



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: 00272)**

**Proxy Form for the Extraordinary General Meeting to be held on 24 October 2014**

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 Extraordinary General Meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 24 October 2014 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the resolution (with or without modifications) as set out in the notice of the Meeting (the "Notice") 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>. Unless the context otherwise requires, capitalised terms defined herein should have the same meaning as ascribed to them in the circular of the Company dated 30 September 2014 (the "Circular").

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>
<p>1. "THAT:</p> <p>(a) the entering into of The HUB Hotel Framework Deed and the PRC SPAs (as defined in the Circular), copies of which are tabled at the meeting and marked "A" and signed by the chairman of the meeting for identification purpose, and The HUB Hotel Disposal (as defined in the Circular) be and is hereby approved, ratified and confirmed;</p> <p>(b) the entering into of the Magic Garden SPA (as defined in the Circular), a copy of which is tabled at the meeting and marked "B" and signed by the chairman of the meeting for identification purpose, and the MGI Disposal (as defined in the Circular) be and is hereby approved, ratified and confirmed; and</p> <p>(c) the directors of the Company be and are hereby authorised to execute all such documents and agreements and do such acts or things which in his/their opinion may be necessary, desirable or expedient to implement or give effect to the Transactions (as defined in the Circular) and all other transactions contemplated thereunder with any changes as such directors may consider necessary, desirable or expedient."</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 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 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, on a poll, to 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 in person or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Meeting and who tenders a vote, whether in person or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company 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 lodged 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 fixed 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*