

SYNGENTA AG  
Form 424B3  
July 11, 2006

The Bank of New York  
101 Barclay Street, 22nd Floor  
New York, NY 10286

Securities & Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549

Attn.: Document Control

RE: American Depositary Shares evidenced  
by American Depositary Receipts, each  
representing one-fifth of an Ordinary Share of  
Syngenta AG  
(Form F-6 File No 333-97301)

Ladies and Gentlemen:

Pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended, on behalf of The Bank of New York, as Depositary for securities against which American Depositary Receipts are to be issued, we attach a copy of the new prospectus (Prospectus) reflecting the par value change of Syngenta AG from CHF 5.60 to CHF 2.30 per share, effective July 11, 2006.

As required by Rule 424(e), the upper right hand corner of the Prospectus cover page has a reference to Rule 424(b)(3) and to the file number of the registration statement to which the Prospectus relates.

Pursuant to Section III. B. of the General Instructions to the Form F-6 Registration Statement, the Prospectus consists of the ADR certificate with revised par value of CHF 2.30 for Syngenta AG.

The Prospectus has been revised to reflect the new par value by addition of the following notation:

Effective July 11, 2006, the par value is CHF 2.30 per Ordinary Share.

Please contact me with any questions or comments at 212 815-4244.