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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 9 OCTOBER 2014**

Reference is made to the announcement of Shui On Land Limited (the “**Company**”) dated 21 August 2014 and the circular of the Company dated 22 September 2014 (the “**Circular**”) in relation to the purchase of the entire shareholding interests in SO Granpex, PD (China) and Famous Scene. 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 Thursday, 9 October 2014, 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
<p>1. “THAT:</p> <p>(a) the entering into of the SP Agreements (as defined in the Circular, copies of which are tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose) and the Transactions (as defined in the Circular), be hereby approved, ratified and confirmed; and</p> <p>(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 resolution contemplated above and the SP Agreements and the Transactions (as defined in the Circular) and to agree to such variation, amendment or waiver as are, in the absolute opinion of the Board, in the interests of the Company.”</p>	<p>689,037,039 (90.512533%)</p>	<p>72,224,433 (9.487467%)</p>
<p>The Resolutions were duly passed as ordinary resolutions.</p>		

Notes:

1. At the date of the EGM, the number of issued shares of the Company was 8,001,726,189 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 the ordinary resolutions at the EGM.
3. In accordance with the Listing Rules, Mr. Vincent H. S. LO together with his associates, who are entitled to control the exercise of approximately 57.25% of the voting power at the EGM (representing 4,581,084,505 Shares), were required to abstain and had abstained from voting on the ordinary resolutions at the EGM. As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions was 3,420,641,684 Shares (representing approximately 42.75% of the total number of the issued Shares). Save for the above, there was no Shareholder who was required to abstain from voting or who was entitled to attend the EGM but only to vote against the ordinary resolutions at the EGM.
4. 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
Daniel Y. K. WAN
Executive Director

Hong Kong, 9 October 2014

At the date of this announcement, the executive directors of the Company are Mr. Vincent H. S. LO (Chairman), Mr. Daniel Y. K. WAN and Mr. Philip K. T. WONG; 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*