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瑞安建業有限公司*

SHUI ON CONSTRUCTION AND MATERIALS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 983)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Shui On Construction and Materials Limited (the “Company”) will be held at Harbour View Ballroom I (Level 4), Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Wednesday, 7 September 2011 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

AS ORDINARY RESOLUTIONS

- (1) **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares with a nominal value of HK\$1.00 each in the capital of the Company to be issued pursuant to the exercise of such option, the grant of an option to Mr. Choi Yuk Keung, Lawrence to subscribe for 6,500,000 shares of the Company under the share option scheme adopted by the Company on 27 August 2002 on the terms set out in the circular issued by the Company on 12 August 2011 be and is hereby approved, ratified and confirmed and that the directors of the Company be authorised to take all such steps as may be necessary or desirable to give effect to the grant.”
- (2) **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares with a nominal value of HK\$1.00 each in the capital of the Company to be issued pursuant to the exercise of such option, the grant of an option to Mr. Wong Kun To, Philip to subscribe for 10,800,000 shares of the Company under the share option scheme adopted by the Company on 27 August 2002 on the terms set out in the circular issued by the Company on 12 August 2011 be and is hereby approved, ratified and confirmed and that the directors of the Company be authorised to take all such steps as may be necessary or desirable to give effect to the grant.”

* For identification purpose only

- (3) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares with a nominal value of HK\$1.00 each in the capital of the Company to be issued pursuant to the exercise of such option, the grant of an option to Mr. Wong Fook Lam, Raymond to subscribe for 6,500,000 shares of the Company under the share option scheme adopted by the Company on 27 August 2002 on the terms set out in the circular issued by the Company on 12 August 2011 be and is hereby approved, ratified and confirmed and that the directors of the Company be authorised to take all such steps as may be necessary or desirable to give effect to the grant.”
- (4) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares with a nominal value of HK\$1.00 each in the capital of the Company to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 27 August 2002 (the “Share Option Scheme”) and any other share option scheme(s) as may from time to time be adopted by the Company:
- (a) approval be granted for the refreshment of the general limit in respect of the grant of options to subscribe for shares of the Company under the Share Option Scheme and any other share option scheme(s) of the Company provided that (i) the total number of shares in respect of which options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of shares of the Company in issue at the date of passing this resolution; and (ii) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or exercised options and those options referred to in resolutions (1) to (3) as set out in the notice convening this meeting provided that such resolutions have been passed) will not be counted for the purpose of calculating the 10% refreshed limit; and
- (b) the directors of the Company be authorised to offer or grant options pursuant to the Share Option Scheme and any other share option scheme(s) of the Company within the 10% refreshed limit and to exercise all powers of the Company to allot and issue shares upon the exercise of such options.”

AS A SPECIAL RESOLUTION

- (5) “**THAT** subject to and conditional upon the approval by the Registrar of Companies in Bermuda being obtained:
- (a) the name of the Company be changed from “Shui On Construction and Materials Limited” to “SOCAM Development Limited”;
 - (b) “瑞安建業有限公司” be adopted as the Chinese name of the Company for identification purpose; and
 - (c) the directors of the Company be authorised to take all such steps and execute all such documents as may be necessary or desirable to give effect to the change of name of the Company.”

By Order of the Board
Tsang Yuet Kwai, Anita
Company Secretary

Hong Kong, 12 August 2011

Notes:

- (1) Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the head office of the Company at 34th Floor, Shui On Centre, 6-8 Harbour Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting.

At the date of this announcement, the executive directors of the Company are Mr. Lo Hong Sui, Vincent, Mr. Choi Yuk Keung, Lawrence, Mr. Wong Yuet Leung, Frankie, Mr. Wong Kun To, Philip and Mr. Wong Fook Lam, Raymond; and the independent non-executive directors of the Company are Mr. Gerrit Jan de Nys, Ms. Li Hoi Lun, Helen, Mr. David Gordon Eldon, Mr. Chan Kay Cheung and Mr. Tsang Kwok Tai, Moses.

Website: www.socam.com