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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Shui On Land Limited (the “Company”) will be held at Peacock Room, 1st Floor, Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong on Monday, 31 October 2011 at 3:30 p.m. for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 6 October 2011 (the “Circular”)):

ORDINARY RESOLUTION

“THAT:

- (a) the Agreement and the Transactions, including but not limited to the allotment and issue of the Initial Consideration Shares and Additional Consideration Shares (if any), be and are hereby approved, confirmed and ratified;
- (b) subject to completion of the Transactions and subject also to the obtaining of the approval for the listing of and permission to deal in the Initial Consideration Shares or the Additional Consideration Shares (as the case may be) from the Stock Exchange, the Directors be and are hereby granted a specific mandate to allot and issue, in each case credited as fully paid, the Initial Consideration Shares, being 613,529,412 ordinary Shares with nominal value of USD0.0025 each in the share capital of the Company and the Additional Consideration Shares (if any) in accordance with the terms and conditions of the Agreement. For the avoidance of doubt, the specific mandate is in addition to, and shall not prejudice nor revoke, any general mandate which has been granted to the Directors prior to the passing of this resolution; and

- (c) the Directors be and are hereby authorised to do all such acts and things and execute such documents and take all steps which in his/their opinion may be necessary, desirable or expedient to implement and/or give effect to the Agreement and all other transactions contemplated thereunder with any changes as such Director(s) may consider necessary, desirable or expedient.”

By Order of the Board
Shui On Land Limited
UY Kim Lun
Company Secretary

Hong Kong, 6 October 2011

At the date of this announcement, the executive Directors are Mr. Vincent H. S. LO (Chairman), Mr. Freddy C. K. LEE (Chief Executive Officer) and Mr. Daniel Y. K. WAN; the non-executive Directors are The Honourable LEUNG Chun Ying and Mr. Frankie Y. L. WONG; and the independent non-executive Directors 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.

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 should he so wish.*
- (3) The register of members will be closed from 21 October 2011 to 31 October 2011 (both days inclusive), during which period no share transfers will be registered. In order to be eligible to attend and vote and the EGM to be held on 31 October 2011, members are reminded to ensure that all transfers 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 Shop 1712-16, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 20 October 2011.*
- (4) The ordinary resolution as set out above will be taken by way of poll.*