

Next Day Disclosure Return
(Equity issuer - changes in issued share capital and/or share buybacks)

Name of listed issuer: Shui On Land Limited

Stock code: 272

Date submitted: 16 March 2012

Section I must be completed by a listed issuer where there has been a change in its issued share capital which is discloseable pursuant to rule 13.25A of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Exchange”).

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under rule 10.06(4)(a).

Description of securities: Ordinary Shares

I.					
Issues of shares <i>(Notes 6 and 7)</i>	No. of shares	Issued shares as a % of existing issued share capital before relevant share issue <i>(Notes 4, 6 and 7)</i>	Issue price per share <i>(Notes 1 and 7)</i>	Closing market price per share of the immediately preceding business day <i>(Note 5)</i>	% discount/ premium of issue price to market price <i>(Note 7)</i>
Opening balance as at <u>29 February 2012</u> <i>(Note 2)</i>	5,211,587,981				
Issue of Initial Consideration Shares on 16 March 2012 pursuant to the announcements of Shui On Land Limited dated 9 September 2011 and 30 September 2011 and the circular dated 6 October 2011 <i>(Note 3)</i>	613,529,412	11.77%	HK\$3.40	HK\$3.080 (15 March 2012)	Approximately 10.38% premium
Share repurchases	N.A.	N.A.			
Closing balance as at <u>16 March 2012</u> <i>(Note 8)</i>	5,825,117,393				

Notes to Section I:

1. *Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.*
2. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to rule 13.25A or Monthly Return pursuant to rule 13.25B, whichever is the later.*
3. *Please set out all changes in issued share capital requiring disclosure pursuant to rule 13.25A together with the relevant dates of issue. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*
4. *The percentage change in the listed issuer's issued share capital is to be calculated by reference to the listed issuer's total issued share capital (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.*
5. *Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".*
6. *In the context of a repurchase of shares:*
 - *"issues of shares" should be construed as "repurchases of shares"; and*
 - *"issued shares as a % of existing issued share capital before relevant share issue" should be construed as "repurchased shares as a % of existing issued share capital before relevant share repurchase".*
7. *In the context of a redemption of shares:*
 - *"issues of shares" should be construed as "redemptions of shares";*
 - *"issued shares as a % of existing issued share capital before relevant share issue" should be construed as "redeemed shares as a % of existing issued share capital before relevant share redemption"; and*
 - *"issue price per share" should be construed as "redemption price per share".*
8. *The closing balance date is the date of the last relevant event being disclosed.*

II.

A. Purchase report

Trading date	Number of securities purchased	Method of purchase (Note)	Price per share or highest price paid \$	Lowest price paid \$	Total paid \$
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Total

B. Additional information for issuer whose primary listing is on the Exchange

1. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (a) N.A.
2. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution N.A.%
- $$\frac{\text{(a) x 100}}{\text{issued share capital}}$$

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with the Listing Rules and that there have been no material changes to the particulars contained in the Explanatory Statement dated _____ which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Note to Section II: Please state whether on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

Submitted by: UY KIM LUN

(Name)

Title: COMPANY SECRETARY
(Director, Secretary or other duly authorised officer)

翌日披露報表
(股份發行人 —— 已發行股本變動及/或股份購回)

上市發行人名稱：_____

股份代號：_____

呈交日期：_____

如上市發行人的已發行股本出現變動而須根據《香港聯合交易所有限公司證券上市規則》(《上市規則》)第 13.25A 條作出披露，必須填妥 I 部。

如上市發行人購回股份而須根據《上市規則》第 10.06(4)(a)條作出披露，則亦須填妥 II 部。

證券詳情：_____

I.					
發行股份 (註 6 及 7)	股份數目	已發行股份佔 有關股份發行前的 現有已發行股本百分比 (註 4、6 及 7)	每股發行價 (註 1 及 7)	上一個營業日的 每股收市價 (註 5)	發行價較市值的 折讓/溢價幅度(百分比) (註 7)
於下列日期開始時的結存 (註 2) _____					
(註 3)					
股份購回					
於下列日期結束時的結存 (註 8) _____					

I 部註釋：

1. 若股份曾以超過一個每股發行價發行，須提供每股加權平均發行價。
2. 請填上根據《上市規則》第 13.25A 條刊發的上份「翌日披露報表」或根據《上市規則》第 13.25B 條刊發的上份「月報表」（以較後者為準）的期終結存日期。
3. 請列出所有須根據《上市規則》第 13.25A 條披露的已發行股本變動，連同有關的發行日期。每個類別須獨立披露，並提供充足資料，以便使用者可在上市發行人的「月報表」內識別有關類別。例如：因多次根據同一股份期權計劃行使股份期權或多次根據同一可換股票據進行換股而多次發行的股份，必須綜合計算，在同一類別下披露。然而，若因根據兩項股份期權計劃行使股份期權或根據兩項可換股票據進行換股而進行的發行，則必須分開兩個類別披露。
4. 在計算上市發行人已發行股本變動的百分比時，將參照以上市發行人在發生其最早一宗相關事件前的已發行股本總額（就此目的而言不包括已購回或贖回但尚未註銷的任何股份）；該最早一宗相關事件是之前並未有在「月報表」或「翌日披露報表」內披露的。
5. 如上市發行人的股份暫停買賣，則「上一個營業日的每股收市價」應理解為「股份作最後買賣的營業日當天的每股收市價」。
6. 如購回股份：
 - 「發行股份」應理解為「購回股份」；及
 - 「已發行股份佔有關股份發行前的現有已發行股本百分比」應理解為「已購回股份佔有關股份購回前的現有已發行股本百分比」。
7. 如贖回股份：
 - 「發行股份」應理解為「贖回股份」；及
 - 「已發行股份佔有關股份發行前的現有已發行股本百分比」應理解為「已贖回股份佔有關股份贖回前的現有已發行股本百分比」。
 - 「每股發行價」應理解為「每股贖回價」。
8. 期終結存日期為最後一宗披露的相關事件的日期。

II.

A. 購回報告

交易日	購回證券數目	購回方式 (註)	每股價格或 付出最高價 (元)	最低價 (元)	付出總額 (元)
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合共	_____				_____
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B. 以貴交易所為第一上市地的發行人的其他資料

1.	本年內至今天為止 (自普通決議案通過以來) 在貴交易所購回該等證券的數目	(a) _____
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2.	自決議案通過日期以來在貴交易所購回的證券佔於普通決議案通過時已發行股本的百分比	_____ %
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	(a) x 100)
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	已發行股本
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我們確認，上文A部所述於貴交易所進行的購回是根據《上市規則》的規定進行，而已呈交貴交易所日期為_____的說明函件所載資料並無任何重大變動。我們亦確認，上文A部所述於另一家證券交易所進行的購股活動，是根據當地有關在該交易所購入股份的適用規則進行。

II 部註釋：請註明是於本交易所、另一家證券交易所(列明交易所名稱)、以私人安排方式或以全面收購方式進行。

呈交者： _____
(姓名)

職銜： _____
(董事、秘書或其他獲正式授權的人員)