

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.

This announcement is for information purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States.

The information contained in this announcement is not for distribution, directly or indirectly, in or into the United States. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares and the Bonds mentioned herein have not been, and will not be, registered under the Securities Act, and may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the Securities Act. No public offering of the Shares or the Bonds will be made in the United States.



Shui On Land Limited

瑞安房地產有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 272)

**EXERCISE OF UPSIZE OPTION OF RMB680 MILLION
IN AGGREGATE AMOUNT OF RMB DENOMINATED
USD SETTLED 4.5% CONVERTIBLE BONDS DUE 2015**

Sole Bookrunner and Manager



Standard Chartered Bank

Reference is made to the announcement of Shui On Land Limited (the “**Company**”) dated 8 September 2010 in relation to, among other things, the issue of the Firm Bonds (the “**Announcement**”). Capitalised terms used in this announcement shall have the meanings ascribed to it in the Announcement unless otherwise stated.

Further to the Announcement, the Board announces that on 10 September 2010, the Manager has exercised the Option in full for RMB680 million (equivalent to approximately US\$100 million) in principal amount of the Option Bonds, bringing the total issue size of the Bond Issue to RMB2,720 million (equivalent to approximately US\$400 million) in aggregate principal amount of the Bonds. The Option Bonds will be issued on the Option Bonds Closing Date, which shall be the same as the Firm Bonds Closing Date. The Option Bonds will be issued on the same terms, and will rank *pari passu* with, the Firm Bonds.

The gross proceeds and the net proceeds from the issue of the Option Bonds are approximately RMB680 million (equivalent to approximately US\$100 million) and approximately RMB666 million (equivalent to approximately US\$98 million) respectively. The proceeds will be used in the manner described by the Company in the Announcement.

As the closing of the Option Bonds is still subject to the satisfaction of the conditions precedent set out in the Subscription Agreement, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 13 September 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, Mr. Daniel Y. K. WAN and Mr. Freddy C. K. LEE; 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*