividend Scheme to satisfy themselves as to full observance of the laws of any relevant territory including obtaining any governmental or other consents which may be required. Overseas shareholders of the Company who are in any doubt as to their position should consult their own professional advisers.**

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

Application will be made to the Stock Exchange for the grant of listing of, and permission to deal in, the Final Scrip Dividend Shares. It is expected that the dividend warrants in relation to the 2007 Final Dividend and/or share certificates with respect to the Final Scrip Dividend Shares will be despatched at the risk of those shareholders entitled thereto at their respective registered addresses on or about Tuesday, 17 June 2008. On this basis, dealings in the Final Scrip Dividend Shares are expected to commence after the due despatch of the share certificates with respect to the Final Scrip Dividend Shares to the relevant shareholders of the Company.

The Shares, the HK\$2,500,000,000 zero coupon guaranteed convertible bonds due 2010 and the HK\$2,350,000,000 zero coupon guaranteed convertible bonds due 2012 issued by the Company's indirect wholly-owned subsidiaries, Wise Insight Finance Limited and Gainlead International Limited respectively, are listed and dealt in on the Stock Exchange, and the US\$420,000,000 guaranteed notes due 2016 issued by the Company's indirect wholly-owned subsidiary, Gain Silver Finance Limited, are listed on the Official List of the Singapore Exchange Securities Trading Limited.

Save as disclosed above, 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.

Dealings in Shares may be settled through the Central Clearing and Settlement System and you should seek the advice of your licensed securities dealer or other professional adviser for details of these settlement arrangements and how such arrangements will affect your rights and interests.

## RECOMMENDATION AND ADVICE

Whether or not it is to your advantage to receive cash or the Final Scrip Dividend Shares, 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. If you are in any doubt as to what to do, you should consult your professional advisers as to whether or not you are permitted to receive the 2007 Final Dividend in scrip form or if any governmental or other consent is required. Shareholders of the Company who are trustees are recommended to take professional advice as to whether the choice of the Final Scrip Dividend 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  
**Kerry Properties Limited**  
**Ang Keng Lam**  
*Chairman*