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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)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 13 MAY 2014  
AND  
DIVIDEND PAYMENT  
AND  
RETIREMENT OF EXECUTIVE DIRECTOR  
AND  
RESIGNATION OF EXECUTIVE DIRECTOR AND  
CHIEF FINANCIAL OFFICER**

**POLL RESULTS OF ANNUAL GENERAL MEETING**

At the annual general meeting (the “AGM”) of SOHO China Limited (the “Company”) held on 13 May 2014, all the proposed resolutions as set out in the notice of AGM dated 8 April 2014 were duly passed by way of poll.

As at the date of the AGM, the total number of issued shares of the Company was 5,269,283,031 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. All the resolutions were approved by shareholders of the Company. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "Directors") and the auditors of the Company (the "Auditors") for the year ended 31 December 2013.	4,428,294,776 99.999955%	2,000 0.000045%
2.	To declare a final dividend for the year ended 31 December 2013.	4,429,229,776 99.999977%	1,000 0.000023%
3.	To re-elect Mrs. Pan Zhang Xin Marita as an executive Director.	4,401,939,225 99.383853%	27,290,551 0.616147%
4.	To re-elect Ms. Yan Yan as an executive Director.	4,416,823,905 99.719920%	12,405,371 0.280080%
5.	To authorise the board of directors of the Company (the "Board") to fix the remuneration of the Directors.	4,411,919,776 99.711719%	12,755,500 0.288281%
6.	To re-appoint PricewaterhouseCoopers as Auditors and authorise the Board to fix their remuneration.	4,423,012,276 99.859581%	6,219,500 0.140419%
7.	(A) To give a general mandate to the Directors to allot, issue and deal with the additional shares not exceeding 20 per cent of the issued share capital of the Company.	3,447,935,161 77.848019%	981,124,428 22.151981%
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10 per cent of the issued share capital of the Company.	4,429,101,776 99.999842%	7,000 0.000158%
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution no. 7(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under the ordinary resolution no. 7(B).	3,452,218,715 77.942179%	976,986,061 22.057821%

As more than 50% of votes were cast in favour of the resolutions numbered 1 to 7, all the above resolutions were duly passed as ordinary resolutions.

## **DIVIDEND PAYMENT**

The proposal for the payment of final dividend of RMB0.13 per share to the shareholders was approved at the AGM. The exchange rate adopted for conversion was the average closing exchange rate published by the People's Bank of China of the five business days prior to the declaration of dividends (i.e. 6 May 2014 to 12 May 2014) (RMB1=HK\$1.258977). Accordingly, the amount of final dividend payable in Hong Kong dollars will be HK\$0.163667 per share.

The register of members of the Company will be closed from Monday, 19 May 2014 to Wednesday, 21 May 2014 (both days inclusive), during which period no transfer of shares will be registered. To ensure the entitlement to the final dividend, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 16 May 2014.

The dividend warrants will be distributed to the shareholders on or before 10 June 2014.

## **RETIREMENT OF EXECUTIVE DIRECTOR**

The Board announces that Mr. Yin Jie ("Mr. Yin"), who retired pursuant to articles 87(1) and 87(2) of the Company's articles of association and did not offer himself for re-election at the AGM, would cease to be a Director on the conclusion of the AGM.

Mr. Yin confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

After retirement, Mr. Yin remains as a senior vice president of the Company responsible for the overall project design.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Yin for his valuable contributions to the Company during the past years.

## **RESIGNATION OF AN EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER**

The Board announces that Ms. Tong Ching Mau ("Ms. Tong") has resigned as an executive Director and the chief financial officer of the Company with effect from 13 May 2014 to pursue other business opportunities. Despite her resignation, Ms. Tong will remain as a senior advisor of the Company.

Ms. Tong confirmed that she has no disagreement with the Board and there are no matters relating to her resignation that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Tong for her valuable contributions to the Company during the past years.

The Board is in the process of identifying a suitable candidate to fulfill the responsibilities of the chief financial officer. Before the suitable candidate is found, the duties of the chief financial officer will be undertaken by Ms. Yan Yan, an executive Director and the president of the Company.

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

Hong Kong, 13 May 2014

*As at the date of this announcement, the executive Directors are Mr. Pan Shiyi, Mrs. Pan Zhang Xin Marita, and Ms. Yan Yan; and the independent non-executive Directors are Dr. Ramin Khadem, Mr. Cha Mou Zing Victor and Mr. Yi Xiqun.*