

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**此乃要件，請即處理**

HONG KONG EXCHANGES AND CLEARING LIMITED AND THE STOCK EXCHANGE OF HONG KONG LIMITED TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THIS ELECTION FORM, MAKE NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS ELECTION FORM. 香港交易及結算有限公司及香港聯合交易所有限公司對本選擇表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本選擇表格全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



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

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限責任公司)

(Stock Code 股份代號: 272)

**SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2011 – ELECTION FORM**

**截至二零一一年十二月三十一日止年度之末期股息以股代息計劃 – 選擇表格**

**IF YOU WISH TO RECEIVE YOUR FINAL DIVIDEND WHOLLY IN CASH, YOU NEED NOT COMPLETE THIS FORM.**

**閣下如欲全部收取現金末期股息，不用填寫本表格**

THIS ELECTION FORM IS FOR THE USE ONLY OF THE SHAREHOLDER(S) NAMED IN BOX A. THE RIGHT TO RECEIVE NEW SHARES (THE "SCRIP SHARES") OF SHUI ON LAND LIMITED (THE "COMPANY") IN LIEU OF THE WHOLE OR PART OF THE CASH DIVIDEND IS NON-TRANSFERABLE. THIS ELECTION FORM MUST BE READ IN CONJUNCTION WITH THE ACCOMPANYING CIRCULAR. WHERE APPLICABLE, THIS FORM SHOULD BE RETURNED TO THE COMPANY'S BRANCH SHARE REGISTRAR IN HONG KONG, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712-1716, 17 FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WAN CHAI, HONG KONG **NOT LATER THAN 4:00 P.M. ON 10 JULY 2012**. IF THIS ELECTION FORM IS NOT SIGNED AND RETURNED BY SUCH TIME, THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2011 (THE "FINAL DIVIDEND") WILL BE PAID IN CASH.

本選擇表格只供甲欄指明的股東使用。收取瑞安房地產有限公司(「本公司」)新股(「代息股份」)以代替全部或部分現金股息的權利不得轉讓。此選擇表格必須與隨附的通函一起參閱。

如適用，本表格應在**2012年7月10日下午4時正前**交回本公司之香港股份過戶登記分處，香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。倘未有在上述時間前簽妥及交回本選擇表格，截至2011年12月31日止年度之末期股息(「末期股息」)將全部以現金派付。

**PART 1 – YOUR DETAILS 第一部份 – 閣下的個人資料**

|                    |  |
|--------------------|--|
| <b>BOX A</b><br>甲欄 | NAME(S) AND ADDRESS OF REGISTERED SHAREHOLDER(S)<br>登記股東之姓名及地址 |
|--------------------|--|

|                    |   |
|--------------------|---|
| <b>BOX B</b><br>乙欄 | REGISTERED SHAREHOLDING ON RECORD DATE, 13 JUNE 2012<br>在記錄日期(即2012年6月13日)登記持有的股份數目 |
|--------------------|---|

**PART 2 – CASH DIVIDEND ONLY 第二部份 – 只收取現金股息**

IF YOU WISH TO RECEIVE THE FINAL DIVIDEND WHOLLY IN CASH, YOU DO NOT NEED TO TAKE ANY ACTION. THEREFORE, PLEASE DO NOT RETURN THIS ELECTION FORM.

閣下如欲只以現金方式收取末期股息，則閣下毋須採取任何行動。因此，請不要交回本選擇表格。

**PART 3 – SCRIP SHARES ONLY 第三部份 – 只收取代息股份**

IF YOU WISH TO RECEIVE ONLY SCRIP SHARES FOR THE FINAL DIVIDEND, PLEASE SIGN, DATE AND RETURN THIS ELECTION FORM.

