

# Sino-Ocean Land (Perpetual Finance) Limited

*(Incorporated in British Virgin Island with limited liability)*

The Board of Directors of Sino-Ocean Land (Perpetual Finance) Limited (the “Company”) announces that Sino-Ocean Land Holdings Limited, the Company’s parent company, has released an announcement of Poll Results of the Annual General Meeting held on 12 May 2015 and the announcement as attached has been posted on the websites of The Stock Exchange of Hong Kong Limited and Sino-Ocean Land Holdings Limited.

By Order of the Board

**Sino-Ocean Land (Perpetual Finance) Limited**

**SUM Pui Ying**

*Director*

12 May 2015

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**远洋地产**

**遠洋地產控股有限公司**

**Sino-Ocean Land Holdings Limited**

(incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

**(Stock Code: 03377)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 12 MAY 2015**

**POLL RESULTS OF THE AGM**

The Board of the Company hereby announces that all the proposed resolutions set out in the AGM Notice dated 9 April 2015 were duly passed by the Shareholders by way of poll at the AGM held on 12 May 2015.

**POLL RESULTS OF THE AGM**

The board of directors (the “**Board**”) of Sino-Ocean Land Holdings Limited (the “**Company**”) hereby announces that all the proposed resolutions set out in the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) dated 9 April 2015 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on 12 May 2015 at Nathan Room, Lower Level Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 7,523,795,848 Shares, which was the total number of Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. None of the Shares entitled the Shareholders to attend the AGM and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no Shareholders were required under the Listing Rules to abstain from voting at the AGM. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM.

All the resolutions as set out in the AGM Notice, which were voted by poll, were approved by the Shareholders. The poll results in respect of the resolutions proposed at the AGM were as follows:

| Ordinary Resolutions |                                                                                                                                                                        | Number of Shares<br>(Approximate percentage) |                             |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------|
|                      |                                                                                                                                                                        | For                                          | Against                     |
| 1.                   | To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the financial year ended 31 December 2014. | 5,224,490,164<br>(99.999980%)                | 1,050<br>(0.000020%)        |
| 2.                   | To declare a final dividend (together with a scrip alternative) for the year ended 31 December 2014.                                                                   | 5,224,703,165<br>(99.999951%)                | 2,570<br>(0.000049%)        |
| 3(A).                | To re-elect Ms. Liu Hui as executive director and authorise the Board of the Company to fix her remuneration.                                                          | 5,194,037,788<br>(99.459038%)                | 28,250,608<br>(0.540962%)   |
| 3(B).                | To re-elect Mr. Chen Runfu as executive director and authorise the Board of the Company to fix his remuneration.                                                       | 5,194,037,281<br>(99.459038%)                | 28,250,607<br>(0.540962%)   |
| 3(C).                | To re-elect Mr. Yang Zheng as non-executive director and authorise the Board of the Company to fix his remuneration.                                                   | 4,830,276,193<br>(92.493478%)                | 392,012,211<br>(7.506522%)  |
| 3(D).                | To re-elect Mr. Fang Jun as non-executive director and authorise the Board of the Company to fix his remuneration.                                                     | 4,870,963,213<br>(93.272573%)                | 351,325,691<br>(6.727427%)  |
| 3(E).                | To re-elect Mr. Chung Chun Kwong, Eric as non-executive director and authorise the Board of the Company to fix his remuneration.                                       | 4,830,275,187<br>(92.493459%)                | 392,013,209<br>(7.506541%)  |
| 3(F).                | To re-elect Mr. Gu Yunchang as independent non-executive director and authorize the Board of the Company to fix his remuneration.                                      | 5,212,031,150<br>(99.803577%)                | 10,257,754<br>(0.196423%)   |
| 4.                   | To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board of the Company to fix their remuneration.                                       | 5,224,702,170<br>(99.999941%)                | 3,057<br>(0.000059%)        |
| 5(A).                | Ordinary resolution as set out in item 5(A) of the AGM Notice (To grant a general mandate to the directors to issue shares of the Company).                            | 4,229,333,038<br>(80.948716%)                | 995,373,697<br>(19.051284%) |
| 5(B).                | Ordinary resolution as set out in item 5(B) of the AGM Notice (To grant a general mandate to the directors to repurchase shares of the Company).                       | 5,222,280,849<br>(99.999846%)                | 8,055<br>(0.000154%)        |
| 5(C).                | Ordinary resolution as set out in item 5(C) of the AGM Notice (To extend the general mandate to the directors to issue shares of the Company).                         | 4,234,291,136<br>(81.043637%)                | 990,414,083<br>(18.956363%) |

Computershare Hong Kong Investor Services Limited, the Company's share registrar, was the scrutineer for the vote-taking at the AGM.

By order of the Board  
**Sino-Ocean Land Holdings Limited**  
**LAM Tsz Kin**  
*Company Secretary*

Hong Kong, 12 May 2015

*As at the date of this announcement, the directors of the Company comprise:*

*Executive directors:*

Mr. LI Ming  
Ms. LIU Hui  
Mr. CHEUNG Vincent Sai Sing  
Mr. CHEN Runfu  
Mr. WEN Haicheng

*Non-executive directors:*

Mr. YANG Zheng  
Mr. FANG Jun  
Mr. CHUNG Chun Kwong, Eric

*Independent non-executive directors:*

Mr. TSANG Hing Lun  
Mr. GU Yunchang  
Mr. HAN Xiaojing  
Mr. ZHAO Kang