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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 MAY 2019,
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHANGE OF MEMBER OF REMUNERATION COMMITTEE**

The Board is pleased to announce that all ordinary resolutions proposed at the AGM were duly passed by the Shareholders by way of poll.

The Board also announces that Dr. William K. L. FUNG has retired as an Independent Non-executive Director of the Company at conclusion of the AGM and ceased to be the Chairman of the Remuneration Committee, a member of the Finance Committee and the Investment Sub-Committee of the Company with effect from 31 May 2019. Mr. Anthony J. L. NIGHTINGALE, an Independent Non-executive Director of the Company, has been appointed as the Chairman of the Remuneration Committee of the Company with effect from 31 May 2019.

Reference is made to the circular of Shui On Land Limited (the “**Company**”) dated 16 April 2019 (the “**Circular**”) in relation to the annual general meeting of the Company held on 31 May 2019. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM, all the proposed resolutions as set out in the notice of AGM dated 16 April 2019 (the “**AGM Notice**”) were duly passed by the Shareholders by way of poll and the poll results are as follows:

** For identification purposes only*

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and adopt the audited financial statements of the Company and the reports of the directors and the independent auditor for the year ended 31 December 2018.	5,566,017,188 (99.935935%)	3,568,156 (0.064065%)
	The resolution was duly passed as an ordinary resolution.		
2.	To declare a final dividend for the year ended 31 December 2018.	5,573,247,981 (99.999907%)	5,156 (0.000093%)
	The resolution was duly passed as an ordinary resolution.		
3.(a)	To re-elect Ms. Stephanie B. Y. LO as director of the Company.	5,549,805,759 (99.579287%)	23,447,378 (0.420713%)
	The resolution was duly passed as an ordinary resolution.		
3.(b)	To re-elect Sir John R. H. BOND as director of the Company.	4,642,086,247 (83.292220%)	931,166,890 (16.707780%)
	The resolution was duly passed as an ordinary resolution.		
3.(c)	To re-elect Professor Gary C. BIDDLE as director of the Company.	5,189,507,478 (93.114512%)	383,745,659 (6.885488%)
	The resolution was duly passed as an ordinary resolution.		
3.(d)	To re-elect Dr. Roger L. McCARTHY as director of the Company.	5,394,445,453 (96.791682%)	178,807,684 (3.208318%)
	The resolution was duly passed as an ordinary resolution.		
3.(e)	To authorize the Board of the Company to fix the directors' remuneration.	5,566,106,355 (99.935168%)	3,610,946 (0.064832%)
	The resolution was duly passed as an ordinary resolution.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the Company's auditor and to authorize the Board of the Company to fix their remuneration.	5,399,979,165 (96.890996%)	173,272,636 (3.109004%)
	The resolution was duly passed as an ordinary resolution.		
5.(A)	To grant a general mandate to the directors to issue and allot additional 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.**	4,761,049,124 (85.425630%)	812,277,228 (14.574370%)
	The resolution was duly passed as an ordinary resolution.		
5.(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.**	5,566,159,795 (99.900034%)	5,569,828 (0.099966%)
	The resolution was duly passed as an ordinary resolution.		
5.(C)	To extend the general mandate granted to the directors to issue shares of the Company under resolution no. 5.(A) by the number of shares repurchased under resolution no. 5.(B).**	4,762,399,575 (85.451060%)	810,848,548 (14.548940%)
	The resolution was duly passed as an ordinary resolution.		

** The full text of the resolution is set out in the AGM Notice.

Notes:

1. At the date of the AGM, the number of issued shares of the Company was 8,062,216,324 ordinary shares of US\$0.0025 each in the share capital of the Company, being the total number of shares entitling the holders to attend and vote for or against the ordinary resolutions at the AGM.
2. There was no restriction on any Shareholders casting votes on any of the resolutions at the AGM.
3. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the AGM under the Listing Rules.
4. No parties have stated their intention in the Circular to vote against or abstain from voting on any of the resolutions at the AGM.
5. Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the poll at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF MEMBER OF REMUNERATION COMMITTEE

As disclosed in the Circular, Dr. William K. L. FUNG (“**Dr. FUNG**”) retired from office by rotation at the AGM according to the Articles of Association and did not stand for re-election at the AGM due to his other business commitments. Dr. FUNG also ceased to be the Chairman of the Remuneration Committee, a member of the Finance Committee and the Investment Sub-Committee of the Company with effect from 31 May 2019.

Dr. FUNG has confirmed that he has no disagreement with the Board and that he is not aware of any matters that need to be brought to the attention of the Shareholders. The Board takes this opportunity to express its gratitude to Dr. FUNG for his valuable contributions to the Company during his tenure on the Board.

The Board also announces that Mr. Anthony J. L. NIGHTINGALE, an Independent Non-executive Director of the Company, has been appointed as the Chairman of the Remuneration Committee of the Company with effect from 31 May 2019.

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

Hong Kong, 31 May 2019

At the date of this announcement, the executive directors of the Company are Mr. Vincent H. S. LO (Chairman), Mr. Douglas H. H. SUNG (Chief Financial Officer) and Ms. Stephanie B. Y. LO; the non-executive director of the Company is Mr. Frankie Y. L. WONG; and the independent non-executive directors of the Company are Sir John R. H. BOND, Professor Gary C. BIDDLE, Dr. Roger L. McCARTHY, Mr. David J. SHAW and Mr. Anthony J. L. NIGHTINGALE.