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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)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 23 DECEMBER 2013**

Reference is made to the announcements of Shui On Land Limited (“**the Company**”) dated 31 October 2013, 27 November 2013 and 6 December 2013 and the circular of the Company dated 30 November 2013 (the “**Circular**”) in relation to, among other things, the proposed issue of Convertible Perpetual Securities by China Xintiandi and the proposed issue of Warrants by the Company and the transactions contemplated thereunder. Capitalized terms used herein shall have the same meaning as those defined in the Circular unless otherwise stated.

The Board announces that at the EGM held on Monday, 23 December 2013, all the resolutions proposed at the EGM were duly passed by the Shareholders by way of poll. The poll results in respect of the resolutions were as follows:

ORDINARY RESOLUTIONS	Number of votes (%)	
	For	Against
1. “ <b>THAT:</b>  (a) the investment by BSREP CXTD Holdings L.P. (“ <b>Brookfield</b> ”) of US\$471 million into China Xintiandi Holding Company Limited (“ <b>China Xintiandi</b> ”) in consideration for convertible perpetual securities to be issued by China Xintiandi (“ <b>Convertible Perpetual Securities</b> ”) in an aggregate principal amount of US\$500 million and US\$29 million into the Company in consideration for 415 million warrants to be issued by the Company (“ <b>Warrants</b> ”) exercisable for 415 million shares of US\$0.0025 each in the capital of the Company (“ <b>Company Shares</b> ”) (subject to adjustment), pursuant to and in accordance with the terms and conditions of the investment agreement entered into by, inter alia, the	5,358,522,732 (99.999573%)	22,896 (0.000427%)

<p>Company, China Xintiandi and Brookfield on 31 October 2013 (as amended and restated on 27 November 2013) (the “<b>Investment Agreement</b>”);</p> <p>(b) the right of Brookfield, pursuant to a securityholders deed to be entered into by, inter alia, the Company, China Xintiandi and Brookfield upon the issue of the Convertible Perpetual Securities and Warrants as contemplated by resolution 1(a) above (the “<b>Securityholders Deed</b>”), to invest up to a further US\$250 million into China Xintiandi and the Company in consideration for additional Convertible Perpetual Securities in an aggregate principal amount up to US\$250 million to be issued by China Xintiandi and up to 27.35 million Warrants exercisable into up to 27.35 million Company Shares (subject to adjustment) to be issued by the Company (with the number of Warrants to be determined pro rata to the principal amount invested by Brookfield); and</p> <p>(c) the transactions contemplated under (i) the Investment Agreement, (ii) the Securityholders Deed and (iii) the exchange agreement to be entered into by the Company and Brookfield upon the issue of the Convertible Perpetual Securities and Warrants as contemplated by resolution 1(a) above setting out, amongst other things, Brookfield’s right to exchange Convertible Perpetual Securities into Company Shares (the “<b>Exchange Agreement</b>”), in relation thereto, contemplated thereunder or in connection therewith,</p> <p>be and are hereby approved, ratified and confirmed;”</p>		
<p>The resolution was duly passed as an ordinary resolution.</p>		
<p>2. “<b>THAT</b> subject to the passing of resolution 1,</p> <p>(a) the specific mandate to issue to Brookfield up to 442,350,000 Warrants each to subscribe for one Company Share (subject to adjustment) be and is hereby approved and confirmed; and</p> <p>(b) the specific mandate to issue to Brookfield Company Shares to allow it to exchange the Convertible Perpetual Securities it holds (issued pursuant to resolution 1(a) and/or 1(b) above) into Company Shares pursuant to the terms of the Exchange Agreement and/or the Securityholders Deed at the exchange price per share of HK\$3.25 (subject to adjustment)</p> <p>be and is hereby approved and confirmed;”</p>	<p>5,358,522,732 (99.999573%)</p>	<p>22,896 (0.000427%)</p>
<p>The resolution was duly passed as an ordinary resolution.</p>		

3. “ <b>THAT</b> the Board be and is hereby authorised for and on behalf of the Company to execute all such documents and agreements and do such acts or things as they may in their absolute discretion consider to be necessary, desirable or expedient to implement or give effect to or in connection with or incidental to the resolutions contemplated above and the transactions contemplated by the Investment Agreement, the Securityholders Deed and the Exchange Agreement and to agree to such variation, amendment or waiver as are, in the absolute opinion of the Board, in the interests of the Company.”	5,358,491,043 (99.999584%)	22,318 (0.000416%)
The resolution was duly passed as an ordinary resolution.		

Notes:

1. At the date of the EGM, the number of issued shares of the Company was 8,001,726,189 ordinary shares, being the total number of shares entitling the holders to attend and vote for or against the ordinary resolutions at the EGM.
2. There was no restriction on any Shareholders casting votes on any of the resolutions at the EGM.
3. There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the EGM under the Listing Rules.
4. No parties have stated their intention in the Circular containing the notice of the EGM dated 30 November 2013 to vote against or abstain from voting on any of the resolutions at the EGM.
5. Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the poll at the EGM.

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

Hong Kong, 23 December 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*