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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant, or other professional adviser for independent advice.

If you have sold or transferred all your shares in Shui On Land Limited, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**MAJOR TRANSACTION
FORMATION OF JOINT VENTURE
FOR CARRYING OUT OF THE ZHAOJIA LOU PROJECT
IN PUJIANG TOWN, MINHANG DISTRICT, SHANGHAI, THE PRC**

All capitalised terms used in this circular have the meaning set out in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 3 to 8 of this circular.

The Company has obtained written Shareholders’ approval for the Transaction pursuant to Rule 14.44 of the Listing Rules from a closely allied group of Shareholders together holding more than 50% of the voting rights at a general meeting to approve the Transaction. Accordingly, no Shareholders’ meeting will be held to approve the Transaction pursuant to Rule 14.44 of the Listing Rules. This circular is being despatched to the Shareholders for information only.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“associate(s)”, “close associate(s)”, “controlling shareholder”, “connected persons”, “percentage ratio(s)”, “subsidiary(ies)”	each has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Capital Commitment”	has the meaning ascribed to it in the section headed “LETTER FROM THE BOARD — SHAREHOLDERS’ AGREEMENT — Registered capital and capital commitment” in this circular;
“Company”	Shui On Land Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 272);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“JV Company”	上海召樓天地有限公司 (Shanghai Zhaolou Tiandi Co., Ltd.*), a company established under the laws of the PRC with limited liability and is owned as to 90% by Shanghai Ruilou and 10% by Shanghai Pucheng;
“JV Partner(s)”	collectively, Shanghai Ruilou and Shanghai Pucheng, and each, a “JV Partner”;
“Land”	the land parcel situated at Pujiang Town, Minhang District, Shanghai, the PRC, details of which are set out in the section headed “LETTER FROM THE BOARD — INFORMATION ON THE LAND” in this circular;
“Latest Practicable Date”	12 June 2023, being the latest practicable date for ascertaining certain information referred to in this circular prior to its printing;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;

DEFINITIONS

“PRC”	the People’s Republic of China (for this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC, and Taiwan);
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);
“Shanghai Pucheng”	上海浦呈投資發展有限公司 (Shanghai Pucheng Investment Development Co., Ltd.*), a company established under the laws of the PRC with limited liability;
“Shanghai Ruilou”	上海瑞樓企業管理有限公司 (Shanghai Ruilou Enterprise Management Co., Ltd.*), a company established under the laws of the PRC with limited liability and an indirect wholly-owned subsidiary of the Company;
“Share(s)”	ordinary share(s) of USD0.0025 each in the issued share capital of the Company;
“Shareholder(s)”	holders of the Share(s);
“Shareholders’ Agreement”	the shareholders’ agreement dated 20 April 2023 entered into among Shanghai Ruilou, Shanghai Pucheng, and the JV Company in relation to, among other things, the joint venture arrangement in relation to the JV Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Transaction”	the entering into of the Shareholders’ Agreement, together with the transactions contemplated thereunder;
“USD”	United States dollars, the lawful currency of the United States of America;
“Zhaojia Lou Project”	the property redevelopment project to be carried out on the Land through the JV Company in Pujiang Town, Minhang District, Shanghai, the PRC, details of which are set out in the section headed “LETTER FROM THE BOARD — REASONS FOR AND BENEFITS OF THE TRANSACTION” in this circular; and
“%”	per cent.

For illustration only and unless otherwise stated, the conversion of RMB into HK\$ in this circular is based on the exchange rate of RMB1.00 to HK\$1.142. Such conversion should not be construed as a representation that any amount has been, could have been, or may be, exchanged at this rate or any other rate.

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LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Vincent H. S. LO (*Chairman*)
Ms. Stephanie B. Y. LO
Ms. Jessica Y. WANG (*Chief Executive Officer*)
Mr. Douglas H. H. SUNG (*Chief Financial Officer*
and *Chief Investment Officer*)

Independent Non-executive Directors:

Professor Gary C. BIDDLE
Dr. Roger L. McCARTHY
Mr. Anthony J. L. NIGHTINGALE
Mr. Shane S. TEDJARATI
Ms. Ya Ting WU
Mr. Albert Kong Ping NG

Registered Office:

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Camana Bay
Grand Cayman, KY1-9005
Cayman Islands

Place of Business in Hong Kong:

