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## POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 MAY 2015

The board of directors (the “**Board**”) of Shui On Land Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 27 May 2015 (the “**AGM**”), all the resolutions proposed at the AGM were duly passed by the shareholders of the Company by way of poll. The poll results in respect of the resolutions were as follows:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and adopt the financial statements and the reports of the directors and auditor for the year ended 31 December 2014. The resolution was duly passed as an ordinary resolution.	4,918,817,795 (99.998461%)	75,680 (0.001539%)
2.	To declare a final dividend for the year ended 31 December 2014. The resolution was duly passed as an ordinary resolution.	4,918,887,571 (99.999880%)	5,904 (0.000120%)
3(a)	To re-elect Mr. Frankie Y. L. WONG as director. The resolution was duly passed as an ordinary resolution.	4,642,220,021 (94.375291%)	276,673,454 (5.624709%)
3(b)	To re-elect Professor Gary C. BIDDLE as director. The resolution was duly passed as an ordinary resolution.	4,640,970,722 (94.683384%)	260,597,568 (5.316616%)
3(c)	To re-elect Mr. David J. SHAW as director. The resolution was duly passed as an ordinary resolution.	4,918,840,708 (99.998981%)	50,099 (0.001019%)
3(d)	To authorise the Board of the Company to fix the directors’ remuneration. The resolution was duly passed as an ordinary resolution.	4,917,328,345 (99.968237%)	1,562,396 (0.031763%)
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor and to authorise the Board of the Company to fix their remuneration. The resolution was duly passed as an ordinary resolution.	4,649,243,202 (94.575278%)	266,674,874 (5.424722%)

5(A)	To grant a general mandate to the directors to issue and allot additional shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.	4,554,254,344 (92.586968%)	364,639,131 (7.413032%)
	The resolution was duly passed as an ordinary resolution.		
5(B)	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.	4,915,797,346 (99.937056%)	3,096,129 (0.062944%)
	The resolution was duly passed as an ordinary resolution.		
5(C)	To extend the general mandate granted to the directors to issue shares under resolution no. 5(A) by the number of shares repurchased under resolution no. 5(B).	4,599,606,077 (93.508959%)	319,287,398 (6.491041%)
	The resolution was duly passed as an ordinary resolution.		

Notes:

1. At the date of the AGM, the number of issued shares of the Company was 8,026,580,189 ordinary shares, being the total number of shares entitling the holders to attend and vote for or against the ordinary resolutions at the AGM.
2. There was no restriction on any shareholders casting votes on any of the resolutions at the AGM.
3. There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no shareholder of the Company was required to abstain from voting at the AGM under the Listing Rules.
4. No parties have stated their intention in the circular containing the notice of the AGM dated 22 April 2015 to vote against or abstain from voting on any of the resolutions at the AGM.
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 AGM.

By Order of the Board  
**Shui On Land Limited**  
**Vincent H. S. LO**  
*Chairman*

Hong Kong, 27 May 2015

*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*