



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SHUI ON LAND LIMITED

Date Submitted 04/12/2013

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 00272 Description : Shui On Land

|                                     | No. of ordinary shares | Par value<br>(USD) | Authorised share capital<br>(USD) |
|-------------------------------------|------------------------|--------------------|-----------------------------------|
| Balance at close of preceding month | <u>12,000,000,000</u>  | <u>0.0025</u>      | <u>30,000,000</u>                 |
| Increase/(decrease)                 | <u>0</u>               |                    | <u>0</u>                          |
| Balance at close of the month       | <u>12,000,000,000</u>  | <u>0.0025</u>      | <u>30,000,000</u>                 |

(2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
|-------------------------------------|------------------------|-------------------------------|----------------------------------------------|
| Balance at close of preceding month | _____                  | _____                         | _____                                        |
| Increase/(decrease)                 | _____                  |                               | _____                                        |
| Balance at close of the month       | _____                  | _____                         | _____                                        |

## 2. Preference Shares

|                                     |            |                          |                                      |                                                     |
|-------------------------------------|------------|--------------------------|--------------------------------------|-----------------------------------------------------|
| Stock code :                        | <u>N/A</u> | Description :            | _____                                |                                                     |
|                                     |            | No. of preference shares | Par value<br><i>(State currency)</i> | Authorised share capital<br><i>(State currency)</i> |
| Balance at close of preceding month |            | _____                    | _____                                | _____                                               |
| Increase/(decrease)                 |            | _____                    |                                      | _____                                               |
| Balance at close of the month       |            | _____                    | _____                                | _____                                               |

## 3. Other Classes of Shares

|                                     |            |                                |                                      |                                                     |
|-------------------------------------|------------|--------------------------------|--------------------------------------|-----------------------------------------------------|
| Stock code :                        | <u>N/A</u> | Description :                  | _____                                |                                                     |
|                                     |            | No. of other classes of shares | Par value<br><i>(State currency)</i> | Authorised share capital<br><i>(State currency)</i> |
| Balance at close of preceding month |            | _____                          | _____                                | _____                                               |
| Increase/(decrease)                 |            | _____                          |                                      | _____                                               |
| Balance at close of the month       |            | _____                          | _____                                | _____                                               |