34th Floor, Shui On Centre
6-8 Harbour Road
Wan Chai
Hong Kong

16 June 2023

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION
FORMATION OF JOINT VENTURE
FOR CARRYING OUT OF THE ZHAOJIA LOU PROJECT
IN PUJIANG TOWN, MINHANG DISTRICT, SHANGHAI, THE PRC

INTRODUCTION

On 20 April 2023, the Board announced that Shanghai Ruilou (being an indirect wholly-owned subsidiary of the Company) entered into the Shareholders' Agreement with, among others, Shanghai Pucheng, for the joint venture arrangement in relation to the JV Company. The JV Company is expected to carry out the property redevelopment project on the Land in Pujiang Town, Minhang District, Shanghai, the PRC (i.e., the Zhaojia Lou Project).

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, further details of the Transaction and other information required under the Listing Rules.

SHAREHOLDERS' AGREEMENT

Date

20 April 2023

Parties

- (1) Shanghai Ruilou (being an indirect wholly-owned subsidiary of the Company);
- (2) Shanghai Pucheng; and
- (3) the JV Company.

To the best of the Directors' knowledge, information, and belief, having made all reasonable enquiries, Shanghai Pucheng and its ultimate beneficial owner(s) are independent third parties of the Company and its connected persons.

Purpose and principal business of the JV Company

The formation of the JV Company is for the single purpose of carrying out the Zhaojia Lou Project.

The principal business of the JV Company covers, among other things, real estate development and operations, implementation of construction works, construction designs, and property management.

Registered capital and capital commitment

The registered capital of the JV Company is RMB2,700 million (equivalent to approximately HK\$3,083 million) which will be contributed by Shanghai Ruilou and Shanghai Pucheng as to RMB2,430 million (equivalent to approximately HK\$2,775 million) and RMB270 million (equivalent to approximately HK\$308 million) respectively before 31 December 2027.

The total capital commitment to be contributed by the JV Partners to the JV Company (the "**Capital Commitment**") is approximately RMB5,167 million (equivalent to approximately HK\$5,900 million) and shall be contributed by the JV Partners on a pro-rata basis.

LETTER FROM THE BOARD

The respective contribution to the Capital Commitment of the JV Company by the JV Partners is determined after arm's length negotiation between the parties with reference to the funding needs of the JV Company required for the carrying out of the Zhaojia Lou Project and the operation of the JV Company. The amount of approximately RMB4,650 million (equivalent to approximately HK\$5,310 million) to be contributed by Shanghai Ruilou shall be funded by the Group's internal working capital and external financing (if appropriate).

The JV Company is owned as to 90% and 10% by Shanghai Ruilou and Shanghai Pucheng, respectively, and is a non-wholly owned subsidiary of the Company.

Future funding

The JV Company may seek bank loans and other external financings for funding the further financing needs of the JV Company beyond its registered capital.

In the event that the above external financing is not sufficient to meet the needs of the JV Company, the JV Partners may agree, pursuant to the Shareholders' Agreement, that (a) the registered capital of the JV Company will be increased and the JV Partners will contribute additional registered capital of the JV Company; or (b) the JV Partners will advance shareholders' loans to the JV Company. If the Capital Commitment to be contributed by Shanghai Ruilou increases as a result of the above additional registered capital contribution, the Company will comply with the applicable announcement and other requirements of the Listing Rules as and when appropriate.

Management

The board of directors of the JV Company shall comprise five directors, four of whom shall be nominated by Shanghai Ruilou and one of whom shall be nominated by Shanghai Pucheng. The chairman of the JV Company's board of directors shall be nominated by Shanghai Ruilou.

The JV Company may not, without the unanimous consent of both of the JV Partners, decide and conduct various major decisions and actions typical of its kind, which shall include: (a) changing the registered capital of the JV Company; (b) changing the articles of association of the JV Company; (c) changing the nature or scope of the business of the JV Company, and if there are changes then they must still be consistent with the scope or purpose specified in the documents in respect of the future tender of the Land; and (d) entering into any transactions which are not on an arm's length basis.

