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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)**

## **FULL CONVERSION OF 3.75% CONVERTIBLE BONDS DUE 2014**

This announcement is made pursuant to provisions on inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

References are made to the announcements of SOHO China Limited (the “**Company**”) dated 27 May 2009 and 2 July 2009 in relation to the issue of 3.75% convertible bonds due 2014 (the “**Bonds**”) and the announcement of the Company dated 18 November 2013 (the “**Redemption Announcement**”) in relation to the Company’s intention to redeem the Bonds. Unless the context otherwise requires, capitalized terms and expressions used herein shall have the same meaning as those used in the terms and conditions of the Bonds (the “**Conditions**”).

Following the Redemption Announcement, the Company received conversion notices from all Bondholders for the full conversion of the outstanding Bonds in the principal amount of HK\$2,218 million in accordance with the Conditions.

Pursuant to such conversion notices, the Company had issued and allotted during 22 November 2013 to 12 December 2013 a total of 434,901,929 Shares in the ordinary issued share capital of the Company (the “**Conversion Shares**”) to the Bondholders at the Conversion Price of HK\$5.10 per Share. The Conversion Shares rank *pari passu* with all the existing Shares as at the date of allotment and among themselves in all respects, and represent approximately 8.2% of the Company’s issued ordinary share capital as at the date of this announcement as enlarged by the issue and allotment of the Conversion Shares.

As all outstanding Bonds have been fully converted and no Bonds remain outstanding, no redemption of the Bonds as set out in the Redemption Announcement will be carried out on the Redemption Date.

The Company intends to complete any formalities in relation to the delisting of the Bonds from the Singapore Stock Exchange as soon as possible.

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

Hong Kong, 18 December 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.*