Total authorised share capital at the end of the month (*USD*) : **30,000,000**

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |            | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|------------|-------------------------|--------------------------------|
|                                       | (1)                    | (2)        |                         |                                |
| Balance at close of preceding month   | <u>8,001,726,189</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>0</u>               | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>8,001,726,189</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |                            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|----------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                                                                                                          | Granted                   | Exercised | Cancelled | Lapsed                     |                                                                      |                                                                                           |
| <b>1. Share Option Scheme adopted at the EGM (08/06/2007)</b>                                            |                           |           |           |                            |                                                                      |                                                                                           |
| <b>Ordinary shares</b>                                                                                   | <u>0</u>                  | <u>0</u>  | <u>0</u>  | <u>4,254,417</u>           | <u>0</u>                                                             | <u>137,449,985</u>                                                                        |
| (Note 1)                                                                                                 |                           |           |           |                            |                                                                      |                                                                                           |
| 2.                                                                                                       |                           |           |           |                            |                                                                      |                                                                                           |
| ( / / )                                                                                                  |                           |           |           |                            |                                                                      |                                                                                           |
| shares                                                                                                   |                           |           |           |                            |                                                                      |                                                                                           |
| (Note 1)                                                                                                 |                           |           |           |                            |                                                                      |                                                                                           |
| 3.                                                                                                       |                           |           |           |                            |                                                                      |                                                                                           |
| ( / / )                                                                                                  |                           |           |           |                            |                                                                      |                                                                                           |
| shares                                                                                                   |                           |           |           |                            |                                                                      |                                                                                           |
| (Note 1)                                                                                                 |                           |           |           |                            |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           | Total A. (Ordinary shares) | <u>Nil</u>                                                           |                                                                                           |
|                                                                                                          |                           |           |           | (Preference shares)        | <u>N/A</u>                                                           |                                                                                           |
|                                                                                                          |                           |           |           | (Other class)              | <u>N/A</u>                                                           |                                                                                           |
| Total funds raised during the month from exercise of options (HK\$)                                      |                           |           |           | <u>Nil</u>                 |                                                                      |                                                                                           |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)                                                                                                                                         | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| <b>1. N/A</b>                                                                                                                                                                                    |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| <b>2.</b>                                                                                                                                                                                        |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| <b>3.</b>                                                                                                                                                                                        |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| <b>4.</b>                                                                                                                                                                                        |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
|                                                                                                                                                                                                  |                                 |                                                 |                                  | Total B. (Ordinary shares)                | _____                                                                                  | <b>N/A</b>                                                                                                     |
|                                                                                                                                                                                                  |                                 |                                                 |                                  | (Preference shares)                       | _____                                                                                  | <b>N/A</b>                                                                                                     |
|                                                                                                                                                                                                  |                                 |                                                 |                                  | (Other class)                             | _____                                                                                  | <b>N/A</b>                                                                                                     |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                                 | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------------------------------------|--------------------------------|------------------------------------|----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. USD settled 4.50%<br>Convertible Bonds<br>due 2015 | RMB                            | 433,500,000                        | Nil                        | 433,500,000                  | Nil                                                                  | 127,804,291                                                                               |
| Stock code (if listed)                                | N/A                            |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )            | Ordinary shares                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                    | HK\$3.88 per share             |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)        | ( N/A )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 2.                                                    |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                                |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )            |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                    |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)        | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 3.                                                    |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                                |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )            |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                    |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)        | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 4.                                                    |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                                |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )            |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                    |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)        | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
|                                                       |                                |                                    |                            | Total C. (Ordinary shares)   | N/A                                                                  |                                                                                           |
|                                                       |                                |                                    |                            | (Preference shares)          | N/A                                                                  |                                                                                           |
|                                                       |                                |                                    |                            | (Other class)                | N/A                                                                  |                                                                                           |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. <b>N/A</b>                                                                                           |                                                                      |                                                                                           |
| 2.                                                                                                      |                                                                      |                                                                                           |
| 3.                                                                                                      |                                                                      |                                                                                           |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)                                      | N/A<br>N/A<br>N/A                                                    |                                                                                           |

## Other Movements in Issued Share Capital

| Other Movements in Issued Share Capital |              |                                 |                                                                                                                          | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------------------------------|--------------|---------------------------------|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| Type of Issue                           |              |                                 |                                                                                                                          |                                                                      |                                                                                           |
| 1.                                      | Rights issue | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | <u>N/A</u>                                                                                |
| 2.                                      | Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | <u>N/A</u>                                                                                |
| 3.                                      | Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | <u>N/A</u>                                                                                |
| 4.                                      | Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | <u>N/A</u>                                                                                |

For Main Board and GEM listed issuers

|               |                      |                                 |                                                                                                                          | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------------|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| Type of Issue |                      |                                 |                                                                                                                          |                                                                      |                                                                                           |
| 5.            | Scrip dividend       | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>AGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | <u>N/A</u>                                                                                |
| 6.            | Repurchase of shares |                                 | Class of shares repurchased (Note 1)<br>Cancellation date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)              | ( / / )<br>( / / )                                                   | <u>N/A</u>                                                                                |
| 7.            | Redemption of shares |                                 | Class of shares redeemed (Note 1)<br>Redemption date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                   | ( / / )<br>( / / )                                                   | <u>N/A</u>                                                                                |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | <u>N/A</u>                                                                                |



For Main Board and GEM listed issuers

| Type of Issue              |                                                                                                                                                                                               | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) ( / / )<br>(dd/mm/yyyy)                                    | <u>N/A</u>                                                           |                                                                                           |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>                                                           |                                                                                           |
|                            |                                                                                                                                                                                               | Total E. (Ordinary shares)                                           | <u>N/A</u>                                                                                |
|                            |                                                                                                                                                                                               | (Preference shares)                                                  | <u>N/A</u>                                                                                |
|                            |                                                                                                                                                                                               | (Other class)                                                        | <u>N/A</u>                                                                                |

|                                                                                                                         |                |
|-------------------------------------------------------------------------------------------------------------------------|----------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) <u>N/A</u> |
|                                                                                                                         | (2) <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               | <u>N/A</u>     |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         | <u>N/A</u>     |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |                |

