

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## 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 15 MAY 2009**

The Board of the Company hereby announces that all the proposed resolutions set out in the notice convening the AGM dated 8 April 2009 were duly passed by the shareholders of the Company by way of poll at the AGM held on 15 May 2009.

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 convening the annual general meeting (the “AGM”) dated 8 April 2009 were duly passed by the shareholders of the Company by way of poll at the AGM held on 15 May 2009 at Island Ballroom C, 5/F., Island Shangri-la Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong.

As at the date of the AGM, the total number of issued shares of the Company was 4,671,298,000, 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. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM.

All the resolutions, which were voted by poll, were approved by the shareholders of the Company. The poll results in respect of the resolutions proposed at the AGM were as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of votes (Approx. %)</b>	
		<b>For</b>	<b>Against</b>
1	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors for the year ended 31 December 2008. (Ordinary resolution numbered 1 as set out in the notice of the AGM dated 8 April 2009)	2,993,391,309 (99.999900%)	3,000 (0.000100%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution			
2	To declare a final dividend (together with a scrip alternative) for the year ended 31 December 2008. (Ordinary resolution numbered 2 as set out in the notice of the AGM dated 8 April 2009)	3,061,710,809 (99.999918%)	2,500 (0.000082%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution			
3(I)	To re-elect Mr. Liang Yanfeng as director of the Company and authorize the board of directors of the Company to fix his remuneration. (Ordinary resolution numbered 3 as set out in the notice of the AGM dated 8 April 2009)	3,026,971,084 (98.865349%)	34,739,725 (1.134651%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution			
3(II)	To re-elect Mr. Tsang Hing Lun as director of the Company and authorize the board of directors of the Company to fix his remuneration. (Ordinary resolution numbered 3 as set out in the notice of the AGM dated 8 April 2009)	3,021,868,309 (99.028563%)	29,643,500 (0.971437%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution			

<b>ORDINARY RESOLUTIONS</b>		<b>Number of votes (Approx. %)</b>	
		<b>For</b>	<b>Against</b>
3(III)	To re-elect Mr. Gu Yunchang as director of the Company and authorize the board of directors of the Company to fix his remuneration. (Ordinary resolution numbered 3 as set out in the notice of the AGM dated 8 April 2009)	3,021,869,809 (99.028580%)	29,643,000 (0.971420%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution			
4	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorize the board of directors of the Company to fix their remuneration. (Ordinary resolution numbered 4 as set out in the notice of the AGM dated 8 April 2009)	3,049,298,858 (99.594526%)	12,414,451 (0.405474%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution			
5(A)	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's shares, not exceeding 20% of the issued share capital of the Company as at the date of this resolution. (Ordinary resolution numbered 5(A) as set out in the notice of the AGM dated 8 April 2009)	2,539,085,433 (82.922374%)	522,917,376 (17.077626%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution			
5(B)	To grant a general mandate to the directors of the Company to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of this resolution. (Ordinary resolution numbered 5(B) as set out in the notice of the AGM dated 8 April 2009)	3,062,000,809 (99.999935%)	2,000 (0.000065%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution			

ORDINARY RESOLUTIONS		Number of votes (Approx. %)	
		For	Against
5(C)	To extend the general mandate granted to the directors of the Company to allot, issue and deal with the Company's shares pursuant to the ordinary resolution numbered 5(A) with an amount representing the aggregate amount of shares in the Company repurchased pursuant to the ordinary resolution numbered 5(B). (Ordinary resolution numbered 5(C) as set out in the notice of the AGM dated 8 April 2009)	2,539,086,433 (82.922421%)	522,915,876 (17.077579%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution			

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**  
**Adrian Sum**  
*Company Secretary*

Hong Kong, 15 May 2009

*As at the date of this announcement, the Board comprises two Executive Directors, namely Mr. Li Ming (Chief Executive Officer) and Mr. Chen Runfu; four Non-executive Directors, namely Mr. Li Jianhong (Chairman), Mr. Luo Dongjiang (Vice-Chairman), Mr. Liang Yanfeng and Mr. Yin Yingneng Richard; and four Independent Non-executive Directors, namely Mr. Tsang Hing Lun, Mr. Gu Yunchang, Mr. Han Xiaojing and Mr. Zhao Kang.*