Restriction on transfer of equity interests

Before completion of the sale of residential properties of the Zhaojia Lou Project, each of the JV Partners may not sell or transfer or encumber all or part of its equity interests in the JV Company without the consent of the other party. Any proposed transfer of equity interests in the JV Company by each of the JV Partners shall be subject to the following customary transfer restrictions provided under the Shareholders' Agreement:

- (a) Right of First Refusal — Each JV Partner shall have a right of first refusal to acquire the equity interests in the JV Company proposed to be sold by the other JV Partner under such terms as agreed between the other JV Partner and the proposed new purchaser; and

LETTER FROM THE BOARD

- (b) Tag-along Right — Each JV Partner shall have the tag-along right to participate in the proposed sale of equity interests in the JV Company by the other JV Partner under such terms as agreed between the other JV Partner and the proposed new purchaser.

Profit sharing

The JV Company shall not make any distribution to the JV Partners until the JV Company has made up for the losses incurred during the previous financial years and provided for the statutory surplus reserve. The distributable profits of the JV Company shall be distributed to the JV Partners in proportion to their respective equity interests in the JV Company.

Termination

The Shareholders' Agreement shall be terminated in the event that (a) the Zhaojia Lou Project is terminated; (b) the JV Company becomes wholly owned by a JV Partner; (c) the JV Partners agree to such termination; (d) the JV Company is merged with another entity, acquired or dissolved; or (e) the JV Company is declared insolvent.

Upon termination of the Shareholders' Agreement, the JV Company shall be wound up and its assets shall be realised and distributed to the JV Partners in accordance with the applicable laws.

FINANCIAL EFFECTS OF THE TRANSACTION

The Transaction and the joint venture arrangement in relation to the JV Company will not have any material impact on the Group's consolidated profit or loss, and assets and liabilities.

INFORMATION ON THE LAND

The Land consists of land parcels located at Pujiang Town, Minhang District, Shanghai, the PRC, which reaches Jiageng Road to the East, Yaojia Bang to the South, Huichi Road to the West, and Tan Lake to the North (東至稼耕路、南至姚家浜、西至匯馳路、北至替湖). It is expected that the Land will be mainly for a mixed-use development comprising residential, commercial, and ancillary facilities.

The Land is expected to be sold through public tenders. Subject to the arrangements of the relevant government authority, the public tenders of the Land are expected to commence in the third quarter of 2023 and be conducted in several phases until the end of 2025. Subject to prevailing market conditions, the JV Company intends to participate in the above public tenders of the Land, and in the event of successful tenders, the construction in relation to the Zhaojia Lou Project is expected to start around the end of 2023 and be completed around the first quarter of 2028. The Company will comply with the applicable requirements under the Listing Rules as and when appropriate in the event of successful bidding of the Land or any part of it.

In the event of unsuccessful bidding of the Land by the JV Company, the Zhaojia Lou Project will be terminated, as a result of which the Shareholders' Agreement will be terminated, the JV Company will be wound up and its assets will be realised and distributed to the JV Partners in accordance with the applicable laws as set out in the section headed "SHAREHOLDERS' AGREEMENT — Termination" in this circular.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE TRANSACTION

In the past decade, Shanghai Municipal People's Government vigorously promoted urban renewal and old city transformation, which has fully driven the urbanisation and economic development of Shanghai. The JV Company and the JV Partners intend to participate in the business opportunities brought about by the urbanisation of Shanghai. The Zhaojia Lou Project, being a property redevelopment project, will be carried out in Pujiang Town, Minhang District, Shanghai. Such location is close to Shanghai Shenjiahu Expressway and Shanghai North-South Elevated Road and is also surrounded by two subway lines for public transportation, which makes it very convenient for commuters to travel to Shanghai city centre. The Zhaojia Lou Project will preserve the unique history and culture of Pujiang Town in Minhang District and the Land is expected to develop into a new landmark in Shanghai.

The Group is optimistic about the long-term prospects of the Zhaojia Lou Project and considers it to be a strategic addition that will enhance the Group's market share and influence in Shanghai's residential market. The Group anticipates the formation of the JV Company will further consolidate the Group's leadership in urban renewal in Shanghai, contribute to good property sales income, and strengthen the Group's financial position.

The Directors (including the independent non-executive Directors) considered that the Transaction and the joint venture arrangement in relation to the JV Company (including its financing and profit distribution arrangements), which have been entered into after arm's length negotiation between the parties, are on normal commercial terms, and the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE JV COMPANY

The JV Company was established under the laws of the PRC with limited liability in November 2022. As the JV Company is a newly incorporated company and has not engaged in any business activity, the JV Company had no material assets and liabilities on its accounts as of the Latest Practicable Date. Please refer to the section headed "SHAREHOLDERS' AGREEMENT — Purpose and principal business of the JV Company" in this letter from the Board for the principal business activity of the JV Company.

