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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)

**(1) APPOINTMENT OF VICE CHAIRMAN;
(2) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 28 MAY 2024; AND
(3) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CESSATION OF MEMBER OF THE AUDIT AND RISK COMMITTEE
AND SUSTAINABILITY COMMITTEE**

The Board announces that:

- (1) Ms. Stephanie B. Y. LO has been appointed as the Vice Chairman of the Board with effect from 28 May 2024.
- (2) all ordinary resolutions proposed at the AGM were duly passed by the Shareholders by way of poll.
- (3) Dr. Roger L. McCARTHY has retired as an Independent Non-executive Director of the Company at the conclusion of the AGM and ceased to be a member of the Audit and Risk Committee and Sustainability Committee of the Company with effect from 28 May 2024.

APPOINTMENT OF VICE CHAIRMAN

The board of directors (the “**Board**”) of Shui On Land Limited (the “**Company**”) announces that with effect from 28 May 2024, Ms. Stephanie B. Y. LO (“**Ms. Lo**”) has been appointed as the Vice Chairman of the Board to assist the Chairman of the Company in leading the Board in deciding on the Company’s direction. Ms. Lo will continue to hold the position of Executive Director of the Company.

** For identification purposes only*

POLL RESULTS OF THE AGM

Reference is made to the circular of the Company dated 22 April 2024 (the “**Circular**”) in relation to the annual general meeting of the Company held on 28 May 2024. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

The Board announces that at the AGM, all the proposed resolutions as set out in the notice of AGM dated 22 April 2024 (the “**AGM Notice**”) were duly passed by the Shareholders by way of poll and the poll results are as follows:

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 2023.	5,082,655,982 (99.908436%)	4,658,135 (0.091564%)
	The resolution was duly passed as an ordinary resolution.		
2.	To declare a final dividend for the year ended 31 December 2023.	5,087,319,571 (99.999909%)	4,606 (0.000091%)
	The resolution was duly passed as an ordinary resolution.		
3.(a)	To re-elect Ms. Stephanie B. Y. LO as director of the Company.	4,924,859,454 (96.806480%)	162,464,723 (3.193520%)
	The resolution was duly passed as an ordinary resolution.		
3.(b)	To re-elect Mr. Shane S. TEDJARATI as director of the Company.	4,909,259,147 (96.499829%)	178,065,030 (3.500171%)
	The resolution was duly passed as an ordinary resolution.		
3.(c)	To re-elect Ms. Ya Ting WU as director of the Company.	5,018,622,146 (98.649545%)	68,702,031 (1.350455%)
	The resolution was duly passed as an ordinary resolution.		
3.(d)	To re-elect Mr. Gregory K. L. SO as director of the Company.	5,011,692,146 (98.513324%)	75,632,031 (1.486676%)
	The resolution was duly passed as an ordinary resolution.		
3.(e)	To re-elect Ms. Randy W. S. LAI as director of the Company.	5,011,692,146 (98.513324%)	75,632,031 (1.486676%)
	The resolution was duly passed as an ordinary resolution.		
3.(f)	To authorize the Board of the Company to fix the directors’ remuneration.	5,082,053,261 (99.896391%)	5,270,916 (0.103609%)
	The resolution was duly passed as an ordinary resolution.		
4.	To re-appoint the Company’s auditor and to authorize the Board of the Company to fix their remuneration.	5,087,319,061 (99.999899%)	5,116 (0.000101%)
	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.**	4,696,649,584 (92.320627%)	390,674,593 (7.679373%)
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.**	5,087,319,061 (99.999899%)	5,116 (0.000101%)
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).**	4,696,455,054 (92.316803%)	390,869,123 (7.683197%)
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, Mr. Albert K. P. NG, Mr. Gregory K. L. SO, and Ms. Randy W. S. LAI attended the AGM in person. Ms. Ya Ting WU attended the AGM by electronic means.

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

As disclosed in the Circular, Dr. Roger L. McCARTHY (“**Dr. McCarthy**”) retired from office by rotation at the AGM according to the Articles of Association. Recognising corporate governance precepts regarding Independent Non-executive Director (“**INED**”) term limits, the longest serving INED, Dr. McCarthy will not stand for re-election. Dr. McCarthy also ceased to be a member of the Audit and Risk Committee and Sustainability Committee of the Company with effect from 28 May 2024.

Dr. McCarthy 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. McCarthy 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, 28 May 2024

At the date of this announcement, the executive directors of the Company are Mr. Vincent H. S. LO (Chairman), Ms. Stephanie B. Y. LO (Vice Chairman), 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, Mr. Anthony J. L. NIGHTINGALE, Mr. Shane S. TEDJARATI, Ms. Ya Ting WU, Mr. Albert K. P. NG, Mr. Gregory K. L. SO, and Ms. Randy W. S. LAI.