

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.



Shui On Land Limited
瑞安房地產有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00272)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Shui On Land Limited (the “**Company**”) will be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 24 October 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the entering into of The HUB Hotel Framework Deed and the PRC SPAs (as defined in the circular of the Company dated 30 September 2014 (the “**Circular**”)), copies of which are tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose, and The HUB Hotel Disposal (as defined in the Circular), be and is hereby approved, ratified and confirmed;
- (b) the entering into of the Magic Garden SPA (as defined in the Circular), a copy of which is tabled at the meeting and marked “B” and signed by the chairman of the meeting for identification purpose, and the MGI Disposal (as defined in the Circular) be and is hereby approved, ratified and confirmed; and

* For identification purposes only

- (c) the directors of the Company be and are hereby authorised to execute all such documents and agreements and do such acts or things which in his/their opinion may be necessary, desirable or expedient to implement or give effect to the Transactions (as defined in the Circular) and all other transactions contemplated thereunder with any changes as such directors may consider necessary, desirable or expedient.”

By Order of the Board of
Shui On Land Limited
UY KIM LUN
Company Secretary

Hong Kong, 30 September 2014

Notes:

- (1) Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s place of business in Hong Kong at 34th Floor, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a member from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be), should he so wish.
- (3) Shareholders whose names appear on the register of members of the Company on 22 October 2014, being the record date, are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 21 October 2014.
- (4) The ordinary resolutions as set out above will be tabled by way of poll.

At the date of this announcement, the executive directors of the Company are Mr. Vincent H. S. LO (Chairman), Mr. Daniel Y. K. WAN and Mr. Philip K. T. WONG; the non-executive director of the Company is Mr. Frankie Y. L. WONG; and the independent non-executive directors of the Company are Sir John R. H. BOND, Dr. William K. L. FUNG, Professor Gary C. BIDDLE, Dr. Roger L. McCARTHY and Mr. David J. SHAW.