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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)

CONNECTED TRANSACTION

PROVISION OF FINANCIAL SUPPORT TO DALIAN GROUP

On 5 December 2016, Innovate Zone entered into the Financial Support Agreement with Richcoast pursuant to which Innovate Zone agreed to lend or procure its associates to lend, and Richcoast agreed to borrow or procure its subsidiaries to borrow the Loans by entering into separate loan agreements.

Richcoast is a connected subsidiary of the Company for the purposes of the Listing Rules. Therefore, the provision of the Loans by Innovate Zone and/or its associates to the Dalian Group constitutes a connected transaction for the Company under the Listing Rules.

As more than one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Loans exceed 0.1% but are less than 5%, the entering into of the Financial Support Agreement and the Transactions constitute connected transactions of the Company which are subject to the reporting and announcement requirements but are exempted from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

** For identification purposes only*

THE FINANCIAL SUPPORT AGREEMENT

Date

5 December 2016

Parties

- (1) Innovate Zone, as financial support provider; and
- (2) Richcoast, as financial support receiver.

Subject matter

Pursuant to the Financial Support Agreement, Innovate Zone agreed to lend or procure its associates to lend, and Richcoast agreed to borrow or procure its subsidiaries to borrow the Loans by entering into separate loan agreements.

Principal terms of the Financial Support Agreement

The principal terms of the Financial Support Agreement are summarized as follows:

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| Principal aggregate amount of the Loans | : | Up to RMB289 million. |
| Interest rate | : | Innovate Zone and/or its associates shall receive annual interest rate of 110% of the base lending rate for RMB stipulated by the People's Bank of China for the period of one to three years (i.e. RMB45.3 million in aggregate throughout the entire term of the Loans). |
| Maturity date | : | No later than 7 December 2019, or on an earlier date as specified in the related loan agreements. |
| Availability of the Loans | : | The Loans shall be available for drawdown by the Dalian Group at any time on or before 8 December 2016 and in accordance with the terms of the related loan agreements. |
| Purpose of the Loans | : | The Dalian Group will use the Loans to repay existing indebtedness with near term maturity. |

REASONS FOR THE FINANCIAL SUPPORT AGREEMENT

Richcoast is the offshore joint venture company ultimately held by the Company, SOCAM and Yida which in turn holds 78% of its PRC subsidiaries in the Dalian Project with Yida holding the remaining 22%. As such, the Dalian Group is effectively held as to 48% by SOL Group, 22% by SOCAM Group and 30% by Yida Group.

Based on the financial assessment of the Dalian Project and given that Innovate Zone is the plurality shareholder of the Dalian Project, the Board, after evaluating the feasible alternatives and solutions, considers that the entering into of the Financial Support Agreement can help provide funding to the Dalian Project to repay its existing indebtedness with near term maturity in an efficient manner.

The Directors (including the independent non-executive Directors, but excluding Mr. Vincent Lo, who has a material interest in the Transactions given his interest in SOCAM) consider that the terms of the Financial Support Agreement and the Transactions are entered into after arm's length negotiation between the parties, are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS OF THE LISTING RULES

At the date of this announcement, Richcoast is held as to 61.54% by the SOL Group, 28.2% by the SOCAM Group and 10.26% by the Yida Group. Mr. Vincent Lo, being the Chairman and an executive Director of the Company, and his associates are together entitled to control the exercise of more than 30% of the voting power at the general meetings of the Company. Mr. Vincent Lo, who is also the Chairman and an executive director of SOCAM, and his associates are together entitled to control the exercise of more than 30% voting power at the general meetings of SOCAM. Therefore, SOCAM is an associate of Mr. Vincent Lo and a connected person of the Company at the listed issuer level. Accordingly, Richcoast is a connected subsidiary of the Company under Chapter 14A of the Listing Rules. The provision of the Loans by Innovate Zone and/or its associates to the Dalian Group constitutes a connected transaction for the Company under the Listing Rules.

As more than one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Loans exceed 0.1% but are less than 5%, the entering into of the Financial Support Agreement and the Transactions constitute connected transactions of the Company which are subject to the reporting and announcement requirements but are exempted from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Vincent Lo, being the Chairman and an executive director of the Company and SOCAM respectively, has a material interest in the Transactions because Richcoast together with its subsidiaries are the connected subsidiaries of the Company under Chapter 14A of the Listing Rules. Accordingly, Mr. Vincent Lo has abstained from voting on the relevant resolutions passed by the Board to approve the Financial Support Agreement and the Transactions. None of the other Directors has any material interest in the Transactions or been required to abstain from voting on the relevant resolutions passed by the Board to approve the Financial Support Agreement and the Transactions.

GENERAL INFORMATION

The Company through its subsidiaries and associates is one of the leading property developers in the PRC. The SOL Group principally engages in the development, sale, leasing, management and ownership of high-quality residential, office, retail, entertainment and cultural properties in the PRC.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“associate(s)”, “connected person(s)”, “connected subsidiary(ies)” and “subsidiary(ies)”	each has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Company”	Shui On Land Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the main board of the Stock Exchange (Stock code: 272);
“Dalian Group”	Richcoast and its subsidiaries from time to time, which holds the Dalian Project;

“Dalian Project”	the Dalian Tiandi property development project jointly developed and operated by the Group, the SOCAM Group and the Yida Group, being a large-scale integrated development in Dalian, the PRC, with an estimated developable gross floor area of approximately 3 million square metres comprising software offices, residential, commercial and retail properties, hotels and educational facilities;
“Director(s)”	Director(s) of the Company;
“Financial Support Agreement”	the financial support agreement dated 5 December 2016 entered into between Innovate Zone as financial support provider and Richcoast as financial support receiver;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Innovate Zone”	Innovate Zone Group Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Loans”	the loans in an aggregate amount of RMB289 million made by Innovate Zone and/or its associates to the Dalian Group pursuant to the Financial Support Agreement and related loan agreements;
“Main Zone”	Main Zone Group Limited, a wholly-owned subsidiary of SOCAM and a company incorporated in the British Virgin Islands;
“Many Gain”	Many Gain International Limited, a wholly-owned subsidiary of Yida and a company incorporated in the British Virgin Islands;

“Mr. Vincent Lo”	Mr. Vincent H. S. LO, the Chairman and executive Director of the Company;
“Richcoast”	Richcoast Group Limited, a company incorporated in the British Virgin Islands with limited liability held as to 61.54% by the SOL Group through Innovate Zone, 28.2% by the SOCAM Group through Main Zone and 10.26% by the Yida Group through Many Gain respectively and a non wholly-owned subsidiary of the Company for the purposes of the Listing Rules;
“RMB”	Renminbi, the lawful currency of the PRC;
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan;
“SOCAM”	SOCAM Development Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange (Stock code: 983);
“SOCAM Group”	SOCAM and its subsidiaries;
“SOL Group”	the Company and its subsidiaries;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Transactions”	the transactions contemplated under the Financial Support Agreement;
“Yida”	Yida China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock code: 3639);

“Yida Group” Yida and its subsidiaries (including Many Gain); and

“%” percent.

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

Hong Kong, 5 December 2016

At the date of this announcement, the executive directors of the Company are Mr. Vincent H. S. LO (Chairman), Mr. Frankie Y. L. WONG and Mr. Douglas H. H. SUNG (Chief Financial Officer); 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, Mr. David J. SHAW and Mr. Anthony J. L. NIGHTINGALE.