

Form A
表格甲

Please staple
your payment
here
請將股款
緊釘在此

IMPORTANT
重要提示

Reference is made to the prospectus issued by Shui On Land Limited (the "Company") dated 26 April 2013 (the "Rights Issue Prospectus") in relation to the Rights Issue. Terms defined in the Rights Issue Prospectus shall bear the same meanings when used herein unless the context otherwise requires.

本文件具有價值及可轉讓，務請閣下立即處理。本文件及隨附之額外申請表格所載之提呈要約於2013年5月13日(星期一)下午4時正截止。

本公司證券、未繳股款供股權及供股股份之買賣可通過中央結算系統進行交易。閣下應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解該等結算安排詳情以及有關安排可能如何影響閣下之權利及權益。



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)
(於開曼群島註冊成立之有限責任公司)

Branch Share Registrar in Hong Kong:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
香港股份過戶登記分處:
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓1712-1716室

Registered Office:
註冊辦事處:
190 Elgin Avenue
George Town
Grand Cayman KY1-9005
Cayman Islands
Head office in the PRC:
中國總辦事處:
26/F, Shui On Plaza
333 Huai Hai Zhong Road
Shanghai, PRC
中國上海市
淮海中路333號
瑞安廣場26樓
Principal place of business in Hong Kong:
香港主要營業地點:
34/F, Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong
香港
灣仔
港灣道6至8號
瑞安中心34樓

ON THE BASIS OF ONE RIGHTS SHARE
FOR EVERY THREE EXISTING SHARES HELD ON THE RECORD DATE
AT HK\$1.84 PER RIGHTS SHARE

按記錄日期
每持有三股現有股份獲發一股供股股份之基準
以每股供股股份1.84港元進行供股

PAYABLE IN FULL ON ACCEPTANCE
BY NOT LATER THAN 4:00 P.M. ON MONDAY, 13 MAY 2013
股款須不遲於2013年5月13日(星期一)下午4時正接納時全數繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Provisional Allotment Letter number
暫定配額通知書編號

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

Blank space for shareholder name and address.

Identifier
識別號

Blank space for shareholder name and address.

Name of bank on which cheque/
banker's cashier order is drawn:
支票/銀行本票的付款銀行名稱:

Cheque/banker's cashier
order number:
支票/銀行本票號碼:

Please insert your contact telephone no:
請填上閣下聯絡電話號碼:

A copy of this form, together with a copy of the Rights Issue Prospectus and a copy of the Excess Application Form have been registered by the Registrar of Companies in Hong Kong as required under Section 342C of Companies Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.

本表格連同供股章程及額外申請表格已遵照公司條例第342C條之規定呈交香港公司註冊處登記。香港公司註冊處及香港證券及期貨事務監察委員會對任何該等文件之內容概不負責。

The Rights Issue Documents have not been and will not be registered or filed under the applicable securities or equivalent legislation of any jurisdictions other than Hong Kong. No action has been taken to permit the offering of the Nil Paid Rights and/or the Rights Shares or the distribution of the Rights Issue Documents in any territory or jurisdiction outside Hong Kong.

供股章程文件並無且將不會供香港以外任何地區或司法權區之適用證券法例或證券法例登記或存案。本公司並無採取任何行動，以批准在香港境外任何地區呈發或提供未繳股款供股權及/或供股股份或進行該等文件。

No person receiving the Rights Issue Prospectus or a Provisional Allotment Letter in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Nil Paid Rights, the Rights Shares or excess Rights Shares, unless the relevant territory or jurisdiction where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of any person outside Hong Kong wishing to accept the provisionally allotted Rights Shares to satisfy himself/herself before accepting any rights to accept the provisional allotment of Rights Shares or to apply for excess Rights Shares, as to the observance of the laws and regulations of any governmental or other jurisdictions which may be required in such territory or jurisdiction, and to pay any taxes and duties required to be paid in such territory in connection therewith without prejudice to the foregoing.

