



**Shui On Land Limited**  
**瑞安房地產有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

(Stock code: 272)

**ANNOUNCEMENT PURSUANT TO LISTING RULE 13.18**

The Company has entered into a Guarantee to guarantee the performance of its subsidiary, Chongqing Shui On, under a term loan facility of up to RMB300,000,000. Pursuant to the Guarantee, there is a minimum shareholding requirement on the controlling shareholder of the Company.

This announcement is made by Shui On Land Limited (“**Company**”) pursuant to the disclosure requirements under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

On 28 November 2006, Chongqing Shui On Tiandi Property Development Co., Ltd. (“**Chongqing Shui On**”), a subsidiary of which the Company beneficially owns 79.398% of the equity capital, was granted a 3-year loan facility of RMB300,000,000 (“**Loan**”) by The Hongkong and Shanghai Banking Corporation Limited, Shanghai Branch (“**Bank**”). The Loan was arranged to finance the construction and other costs of the Chongqing Tiandi project. The Company has on 28 November 2006 entered into various security agreements in relation to the Loan, including a Guarantee (“**Guarantee**”) to guarantee the performance of the Loan.

The Guarantee requires that Mr. Lo Hong Sui, Vincent (who is the Chairman and Chief Executive Officer of the Company) has to remain as a controlling shareholder of the Company and that the Company has to maintain its indirect and beneficial ownership of not less than seventy per cent (70%) of Chongqing Shui On. Any breach of such obligations will cause a default in respect of the Loan, and may trigger cross-defaults in other outstanding bank loans of the Company in the aggregate amount of HK\$2,206 million and RMB728 million. As of today, the net cash of the Company is approximately RMB5,000 million.

As at the date of this announcement, Mr. Lo Hong Sui, Vincent indirectly holds approximately 53.77% of the issued share capital of the Company.

By order of the Board of Directors  
**Lo Hong Sui, Vincent**  
*Chairman*

Hong Kong, 28 November 2006

*As at the date of this announcement, the directors of the Company are Mr. Lo Hong Sui, Vincent, Mr. Wong Ying Wai, Wilfred, Mr. Addison, William Timothy, Sir John Reginald Hartnell Bond\*\*, The Honourable Leung Chun Ying\*\*, Dr. Cheng Wai Kin, Edgar\*\*, Dr. Fung Kwok Lun, William\*\*, Professor Biddle, Gary Clark\*\*, Dr. McCarthy, Roger Lee\*\* and Mr. Shaw, David John\*\*.*

*\* for identification purposes only*

*\*\* Independent non-executive director*