INFORMATION ON THE GROUP AND SHANGHAI PUCHENG

The Company, through its subsidiaries and associates, is one of the leading property developers in the PRC. The Group engages principally in the development and redevelopment, sale, leasing, management, and ownership of high-quality residential and mixed-use properties in the PRC.

Shanghai Ruilou is a company established under the laws of the PRC with limited liability and an indirect wholly-owned subsidiary of the Company. It is principally engaged in property management and investment holding.

Shanghai Pucheng is a company established under the laws of the PRC with limited liability and is principally engaged in investment holding. It is a state-owned company of which The People's Government of Pujiang Town, Minhang District, Shanghai* (上海市閔行區浦江鎮人民政府) is the ultimate beneficial owner.

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the maximum capital commitment of the Company for the Transaction exceeds 25% but is less than 100%, the Transaction constitutes a major transaction for the Company and is therefore subject to the reporting, announcement, and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.44 of the Listing Rules, shareholders' approval may be obtained by written shareholders' approval in lieu of convening a general meeting if (a) no shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Transaction; and (b) written approval has been obtained from a shareholder or a closely allied group of shareholders who together hold more than 50% of the issued share capital of the Company giving the right to attend and vote at general meetings to approve the Transaction.

At the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has any material interest in the Transaction, and therefore no Shareholder is required to abstain from voting if the Company were to convene an extraordinary general meeting for the approval of the Transaction. As such, the Transaction may be approved by written Shareholders' approval in accordance with Rule 14.44 of the Listing Rules.

Shui On Properties Limited, Shui On Investment Company Limited, and New Rainbow Investments Limited which are controlled by Shui On Company Limited and together constitute a closely allied group of Shareholders, hold 1,725,493,996 Shares, 2,756,414,318 Shares, and 29,847,937 Shares respectively, and together represent approximately 56.21% of the issued share capital of the Company at the Latest Practicable Date. The Company has obtained the written approval of Shui On Properties Limited, Shui On Investment Company Limited, and New Rainbow Investments Limited on the Shareholders' Agreement and the Transaction pursuant to Rule 14.44 of the Listing Rules. As a result, no extraordinary general meeting will be convened to consider the Transaction.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the Shareholders' Agreement and the Transaction are on normal commercial terms, which are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and would recommend the Shareholders to vote in favour of the resolution to approve the Shareholders' Agreement and the Transaction if it had been necessary to hold a general meeting for such purpose.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

* For identification purposes only

1. FINANCIAL INFORMATION OF THE GROUP

By way of reference, the financial information of the Group for each of the three years ended 31 December 2020, 2021 and 2022 are disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.shuionland.com) respectively:

- (i) the annual report of the Company for the year ended 31 December 2022 published on 21 April 2023 (pages 133 to 226):
<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0421/2023042100305.pdf>
- (ii) the annual report of the Company for the year ended 31 December 2021 published on 21 April 2022 (pages 121 to 210):
<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0421/2022042100435.pdf>
- (iii) the annual report of the Company for the year ended 31 December 2020 published on 20 April 2021 (pages 117 to 211):
<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0420/2021042000361.pdf>

2. STATEMENT OF INDEBTEDNESS

Borrowings

At the close of business on 30 April 2023, being the latest practicable date for the purpose of determining this indebtedness of the Group prior to the printing of this circular, the Group had total borrowings of approximately RMB40,198 million, details of which are as follows:

- (i) senior notes of the Group with an aggregate amount of RMB13,234 million were unsecured and guaranteed;
- (ii) bank borrowings of the Group with an aggregate amount of approximately RMB15,789 million, of which RMB7,059 million were unsecured, and RMB8,730 million were secured by certain buildings, investment properties, right-of-use assets, properties under development for sale, receivables, and bank deposits. Amongst the foregoing bank borrowings, an aggregate amount of RMB10,178 million was guaranteed; and an aggregate amount of RMB5,611 million was unguaranteed;
- (iii) receipts under securitisation arrangements of the Group with an amount of RMB4,400 million were secured and guaranteed;
- (iv) amounts due to non-controlling shareholders of subsidiaries of the Group with an aggregate amount of RMB69 million which were unsecured and not guaranteed;
- (v) amount due to an associate company of the Group with an amount of RMB370 million which was unsecured and not guaranteed;

- (vi) amounts due to fellow subsidiaries of the Group with an aggregate amount of RMB353 million which were unsecured and not guaranteed;
- (vii) loans from an associate company of the Group with an aggregate amount of RMB5,896 million which were unsecured and not guaranteed; and
- (viii) loan from a joint venture company of the Group with an amount of RMB87 million which was unsecured and not guaranteed.

