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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 24 MAY 2023,
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CESSATION OF MEMBER OF THE AUDIT AND RISK 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 Mr. David J. SHAW has retired as an Independent Non-executive Director of the Company at conclusion of the AGM and ceased to be a member of the Audit and Risk Committee of the Company with effect from 24 May 2023.

Reference is made to the circular of Shui On Land Limited (the “**Company**”) dated 24 April 2023 (the “**Circular**”) in relation to the annual general meeting of the Company held on 24 May 2023. 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 24 April 2023 (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 2022.	5,175,612,926 (99.749111%)	13,017,729 (0.250889%)
	The resolution was duly passed as an ordinary resolution.		
2.	To declare a final dividend for the year ended 31 December 2022.	5,188,625,449 (99.999900%)	5,206 (0.000100%)
	The resolution was duly passed as an ordinary resolution.		
3.(a)	To re-elect Mr. Vincent H. S. LO as director of the Company.	4,924,527,673 (94.909968%)	264,102,982 (5.090032%)
	The resolution was duly passed as an ordinary resolution.		
3.(b)	To re-elect Mr. Douglas H. H. SUNG as director of the Company.	5,161,566,658 (98.140013%)	97,823,997 (1.859987%)
	The resolution was duly passed as an ordinary resolution.		
3.(c)	To re-elect Mr. Anthony J. L. NIGHTINGALE as director of the Company.	5,102,074,520 (97.008705%)	157,324,135 (2.991295%)
	The resolution was duly passed as an ordinary resolution.		
3.(d)	To re-elect Mr. Albert Kong Ping NG as director of the Company.	5,125,248,329 (97.449322%)	134,150,326 (2.550678%)
	The resolution was duly passed as an ordinary resolution.		
3.(e)	To authorize the Board of the Company to fix the directors' remuneration.	5,154,565,849 (98.006753%)	104,832,806 (1.993247%)
	The resolution was duly passed as an ordinary resolution.		
4.	To re-appoint Ernst & Young as the Company's auditor and to authorize the Board of the Company to fix their remuneration.	5,183,625,449 (99.903535%)	5,005,206 (0.096465%)
	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 number of the issued shares of the Company at the date of passing this resolution.**	4,755,078,234 (91.644184%)	433,552,421 (8.355816%)
	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 number of the issued shares of the Company at the date of passing this resolution.**	5,181,329,949 (99.859294%)	7,300,706 (0.140706%)
	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).**	4,741,518,128 (91.382842%)	447,112,527 (8.617158%)
	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 8,027,265,324 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 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.
6. Mr. Vincent H. S. LO, Ms. Stephanie B. Y. LO, Ms. Jessica Y. WANG, Mr. Douglas H. H. SUNG, Professor Gary C. BIDDLE, Dr. Roger L. McCARTHY, Mr. Anthony J. L. NIGHTINGALE, and Mr. Albert Kong Ping NG attended the AGM in person.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CESSATION OF MEMBER OF THE AUDIT AND RISK COMMITTEE

As disclosed in the Circular, Mr. David J. SHAW (“**Mr. Shaw**”) retired from office by rotation at the AGM according to the Articles of Association and did not stand for re-election at the AGM to devote more time to his personal endeavours. Mr. Shaw also ceased to be a member of the Audit and Risk Committee of the Company with effect from 24 May 2023.

Mr. Shaw 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 Mr. Shaw for his valuable contributions to the Company during his tenure on the Board.

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

Hong Kong, 24 May 2023

At the date of this announcement, the executive directors of the Company are Mr. Vincent H. S. LO (Chairman), Ms. Stephanie B. Y. LO, Ms. Jessica Y. WANG (Chief Executive Officer), and Mr. Douglas H. H. SUNG (Chief Financial Officer and Chief Investment Officer); and the independent non-executive directors of the Company are Professor Gary C. BIDDLE, Dr. Roger L. McCARTHY, Mr. Anthony J. L. NIGHTINGALE, Mr. Shane S. TEDJARATI, Ms. Ya Ting WU, and Mr. Albert Kong Ping NG.