



瑞安房地產  
SHUI ON LAND

**Shui On Land Limited**  
**瑞安房地產有限公司\***

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 272)

**Proxy Form for the Annual General Meeting to be held on 7 June 2012**

I/We<sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of US\$0.0025 each in the share capital of **Shui On Land Limited**

(the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>(Note 3)</sup> or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the annual general meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at Concord Room I, 8/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 7 June 2012 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions (with or without modifications) as set out in the notice of the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below<sup>(Note 4)</sup>.

|    | ORDINARY RESOLUTIONS   | FOR <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
|----|--|-------------------------|-----------------------------|
| 1. | To receive and consider the financial statements and the reports of the directors and auditor for the year ended 31 December 2011.   |                         |                             |
| 2. | To declare a final dividend (with scrip option) for the year ended 31 December 2011.   |                         |                             |
| 3. | (a) To re-elect Mr. Frankie Y. L. WONG as director.  |                         |                             |
|    | (b) To re-elect Dr. William K. L. FUNG as director.  |                         |                             |
|    | (c) To re-elect Professor Gary C. BIDDLE as director.  |                         |                             |
|    | (d) To re-elect Mr. David J. SHAW as director.   |                         |                             |
|    | (e) To authorise the board of directors to fix the directors' remuneration.  |                         |                             |
| 4. | To re-appoint auditor and to authorise the board of directors to fix their remuneration.   |                         |                             |
| 5. | (A) To grant a general mandate to the directors to issue and allot additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution. |                         |                             |
|    | (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.                 |                         |                             |
|    | (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).  |                         |                             |
|    | (D) To amend the Share Option Scheme.  |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012 Signature<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
6. In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
7. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's place of business in Hong Kong at 34/F., Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of the proxy form will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

\* for identification purposes only