任何人士在香港以外任何地區或司法權區接獲供股章程或暫定配額通知書或額外申請表格，除非在該有關地區或司法權區有相關法律或規例而須辦理任何登記手續或符合該地區之任何法律及其他監管規定，否則不得作任何申請未繳股款供股權或供股股份或額外供股股份之要約或邀請。任何身處香港以外地區之人士如有意接納暫定配額之供股股份或申請額外供股股份，必須自行調查有關地區之所有法律及規例，包括在該有關地區下所有稅項及法律責任，以及該等法律及規例所規定之任何稅項及法律責任。倘有、簽署或交回本暫定配額通知書，將被視為已向本公司及承辦商包銷商作出聲明及保證，保證其已全面遵守有關地區之法律及規例及作出其購買之各項聲明及保證。倘閣下對本身之情況有任何疑問，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。為免生疑，香港中央結算(代理人)有限公司代表中央結算系統參與者認購供股股份，概不受該項上述任何聲明及保證。倘本公司保留接納任何有關暫定配額之供股股份或額外供股股份之申請書或任何其他法律或規例，則本公司保留拒絕接納有關申請之權利。

Each person accepting the provisional allotment specified in this document:
• confirms that he/she has read the terms and conditions and acceptance procedures set out on the pages attached to this Provisional Allotment Letter and in the Rights Issue Prospectus and agrees to be bound by them; and
• agrees that this Provisional Allotment Letter, and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.
接納本文件所載之暫定配額之每位人士均：
• 確認其已閱讀本暫定配額通知書及供股章程所載之條款及條件以及接納手續，並同意受其約束；及
• 同意本暫定配額通知書及因此構成之合約將受香港法例管轄及根據香港法例詮釋。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES IN FULL, YOU MUST LODGE THIS DOCUMENT, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE AMOUNT SHOWN IN BOX C ABOVE AT THE REGISTRAR AT SHOPS 1712-1716, 17TH FLOOR, HOPWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG OR 3RD FLOOR, FLORA PLAZA, 11-13 HOY MANG STREET, KWUN TONG, KOWLOON, HONG KONG BY NO LATER THAN 4:00 P.M. ON MONDAY, 13 MAY 2013. UNLESS OTHERWISE AGREED BY THE COMPANY AND ALL PARTICIPANTS MUST BE MADE IN HONG KONG DOLLARS AND BY CHEQUE OR CASHIER'S ORDER. CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH A CASHIER'S ORDERS MUST BE ISSUED BY A LICENSED BANK IN HONG KONG. ALL SUCH CHEQUES OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO "SHUI ON LAND LIMITED - PROVISIONAL ALLOTMENT ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT ON THE PAGE ATTACHED TO THIS PROVISIONAL ALLOTMENT LETTER. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES.

閣下如欲全數接納供股股份之暫定配額，必須將本文件連同以港幣繳付之款項，於2013年5月13日(星期一)下午4時正前交回香港灣仔皇后大道東183號合和中心17樓1712-1716室或香港九龍彌敦道111-113號富利廣場3樓。除經本公司另行通知外，所有款項均須以支票或銀行本票以港幣繳付。支票必須由香港持牌銀行的銀行戶口開出，及以銀行本票須由香港持牌銀行發出。所有該等支票或銀行本票必須註明抬頭人為「SHUI ON LAND LIMITED - PROVISIONAL ALLOTMENT ACCOUNT」，並須以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆之指示載於本暫定配額通知書所附頁數，而繳款將不會獲發收據。

The Rights Issue is conditional upon the fulfilment of the conditions set out in the paragraph headed "Conditions of the Rights Issue and the Underwriting Agreement" under the section headed "Letter from the Board" of the Rights Issue Prospectus. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. The Underwriting Agreement contains provisions entitling the Underwriter by notice in writing to terminate the Underwriting Agreement upon occurrence of certain events, including force majeure.

包括協議項下 包括倘有權在若干(包括不可抗力)事件發生後以書面通知終止包括協議。
若該Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the Rights Issue may not proceed.
包括協議項下並未成為無條件或根據其條款終止，則供股將可能不會進行。
The existing Shares have been dealt in on an ex-rights basis from Thursday, 18 April 2013. Dealings in the Nil Paid Rights will take place from Tuesday, 30 April 2013 to Wednesday, 8 May 2013 (both days inclusive).

現有股份已於2013年4月18日(星期四)起按除權基準進行交易。未繳股款供股權將於2013年4月30日(星期二)至2013年5月8日(星期三)(首尾兩天包括在內)期間買賣。

Any persons contemplating buying or selling Shares from the date of the Announcement up to the date on which the conditions of the Rights Issue are fulfilled, and any buying or selling of the Nil Paid Rights between Tuesday, 30 April 2013 to Wednesday, 8 May 2013 (both days inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed.

