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Shui On Land Limited
瑞安房地產有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 272)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 24 OCTOBER 2014**

Reference is made to the announcement of Shui On Land Limited (the “**Company**”) dated 27 August 2014 and the circular of the Company dated 30 September 2014 (the “**Circular**”) in relation to The HUB Hotel Disposal and the MGI Disposal. Capitalized terms used herein shall have the same meaning as those defined in the Circular unless otherwise stated.

The Board announces that at the EGM held on Friday, 24 October 2014, all the ordinary resolutions proposed at the EGM were duly passed by the Shareholders by way of poll. The poll results were as follows:

ORDINARY RESOLUTIONS	Number of votes (%)	
	For	Against
(a) The entering into of The HUB Hotel Framework Deed and the PRC SPAs (as defined in 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.	654,628,839 (99.977547%)	147,018 (0.022453%)
The resolution was duly passed as an ordinary resolution.		
(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.	654,628,839 (99.977547%)	147,018 (0.022453%)
The resolution was duly passed as an ordinary resolution.		

ORDINARY RESOLUTIONS	Number of votes (%)	
	For	Against
(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.	654,628,839 (99.977547%)	147,018 (0.022453%)
The resolution was duly passed as an ordinary resolution.		

Notes:

1. At the date of the EGM, the number of issued shares of the Company was 8,001,726,189 Shares, being the total number of Shares entitling the holders to attend and vote for or against the ordinary resolutions at the EGM.
2. There was no restriction on any Shareholders casting votes on the ordinary resolutions at the EGM.
3. In accordance with the Listing Rules, Mr. Vincent H. S. LO together with his associates, who are entitled to control the exercise of approximately 57.25% of the voting power at the EGM (representing 4,581,084,505 Shares) on 22 October 2014, being the record date for the EGM, were required to abstain and had abstained from voting on the ordinary resolutions at the EGM. As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions was 3,420,641,684 Shares (representing approximately 42.75% of the total number of the issued Shares). Save for the above, there was no Shareholder who was required to abstain from voting or who was entitled to attend the EGM but only to vote against the ordinary resolutions at the EGM.
4. Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the poll at the EGM.

By Order of the Board
Shui On Land Limited
Daniel Y. K. WAN
Executive Director

Hong Kong, 24 October 2014

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.

** For identification purposes only*