



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SHUI ON LAND LIMITED

Date Submitted 06/04/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

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

| | No. of ordinary shares | Par value (USD) | Authorised share capital (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 (State currency) | Authorised share capital (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 (<i>State currency</i>) | Authorised share capital (<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 (<i>State currency</i>) | Authorised share capital (<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 (1) | (2) | No of preference shares | No. of other classes of shares |
|--|-------------------------------|-----|----------------------------|-----------------------------------|
| Balance at close of preceding month | 8,026,630,189 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | 0 | N/A | N/A | N/A |
| Balance at close of the month | 8,026,630,189 | N/A | N/A | N/A |

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 | | |
| 1. Share | | | | | | |
| Option Scheme | | | | | | |
| adopted at the | | | | | | |
| EGM | | | | | | |
| (08/06/2007) | | | | | | |
| Ordinary shares | 0 | 0 | 0 | 1,342,807 | 0 | 78,253,689 |
| <i>(Note 1)</i> | | | | | | |
| 2. | | | | | | |
| | | | | | | |
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| (/ /) | | | | | | |
| shares | | | | | | |
| <i>(Note 1)</i> | | | | | | |
| 3. | | | | | | |
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| (/ /) | | | | | | |
| shares | | | | | | |
| <i>(Note 1)</i> | | | | | | |
| Total A. (Ordinary shares) | | | | | Nil | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |
| Total funds raised during the month from exercise of options (HK\$) | Nil | | | | | |

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

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value 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. N/A | | | | | | |
| <hr/> | | | | | | |
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| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | (/ /) | | | | |
| 2. | | | | | | |
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| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | (/ /) | | | | |
| 3. | | | | | | |
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| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | (/ /) | | | | |
| 4. | | | | | | |
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| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | (/ /) | | | | |
| Total B. | | | | | (Ordinary shares) | <u>N/A</u> |
| | | | | | (Preference shares) | <u>N/A</u> |
| | | | | | (Other class) | <u>N/A</u> |

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. USD225,000,000 7.50% Senior Convertible Perpetual Capital Securities | USD | 225,000,000 | 0 | 225,000,000 | 0 | 560,893,890 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary shares | | | | | |
| Subscription price | HK\$3.11 per share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (N/A) | | | | | |
| 2. | | | | | | |
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| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | () | | | | | |
| 3. | | | | | | |
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| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. | | | | | | |
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| 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. <u>N/A</u> | | |
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Other Movements in Issued Share Capital

| 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 |
|-----------------|------------------------------------|--|------------------------|--|---|
| 1. Rights issue | At price : State currency _____ | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> | _____ |
| 2. Open offer | At price : State currency _____ | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> | _____ |
| 3. Placing | At price : State currency _____ | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> | _____ |
| 4. Bonus issue | | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> | _____ |

| 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 |
|-------------------------|---------------------------------|---|---|
| 5. Scrip dividend | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /) <u>N/A</u> | _____ |
| 6. Repurchase of shares | | Class of shares repurchased <i>(Note 1)</i> _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) <u>N/A</u> | _____ |
| 7. Redemption of shares | | Class of shares redeemed <i>(Note 1)</i> _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) <u>N/A</u> | _____ |
| 8. Consideration issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) <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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| | | <u>N/A</u> | |
| 10. Other (Please specify) | At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (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> | | |

Remarks (if any):

Submitted by: UY KIM LUN

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*