Lease liabilities

On 30 April 2023, the Group had lease liabilities of RMB65 million.

Liability arising from rental guarantee arrangement

On 30 April 2023, the amount of financial liability arising from the rental guarantee arrangement was RMB28 million.

Contingent liabilities

In addition, the Group provided guarantees of RMB926 million on 30 April 2023 to banks in favour of its customers in respect of the mortgage loans provided by the banks to those customers for the purchase of the Group's developed properties. These guarantees provided by the Group to the banks will be released upon receiving the building ownership certificates of the respective properties by the banks from the customers.

Save as aforementioned and apart from intra-group liabilities within the Group and normal trade business, at the close of business on 30 April 2023, the Group did not have any other outstanding borrowings, loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, finance leases, hire purchase commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL STATEMENT

The Directors are of the opinion that, after taking into account the financial resources available to the Group, including internally generated funds and the available banking facilities, the present financial resources available to the Group including but not limited to cash flow generated by its principal operations, cash and cash equivalents available, existing banking facilities and senior notes, successful refinancing of certain banking facilities and senior notes, the Group will have sufficient working capital for its business for at least twelve months from the date of this circular.

4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

For the first quarter of 2023, contracted property sales amounted to RMB1,530 million, comprising residential property sales of RMB1,306 million and commercial property sales of RMB224 million.

In December 2022, the PRC government lifted the “zero-COVID-19” policy including quarantines and home observations for international travel. While the Chinese economy is still faced with significant uncertainties arising from the global economic recession, China’s real GDP rate of growth has remained relatively stable. The PRC government has unveiled a wave of supportive measures including a government-backed bond issuance program, quotas to support unfinished projects, and easing restrictions on developers’ access to pre-sale funds. It is expected these measures will have a potentially positive impact on overall market sentiment and have a potentially beneficial impact on the commercial and residential real estate market in the PRC. Against this challenging and potentially positive backdrop, the Group will closely monitor the host of domestic and global risks while pursuing due diligence to assess asset acquisition when the right opportunities arise.

The Group will continue to implement the asset light strategy to expand its capital base by working with third-party partners on new investments. The strategy enables the Group to further expand its property portfolio and lower the concentration risk, reduce its funding requirements, and build up its fee income business, thus enhancing overall shareholders’ return.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

Interests of Directors and chief executive of the Company

At the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have been taken under such provisions of the SFO); or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) to be notified to the Company and the Stock Exchange were as follows:

(a) Long position in the Shares and the underlying Shares of the Company

Name of Directors	Number of ordinary Shares			Total	Approximate percentage of interests to the issued share capital of the Company at the Latest Practicable Date (Note 3)
	Personal interests	Family interests	Other interests		
Mr. Vincent H.S. LO (“Mr. Lo”)	—	1,849,521 (Note 1)	4,511,756,251 (Note 2)	4,513,605,772	56.23%
Ms. Stephanie B.Y. LO (“Ms. Lo”)	—	—	4,511,756,251 (Note 2)	4,511,756,251	56.21%
Ms. Jessica Y. WANG	670,500	—	—	670,500	0.008%
Professor Gary C. BIDDLE	305,381	—	—	305,381	0.0038%
Dr. Roger L. McCARTHY	200,000	—	—	200,000	0.002%

Notes:

- (1) These Shares were beneficially owned by Ms. Loletta CHU (“Mrs. Lo”), the spouse of Mr. Lo. Mr. Lo was deemed to be interested in 1,849,521 Shares under Part XV of the SFO.