任何人士如擬在公佈日期至有關供股條件達成日期期間買賣股份，以及於2013年4月30日(星期二)至2013年5月8日(星期三)(首尾兩天包括在內)期間買賣未繳股款供股權，須自行承擔供股可能不會成為無條件或可能不會進行之風險。

Any Shareholders or other persons contemplating dealing in the Nil Paid Rights or the Rights Shares are recommended to consult their own professional advisers. For the avoidance of doubt, we do not accept any special instruction written on this Provisional Allotment Letter.

任何有意買賣未繳股款供股權或供股股份之股東或其他人士，務請諮詢彼等之專業顧問意見。為免生疑，本公司將不處理任何在本暫定配額通知書上的特別書面指示。

* For identification purposes only
* 僅供識別

Total number of Share(s) registered in your name(s) on Friday, 19 April 2013
於2013年4月19日(星期五)以閣下名義登記之股份總數

BOX A
甲欄

Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 13 May 2013
暫定配發予閣下之供股股份總數，有關股款最遲須於2013年5月13日(星期一)下午4時正接納時繳足

BOX B
乙欄

Total subscription monies payable on acceptance in full
於接納時可能全數繳足之股款總額

BOX C
丙欄
HKS
港元

IN THE EVENT OF TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購本文件所指之供股股份之權利時，每宗買賣雙方均須繳付從價印花稅。以饋贈或非出售方式轉讓實益權益亦須繳付從價印花稅。在登記任何轉讓認購本文件所指之供股股份之權利前，須出示已繳付從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER
轉讓表格

(To be completed and signed by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein and the person(s) to whom the right(s) to subscribe for the Rights Share(s) are being transferred)
(供有意轉讓其於本表格所列全數供股股份之權利之合資格股東及已獲轉讓可認購供股股份之權利之人士填寫及簽署)

To the Directors,
Shiu On Land Limited
致：瑞安房地產有限公司
列位董事 台照

Dear Sirs,
I/We*, as the Qualifying Shareholder(s) hereby transfer all of my/our* rights to subscribe for the Rights Shares comprised in this Provisional Allotment Letter to the person(s) accepting the same and request you to register the number of Rights Shares mentioned in Box B of Form A in the name(s) of the transferee(s). The transferee(s) agree(s) to accept the same on the terms set out in this Provisional Allotment Letter and the accompanying Rights Issue Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：
本人／吾等*，作為合資格股東謹將本暫定配額通知書所列本人／吾等*認購供股股份之全部權利轉讓予接受此權利之人士並請閣下將表格甲中乙欄所列數目之供股股份登記於承讓人名下。承讓人同意按照本暫定配額通知書及隨附之供股章程所載之條款，並在貴公司之組織章程大綱及細則之規限下接納此等股份。

Existing Shareholder(s) please mark "X" in this box
現有股東請在欄內填上「X」號

To be completed in block letters in English. Joint transferees should give the address of the first named transferee only. 請用英文大楷填寫。聯名承讓人僅須填寫排名首位之承讓人之地址。		
Name of transferee in English 承讓人英文姓名	Family name 姓氏 Other name(s) 名字	Name in Chinese 中文姓名
Name(s) of joint transferees in English (if applicable) 聯名承讓人英文姓名 (如適用)		
Address in English (Joint transferees should give the address of the first named transferee only) 英文地址(聯名承讓人僅須填寫排名首位之承讓人之地址)		
Occupation 職業		Tel. No. 電話號碼
Dividend instructions 派息指示		
Name and address of bank 銀行名稱及地址		Bank account no. 銀行戶口號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Shareholders must sign)

合資格股東簽署(所有聯名股東均須簽署)

- _____
- _____
- _____
- _____

Signature(s) of transferee(s)
(all joint transferee(s) must sign)

承讓人簽署(所有聯名承讓人均須簽署)

- _____
- _____
- _____
- _____

Date 日期：_____

Ad valorem stamp duty is payable by the transferor(s) and the transferee(s) if this form is completed.

如已填妥本表格，轉讓人及承讓人須繳納從價印花稅。

* Delete as appropriate

* 刪去不適用者