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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)**

**COMPLETION OF THE MAJOR TRANSACTION IN RELATION  
TO THE CONDITIONAL DISPOSAL OF 61.54%  
SHARE INTEREST AND RELATED LOANS  
IN RICHCOST GROUP LIMITED**

**AND**

**CONNECTED TRANSACTION  
WAIVER OF NON-PAYMENT FEE OWED BY MAIN ZONE**

**COMPLETION OF THE DISPOSAL**

References are made to the announcement dated 14 November 2017, the circular dated 5 December 2017 (the “**Circular**”) of Shui On Land Limited (the “**Company**”) and the further announcements dated 28 December 2017 and 29 March 2018 respectively in relation to the conditional major disposal of 61.54% share interest and the related loans in Richcoast. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Circular. The Board is pleased to advise that Completion of the Disposal took place on 14 May 2018.

**TERMINATION DEED - WAIVER OF FEE DUE BY MAIN ZONE**

The Board also wishes to advise that pursuant to the termination deed executed on 14 May 2018 in relation to the waiver of the Non-payment Fee owed by the Purchaser to Innovate Zone as part of the Transaction as disclosed in the Circular, Innovate Zone has also agreed to waive the fee due by Main Zone Group Limited (“**Main Zone**”) a direct wholly owned subsidiary of SOCAM to Innovate Zone for an amount of RMB27,535,310 (equivalent to approximately HK\$34,122,700) (the “**SOCAM Non-payment Fee**”).

## **IMPLICATIONS OF THE LISTING RULES**

As at the date of this announcement, Mr. Vincent Lo, who is the Chairman of the Company and an executive Director, and his associates are together entitled to control the exercise of more than 30% of the voting power at general meetings of the Company and a connected person of the Company. Mr. Vincent Lo is also an executive director and the chairman of SOCAM, and he together with his associates are in control of more than 30% of the voting power at general meetings of SOCAM. As such, Main Zone, being a subsidiary of SOCAM, is an associate of Mr. Vincent Lo and is a connected person of the Company. The waiver of the SOCAM Non-payment Fee constitutes a connected transaction of the Company. As the highest applicable percentage ratio calculated pursuant to Rule 14.07 in respect of the waiver of the SOCAM Non-payment Fee is more than 0.1% but less than 5%, such waiver is subject to reporting and announcement requirement but exempt from circular and independent shareholders' approval requirement under the Listing Rules.

## **COMPLETION OF THE DISPOSAL**

Reference is made to the announcement and the Circular of the Company respectively dated 14 November 2017 and 5 December 2017 and the further announcements dated 28 December 2017 and 29 March 2018 respectively in relation to the conditional major disposal of 61.54% share interest and the related loans in Richcoast. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Circular. The Board is pleased to advise that Completion of the Disposal took place on 14 May 2018.

## **TERMINATION DEED - WAIVER OF FEE DUE BY MAIN ZONE**

### **Date**

14 May 2018

### **Parties**

- (1) Innovate Zone;
- (2) Main Zone;
- (3) Purchaser;
- (4) Richcoast;

- (5) 大連軟件園中興開發有限公司;
- (6) 大連軟件園榮達開發有限公司; and
- (7) 瑞安管理(上海)有限公司.

### **Subject matter**

Reference is made to the Circular in relation to, among other things, the waiver of the Non-payment Fee to be given by Innovate Zone in favour of the Purchaser on Completion as part of the Transaction disclosed under the section headed “Financial Assistance in relation to the Non-payment Fee under the Contribution Agreement” in the Circular.

It was noted that Main Zone, a direct wholly owned subsidiary of SOCAM and formerly a shareholder of Richcoast, is also liable under the Contribution Agreement to pay to Innovate Zone a fee with respect to certain loans provided. Such fee payable by Main Zone, i.e. the SOCAM Non-payment Fee, amounts to approximately RMB27,535,310 (equivalent to approximately HK\$34,122,700).

As a term of the Transaction, Innovate Zone has upon Completion on 14 May 2018 entered into the termination deed to waive the Non-payment Fee. Incidental to such waiver and the Completion of the Disposal, Innovate Zone has also agreed with Main Zone to waive the SOCAM Non-payment Fee. Such waiver is determined based on arm’s length negotiations with Main Zone. Having considered the benefit of Completion of the Disposal, the Directors (including the independent non executive Directors) considered the terms of the termination deed to be fair and reasonable, on normal commercial terms and is in the interest of the Company and its shareholders as a whole, notwithstanding the aforementioned transactions are not in the ordinary course of business of the Group.

### **IMPLICATIONS OF THE LISTING RULES**

As at the date of this announcement, Mr. Vincent Lo, who is the Chairman of the Company and an executive Director, and his associates are together entitled to control the exercise of more than 30% of the voting power at general meetings of the Company and a connected person of the Company. Mr. Vincent Lo is also an executive director and the chairman of SOCAM, and he together with his associates are in control of more than 30% of the voting power at general meetings of SOCAM. As such, Main Zone, being a subsidiary of SOCAM, is an associate of Mr. Vincent Lo and is a connected person of the Company. The waiver of the SOCAM Non-payment Fee constitutes a connected transaction of the Company. As the highest applicable percentage ratio calculated pursuant to Rule 14.07 in respect of the waiver of the SOCAM Non-payment Fee is more than 0.1% but less than 5%, such waiver is subject to reporting and announcement requirement but exempt from circular and independent shareholders’ approval requirement under the Listing Rules. None of the

Directors has any material interest in the waiver of the SOCAM Non-payment Fee. Nevertheless, to adhere to the highest level of good corporate governance, each of Mr. Vincent Lo and Mr. Frankie Wong voluntarily abstained from voting on the Board resolutions for approving the SOCAM Non-payment Fee.

*For the purpose of this announcement and for illustrative purpose only, RMB is converted into HK\$ at the rate of HK\$1:RMB0.80695. No representation is made that any amounts in RMB have been or could be converted at the above rates.*

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

Hong Kong, 14 May 2018

*At the date of this announcement, the executive directors of the Company are Mr. Vincent H. S. LO (Chairman) and Mr. Douglas H. H. SUNG (Chief Financial Officer); 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, Dr. William K. L. FUNG, Professor Gary C. BIDDLE, Dr. Roger L. McCARTHY, Mr. David J. SHAW and Mr. Anthony J. L. NIGHTINGALE.*

\* *For identification purposes only*