- (2) These Shares were held by Shui On Company Limited (“SOCL”) through its controlled corporations, comprising 1,725,493,996 Shares, 2,756,414,318 Shares, and 29,847,937 Shares held by Shui On Properties Limited (“SOP”), Shui On Investment Company Limited (“SOI”), and New Rainbow Investments Limited (“NRI”), respectively, whereas SOP was a wholly-owned subsidiary of SOI. SOI was an indirect wholly-owned subsidiary of SOCL. NRI was a wholly-owned subsidiary of SOCAM Development Limited (“SOCAM”) which in turn was held by SOCL as to 63.27% at the Latest Practicable Date. SOCL was held under the Bosrich Unit Trust, the trustee of which was Bosrich Holdings (PTC) Inc. (“Bosrich”). The units of the Bosrich Unit Trust were the property of a discretionary trust, of which Mr. Lo was the founder and a discretionary beneficiary, Ms. Lo was a discretionary beneficiary, and HSBC International Trustee Limited (“HSBC Trustee”) was the trustee. Accordingly, Mr. Lo, Mrs. Lo, Ms. Lo, Bosrich and HSBC Trustee were deemed to be interested in such shares under Part XV of the SFO.
- (3) These percentages have been compiled based on the total number of issued shares (i.e., 8,027,265,324 shares) of the Company at the Latest Practicable Date.

(b) Long position in the shares of the associated corporation of the Company — SOCAM

Name of Directors	Number of ordinary shares			Total	Approximate percentage of interests to the issued share capital of SOCAM at the Latest Practicable Date (Note 3)
	Personal interests	Family interests	Other interests		
Mr. Lo	—	312,000 (Note 1)	236,309,000 (Note 2)	236,621,000	63.36%
Ms. Lo	—	—	236,309,000 (Note 2)	236,309,000	63.27%

Notes:

- (1) These shares were beneficially owned by Mrs. Lo, the spouse of Mr. Lo. Mr. Lo was deemed to be interested in 312,000 shares of SOCAM under Part XV of the SFO.
- (2) These shares were beneficially owned by SOCL. SOCL was held by the Bosrich Unit Trust, the trustee of which was Bosrich. The units of the Bosrich Unit Trust were the property of a discretionary trust, of which Mr. Lo was the founder and a discretionary beneficiary, Ms. Lo was a discretionary beneficiary, and HSBC Trustee was the trustee. Accordingly, Mr. Lo, Mrs. Lo, Ms. Lo, Bosrich, and HSBC Trustee were deemed to be interested in such shares under Part XV of the SFO.
- (3) These percentages have been compiled based on the total number of issued shares (i.e., 373,452,164 shares) of SOCAM at the Latest Practicable Date.

(c) Interests in the debentures of the associated corporation of the Company

<u>Name of Directors</u>	<u>Name of Associated Corporation</u>	<u>Nature of Interests</u>	<u>Amount of Debentures</u>
Mr. Lo	Shui On Development (Holding) Limited ("SODH")	Founder and discretionary beneficiary of a trust	USD33,100,000 <i>(Note 1)</i>
		Family Interest	USD3,400,000 <i>(Note 2)</i>
Ms. Lo	SODH	Discretionary beneficiary of a trust	USD33,100,000 <i>(Note 1)</i>
Mr. Douglas H. H. SUNG	SODH	Personal interest	USD200,000

Notes:

- (1) These debentures were held by SOCL through its controlled corporations, comprising debentures amounting to USD2,000,000 and USD31,100,000, held by SOCAM and SOI, respectively, whereas SOCAM was held by SOCL as to 63.27% at the Latest Practicable Date. SOI was an indirect wholly-owned subsidiary of SOCL. SOCL was held by the Bosrich Unit Trust, the trustee of which was Bosrich. The units of the Bosrich Unit Trust were the property of a discretionary trust, of which Mr. Lo was the founder and a discretionary beneficiary, Ms. Lo was a discretionary beneficiary, and HSBC Trustee was the trustee. Accordingly, Mr. Lo, Mrs. Lo, Ms. Lo, Bosrich and HSBC Trustee were deemed to be interested in such debentures under Part XV of the SFO.
- (2) These debentures were beneficially owned by Mrs. Lo, the spouse of Mr. Lo. Mr. Lo was deemed to be interested in such debentures under Part XV of the SFO.

Save as disclosed herein, at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have been taken under such provisions of the SFO); or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

At the Latest Practicable Date, save as disclosed below, none of the Directors was a director or employee of a company which had an interest or short position in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of Directors	Names of companies which had such disclosable interest or short position	Positions within such companies
Mr. Lo	SOCL, SOP, SOI, and NRI	director
Ms. Lo	SOCL, SOP, and SOI	director

3. SERVICE CONTRACTS

At the Latest Practicable Date, none of the Directors had entered into, with any member of the Group, a service agreement which is not expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

4. MATERIAL ADVERSE CHANGE

At the Latest Practicable Date and to the best knowledge of the Directors, there was no material adverse change in the financial or trading position of the Group since 31 December 2022 (being the date to which the latest published audited financial statements of the Group were made up).

