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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)

MAJOR TRANSACTION

**PROPOSED ISSUE OF CONVERTIBLE PERPETUAL SUBORDINATED SECURITIES
BY CHINA XINTIANDI HOLDING COMPANY LIMITED
AND
PROPOSED ISSUE OF WARRANTS BY THE COMPANY**

DELAY IN DISPATCH OF CIRCULAR

As additional time is required for the finalization of the contents of the Circular, the Company will postpone the dispatch date of the Circular to a date not later than 5 December 2013.

Reference is made to the announcement of the Company dated 31 October 2013 (the “**Announcement**”) in respect of the Investment. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless the context herein requires otherwise.

As set out in the Announcement, the Company expected to dispatch a circular containing, among other things, further information relating to the Investment, the Investment Agreement, the Securityholders Deed, the Exchange Agreement, the China Xintiandi Group, the Initial Portfolio, other information required under the Listing Rules and a notice of the EGM (the “**Circular**”) to the Shareholders on or before 22 November 2013. As additional time is required for the finalization of the contents of the Circular, the Company will postpone the dispatch date of the Circular to a date not later than 5 December 2013.

By Order of the Board
Shui On Land Limited
Freddy C. K. LEE
Chief Executive Officer

Hong Kong, 21 November 2013

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

** For identification purposes only*