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**SOHO CHINA LIMITED**

**SOHO 中國有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 410)**

**ANNOUNCEMENT PURSUANT TO  
RULE 13.18 OF THE LISTING RULES**

**US\$965 MILLION EQUIVALENT  
4-YEAR TRANSFERABLE TERM LOAN FACILITIES**

This announcement is made pursuant to Rule 13.18 of the Listing Rules. The Company entered into the Credit Agreement with a syndicate of banks on 27 September 2013 for the 4-year transferable term loan facilities of US\$415 million and HK\$4,263 million (equivalent to approximately US\$550 million), bearing interest at the rate of LIBOR/HIBOR (as the case may be) plus interest margin of 3.20% per annum. The Credit Agreement contains specific performance obligations on the controlling shareholders of the Company.

The Board believes that the large volume and the low cost of the Syndicated Loan fully reflect the strength of the Group's financial strategy and its creditability.

The board of directors (the "**Board**") of SOHO China Limited (the "**Company**", together with its subsidiaries, the "**Group**") wishes to announce that on 27 September 2013, the Company, as borrower, entered into a credit agreement (the "**Credit Agreement**") with a syndicate of banks for the US\$415 million and HK\$4,263 million (equivalent to approximately US\$550 million) (the "**Total Commitments**") 4-year transferable term loan facilities (the "**Syndicated Loan**"). The Syndicated Loan will bear interest at the rate of LIBOR/HIBOR (as the case may be) plus interest margin of 3.20% per annum. The Syndicated Loan is for the repayment and/or prepayment of the existing loan facilities of the Company.

The Board believes that the large volume and the low financing cost of the Syndicated Loan fully reflect the strength of the Group's financial strategy and its creditability.

Pursuant to the terms of the Credit Agreement, the Company as borrower and certain subsidiaries of the Company, as guarantors, must, among others, procure that:

1. Mrs. Pan Zhang Xin Marita ("**Mrs. Pan**") and the Little Brothers Settlement constituted on 25 November 2005 by a deed of settlement between Mrs. Pan as settlor and HSBC International Trustee Limited as original trustee and under which Mrs. Pan is also the protector and a beneficiary (the "**Trust**"), in the aggregate, remain the beneficial owners of not less than 51% of the entire issued share capital of the Company; and

2. (i) Mr. Pan Shiyi (“**Mr. Pan**”) or Mrs. Pan remain as the chairman of the Company at all times; or (ii) Mr. Pan or Mrs. Pan remain as the chief executive officer of the Company at all times, unless the chairman or the chief executive officer is replaced by a person approved by the majority lenders within 30 days from the date each of Mr. Pan and Mrs. Pan cease to be either the chairman or the chief executive officer of the Company (as the case may be),

otherwise, the facility agent may, and must if so instructed by the majority lenders, by notice to the Company:

- (a) cancel all or part of the Total Commitments; and/or
- (b) declare that all or part of any amounts outstanding under the Credit Agreement and/or other documentation in relation to the Syndicated Loan are (i) immediately due and payable; and/or (ii) payable on demand by the facility agent acting on the instructions of the majority lenders; and/or
- (c) instruct the common security agent to enforce the security over any or all the assets secured by the security documents entered into in relation to the Syndicated Loan in the manner as stipulated thereunder.

As at the date of this announcement, each of Boyce Limited and Capevale Limited (BVI), both of which were incorporated in the British Virgin Islands, was interested in approximately 34.24% of the entire issued share capital of the Company. Boyce Limited and Capevale Limited (BVI) are wholly-owned subsidiaries of Capevale Limited, a company incorporated in the Cayman Islands, which is in turn wholly-owned by HSBC International Trustee Limited. HSBC International Trustee Limited (in its capacity as the trustee of the Trust) is the legal owner of approximately 68.52% of the entire issued share capital of the Company as at the date of this announcement.

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). In accordance with the requirements under Rule 13.21 of the Listing Rules, disclosures will be included in the annual and interim reports of the Company for so long as the circumstances giving rise to the abovementioned obligations continue to exist.

By order of the Board  
**SOHO China Limited**  
**Pan Shiyu**  
Chairman

Beijing, the People’s Republic of China  
30 September 2013

*As at the date of this announcement, the Board comprises Mr. Pan Shiyi, Mrs. Pan Zhang Xin Marita, Ms. Yan Yan, Ms. Tong Ching Mau and Mr. Yin Jie, being the executive Directors, and Dr. Ramin Khadem, Mr. Cha Mou Zing, Victor and Mr. Yi Xiqun, being the independent non-executive Directors.*