5. MATERIAL LITIGATION

At the Latest Practicable Date, there was no litigation or claim of material importance that is known to the Directors to be pending or threatened against any member of the Group.

6. DIRECTORS' INTERESTS IN ASSETS

At the Latest Practicable Date, none of the Directors was interested, directly or indirectly, in any assets which have been acquired or disposed of by or leased to any member of the Group, or which are proposed to be acquired or disposed of by or leased to any member of the Group, since 31 December 2022 (being the date to which the latest published audited financial statements of the Group were made up).

7. DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

At the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement, which was subsisting and was significant in relation to the business of the Group.

8. COMPETING INTERESTS OF DIRECTORS

The following Directors or their associates are considered to have interests in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules as set out below:

<u>Name of Directors</u>	<u>Names of the entities which are considered to compete or likely to compete with the businesses of the Group</u>	<u>Description of the businesses of the entities which are considered to compete with the businesses of the Group</u>	<u>Nature of interests of the Directors in the entity</u>
Mr. Lo	SOCL	Property investment in the PRC	Director and controlling shareholder
Mr. Lo	SOCAM	Property investment in the PRC	Director and controlling shareholder
Mr. Lo	Great Eagle Holdings Limited	Property investment in the PRC	Director
Ms. Lo	SOCL	Property investment in the PRC	Director
Ms. Lo	SOCAM	Property investment in the PRC	Director

There is a deed of non-competition dated 30 May 2006 (the “**Deed**”) and entered into between Mr. Lo, SOCL, and the Company pursuant to which Mr. Lo and SOCL have given certain undertakings to the Company, among others, that the Company is to be the flagship company of the Shui On Group (that is, SOCL and its subsidiaries and for the purpose of this section headed “Competing Interests of Directors”, excluding SOCAM and its subsidiaries) for the Shui On Group’s property development and investment business in the PRC and concerning the Shui On Group’s investment in future property development projects in the PRC. Such information has been disclosed in the Company’s prospectus dated 20 September 2006. In respect of the year ended 31 December 2022, the Company has received from each of Mr. Lo and SOCL a confirmation on compliance with the non-competition undertakings as contemplated under the Deed.

Saved as disclosed above, at the Latest Practicable Date, so far as the Directors were aware, none of the Directors or their respective close associates had any interest in a business which, either directly or indirectly, competes or may compete with the business of the Group or has or may have any other conflicts of interest with the Group pursuant to Rule 8.10 of the Listing Rules.

9. MATERIAL CONTRACTS

The following contracts have been entered into by any member of the Group (not being contracts entered into in the ordinary course of business) within two years preceding the date of this circular:

