

*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: 272)**

**ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES**

The Board announces that SODH, a wholly-owned subsidiary of the Company, has entered into a Facility Letter in relation to a Loan. Pursuant to the Facility Letter, there is a minimum shareholding requirement for the controlling shareholder of the Company.

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

On 13 May 2010, SODH as borrower, the Company as guarantor and HSBC as lender entered into a Facility Letter in relation to a Loan. Pursuant to the Facility Letter, there is a requirement that the Lo Family maintains a minimum 35% of the direct or indirect legal and beneficial shareholding in the Company during the term of the Facility Letter. Any breach of this obligation will cause a default in respect of the Loan, and may trigger cross-defaults in other outstanding bank loans of the Group in the aggregate amount of approximately RMB8,984 million (approximately HK\$10,209 million).

At the date of this announcement, Mr. Lo indirectly holds approximately 50.08% of the issued share capital of the Company for the purposes of Part XV of the SFO.

**DEFINITIONS**

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

<b>“Board”</b>	the board of Directors;
<b>“Company”</b>	Shui On Land Limited, a company incorporated in the Cayman Islands, whose shares are listed on The Stock Exchange of Hong Kong Limited;
<b>“controlling shareholder”, “subsidiary”</b>	each has the meaning ascribed to it in the Listing Rules;
<b>“Directors”</b>	the directors of the Company;

<b>“Facility Letter”</b>	the facility letter dated 13 May 2010 in relation to the Loan;
<b>“Group”</b>	the Company and its subsidiaries;
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong;
<b>“HSBC”</b>	The Hongkong and Shanghai Banking Corporation Limited;
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
<b>“Lo Family”</b>	include Mr. Lo, his spouse, siblings, children and spouses of his siblings and children;
<b>“Loan”</b>	a three-year term loan facility of up to HK\$250,000,000 made available by HSBC to SODH;
<b>“Mr. Lo”</b>	Mr. Vincent H. S. LO;
<b>“RMB”</b>	Renminbi, the lawful currency of the PRC;
<b>“SFO”</b>	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
<b>“SODH”</b>	Shui On Development (Holding) Limited, a company incorporated under the laws of the Cayman Islands and a wholly-owned subsidiary of the Company; and
<b>“%”</b>	percent.

*Unless otherwise specified in this announcement and for the purpose of illustration only, RMB is translated to HK\$ at the rate of HK\$1.00 = RMB0.88. No representation is made that any amounts in RMB have been or could be converted at the above rate or at any other rates or at all.*

By Order of the Board  
**Shui On Land Limited**  
**Vincent H. S. LO**  
*Chairman*

Hong Kong, 13 May 2010

*At the date of this announcement, the executive directors of the Company are Mr. Vincent H. S. LO (Chairman and Chief Executive Officer), Mr. Louis H. W. WONG and Mr. Daniel Y. K. WAN; the non-executive director of the Company is The Honourable LEUNG Chun Ying; and the independent non-executive directors of the Company are Sir John R. H. BOND, Dr. Edgar W. K. CHENG, Dr. William K. L. FUNG, Professor Gary C. BIDDLE, Dr. Roger L. McCARTHY and Mr. David J. SHAW.*

*\* For identification purposes only*