



25 February 2011

**Possible proposed voluntary conditional partial cash offer for 54,000,000 shares in the ordinary share capital of Shui On Construction and Materials Limited (the “Company”)**

**Disclosure of dealings in the shares of the Company**

The Executive received the following disclosure of securities dealings pursuant to Rule 22 of the Hong Kong Code on Takeovers and Mergers:

Party	Date	Bought / Sold	No. of Shares	Unit Price (HK\$)	Resultant balance and percentage of class
UBS AG	24 February 2011	Sold	2,000	10.18	35,331,497 (7.22%)
UBS AG	24 February 2011	Sold	2,000	10.24	
UBS AG	24 February 2011	Sold	2,000	10.24	
UBS AG	24 February 2011	Sold	2,000	10.40	
UBS AG	24 February 2011	Sold	2,000	10.16	

End

Note:

1. UBS AG is an associate of the Company under class 6 of the definition of “associate” of The Hong Kong Code on Takeovers and Mergers.