- (a) 佛山市禪城區國有土地使用權儲備協議書(佛禪土儲協字[2021]2號), the land resumption agreement in respect of the land situated at the eastern side of Jian She Street* (建設街東側), Chancheng District, Foshan, the PRC (“**Land No.7**”) entered into among 佛山瑞房置業有限公司 (Fo Shan Rui Fang Property Development Co., Ltd.*) (“**Fo Shan Rui Fang**”) (a wholly-owned subsidiary of the Company), 佛山市禪城區土地儲備中心 (Foshan Chancheng District Land Reserve Center*) (“**Foshan Chancheng District Land Reserve Center**”) and 佛山市禪城區祖廟街道辦事處 (Foshan Chancheng District Zumiao Sub-district Office*) (“**Foshan Changcheng District Zumiao Sub-district Office**”) on 9 July 2021, pursuant to which Fo Shan Rui Fang has agreed to surrender Land No.7 to Foshan Chancheng District Land Reserve Center at a consideration by way of cash compensation of RMB1,111,226,308.10. Details of which were set out in the announcement of the Company dated 9 July 2021 and the circular of the Company dated 24 September 2021;
- (b) 佛山市禪城區國有土地使用權儲備協議書(佛禪土儲協字[2021]3號), the land resumption agreement in respect of the land situated at the southern side of Cheng Men Tou Road* (城門頭路南側) (being Lot 8 of the land situated at the southern side of Ren Ming Road (Liao Yuan Road)* (人民路(燎原路)南側), both sides of Zu Miao Road* (祖廟路兩側), both sides of Cheng Men Tou Road* (城門頭路兩側), northern side of Jian Xin Road (Zhao Xiang Road)* (建新路(兆祥路)北側) and both sides of Shi Dong Road* (市東路兩側), Chancheng District, Foshan, the PRC (“**Land No.8**”) entered into among 佛山瑞康天地置業有限公司 (Fo Shan Rui Kang Tian Di Property Development Co., Ltd.*) (“**Fo Shan Rui Kang Tian Di**”) (a wholly-owned subsidiary of the Company), Foshan Chancheng District Land Reserve Center and Foshan Chancheng District Zumiao Sub-district Office on 9 July 2021, pursuant to which Fo Shan Rui Kang Tian Di has agreed to surrender Land No.8 to Foshan Chancheng District Land Reserve Center at a consideration by way of cash compensation of RMB1,541,881,015.68. Details of which were set out in the announcement of the Company dated 9 July 2021 and the circular of the Company dated 24 September 2021;
- (c) the agreement dated 21 December 2021 entered into among 武漢臻瑞房地產有限公司 (Wuhan Zhenrui Property Co., Ltd.*) (“**Wuhan Zhenrui**”) (being an indirect wholly-owned subsidiary of the Company), 武漢地產集團有限責任公司 (Wuhan Real Estate Group Co., Ltd.) (“**Wuhan Real Estate**”) and 武漢城建瑞臻房地產開發有限公司 (Wuhan Chengjian Ruizhen Property Development Co. Ltd.*) (the “**Wuhan JV Company**”) in relation to, among other things, the joint venture arrangement in relation to the Wuhan JV Company for the purpose of carrying out the property development project at three parcels of land in Wuhan City, Hubei Province, the PRC (the “**Wuhan Lands**”). The maximum amount of investment to be made by the Wuhan JV Company on the Wuhan Lands shall be approximately RMB14,300,000,000, which shall be contributed by Wuhan Zhenrui and Wuhan Real Estate in proportion to their respective equity interests in the Wuhan JV Company (i.e., 50% owned by each of them). Details of which were set out in the announcement of the Company dated 21 December 2021 and the circular of the Company dated 25 January 2022;

- (d) the agreement dated 1 December 2022 entered into among 上海房睿置業有限公司 (Shanghai Fangrui Real Estate Co., Ltd.*) (“**Shanghai Fangrui**”) (being an indirect wholly-owned subsidiary of the Company), 上海楊樹浦置業有限公司 (Shanghai Yangshupu Real Estate Co., Ltd.*) (“**Shanghai Yangshupu**”) and 上海濱昌置業有限公司 (Shanghai Bin Chang Real Estate Co., Ltd.*) (the “**Yangpu JV Company**”) in relation to, among other things, the joint venture arrangement in relation to the Yangpu JV Company for the purpose of carrying out the property development project at a parcel of land in Yangpu District, Shanghai, the PRC (the “**Yangpu Land**”). The maximum amount of investment to be made by the Yangpu JV Company on the Yangpu Land shall be approximately RMB3,685,000,000, which shall be contributed by Shanghai Fangrui and Shanghai Yangshupu in proportion to their respective equity interests in the Yangpu JV Company (i.e., 60% and 40% owned by Shanghai Fangrui and Shanghai Yangshupu, respectively). Details of which were set out in the announcement of the Company dated 1 December 2022 and the circular of the Company dated 20 January 2023; and
- (e) the Shareholders’ Agreement.

10. GENERAL

- (a) The registered office of the Company is at One Nexus Way, Camana Bay, Grand Cayman, KY1-9005, Cayman Islands.
- (b) The principal place of business of the Company in Hong Kong is at 34th Floor, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong.
- (c) The principal share registrar and transfer office of the Company is Suntera (Cayman) Limited at Suite 3204, Unit 2A, Block 3, Building D, P.O. Box 1586, Gardenia Court, Camana Bay, Grand Cayman, KY1-1100, Cayman Islands.
- (d) The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.
- (e) The company secretary of the Company is Mr. UY Kim Lun, a qualified lawyer in Hong Kong.
- (f) This circular is in both English and Chinese. In the event of inconsistency, the English text shall prevail over the Chinese text.

11. DOCUMENTS ON DISPLAY

A copy of the Shareholders’ Agreement will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.shuionland.com) from the date of this circular and up to and including the date which is 14 days from the date of this circular.

* For identification purposes only