閣下如欲只以收取代息股份方式收取末期股息，只須在本選擇表格上簽名及註明日期，然後交回本選擇表格。

**PART 4 – A COMBINATION OF CASH DIVIDEND AND SCRIP SHARES**

**第四部份 – 部份收取現金股息及部份收取代息股份**

IF YOU WISH TO RECEIVE YOUR ENTITLEMENT TO THE FINAL DIVIDEND PARTLY IN CASH AND PARTLY IN SCRIP SHARES, PLEASE ENTER IN BOX C THE NUMBER OF SHARES REGISTERED UNDER YOUR NAME ON THE RECORD DATE, 13 JUNE 2012, FOR WHICH YOU REQUIRE THE FINAL DIVIDEND TO BE PAID IN SCRIP SHARES. THEN SIGN, DATE AND RETURN THIS ELECTION FORM.

|                    |  |
|--------------------|--|
| <b>BOX C</b><br>丙欄 | NUMBER OF SHARES FOR WHICH FINAL DIVIDEND IS TO BE PAID IN SCRIP SHARES<br>欲以收取代息股份方式收取末期股息的有關股份數目 |
|--------------------|--|

IF YOU SIGN THIS ELECTION FORM WITHOUT COMPLETING BOX C, OR IF YOU ELECT TO RECEIVE SCRIP SHARES IN RESPECT OF A GREATER NUMBER OF SHARES THAN YOUR REGISTERED HOLDING ON THE RECORD DATE, 13 JUNE 2012, YOU WILL BE DEEMED TO HAVE ELECTED TO RECEIVE ONLY SCRIP SHARES IN RESPECT OF ALL THE SHARES REGISTERED IN YOUR NAME ON THE RECORD DATE, 13 JUNE 2012.

閣下如欲以部份收取現金及部份收取代息股份方式收取閣下應收的末期股息，請在丙欄填寫閣下欲以收取代息股份方式收取末期股息的有關股份數目(該等股份須為在記錄日期(即2012年6月13日)登記在閣下名下的股份)，然後在本選擇表格上簽名及註明日期，並交回本選擇表格。

倘若閣下簽署本選擇表格而並無填寫丙欄，或倘若閣下選擇收取代息股份的有關股份數目超過在記錄日期(即2012年6月13日)登記在閣下名下的股份數目，則閣下將被視為就在記錄日期(即2012年6月13日)登記在閣下名下的所有股份選擇了只收取代息股份。

TO THE BOARD OF DIRECTORS OF SHUI ON LAND LIMITED:

致瑞安房地產有限公司董事會：

I/WE, THE UNDERSIGNED AND ABOVE-NAMED SHAREHOLDER(S), GIVE NOTICE THAT THE FINAL DIVIDEND SHOULD BE PAID IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN ABOVE, SUBJECT TO THE TERMS AND CONDITIONS SET OUT IN THE CIRCULAR DATED 22 JUNE 2012 AND THE ARTICLES OF ASSOCIATION OF THE COMPANY. I/WE AUTHORISE YOU TO SEND AT MY/OUR RISK BY ORDINARY POST OR AIRMAIL ANY SHARE CERTIFICATE(S) ISSUED IN RESPECT OF ANY SCRIP SHARES ALLOTTED TO ME/US PURSUANT TO THIS ELECTION FORM.

本人/吾等，即下方簽署人及上述股東，茲通知董事會末期股息應按照上述指示惟須遵照於2012年6月22日發出的通函所載的條款及條件及本公司的章程細則派付。本人/吾等授權董事會將任何根據本選擇表格而配發予本人/吾等之代息股份之任何股票以普通郵遞或空郵寄予本人/吾等，郵誤風險由本人/吾等自行承擔。

SIGNATURE(S) OF SHAREHOLDER(S) 股東簽署

(1) ..... (2) ..... (3) ..... (4) .....

DAYTIME TELEPHONE NUMBER:

日間電話號碼： .....

Date:

日期： ..... 2012.

NOTE: IN THE CASE OF JOINT HOLDERS, ALL MUST SIGN. IN THE CASE OF A CORPORATION, THIS FORM SHOULD BE SIGNED ON ITS BEHALF BY A DULY AUTHORISED OFFICER WHOSE POSITION SHOULD BE STATED. 附註：如屬聯名持有者，所有持有人均須簽署。如屬法團，則本表格須由正式授權人簽署並須註明簽署人之職位。