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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 8 MAY 2015
AND
DIVIDEND PAYMENT
AND
CHANGE OF COMPOSITION OF THE BOARD AND
THE BOARD COMMITTEES**

POLL RESULTS OF ANNUAL GENERAL MEETING

At the annual general meeting (the “AGM”) of SOHO China Limited (the “Company”) held on 8 May 2015, all the proposed resolutions as set out in the notice of AGM dated 8 April 2015 were duly passed by way of poll.

As at the date of the AGM, the total number of issued shares of the Company was 5,199,524,031 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 "Shareholders"). 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 auditors of the Company (the "Auditors") for the year ended 31 December 2014. | 4,226,766,046 99.999657% | 14,500 0.000343% |
| 2. | To declare a final dividend of RMB0.13 per share for the year ended 31 December 2014. | 4,227,129,546 99.999586% | 17,500 0.000414% |
| 3. | To authorise the board of Directors (the "Board") to fix the remuneration of the Directors. | 4,217,900,646 99.987142% | 542,400 0.012858% |
| 4. | To re-appoint PricewaterhouseCoopers as Auditors and authorise the Board to fix their remuneration. | 4,222,275,711 99.884773% | 4,870,835 0.115227% |
| 5. | (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. | 3,467,786,686 82.036180% | 759,356,360 17.963820% |
| | (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. | 4,224,312,113 99.938680% | 2,591,933 0.061320% |
| | (C) To extend the authority given to the Directors pursuant to the ordinary resolution no. 5(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under the ordinary resolution no. 5(B). | 3,471,291,285 82.120399% | 755,784,261 17.879601% |

As more than 50% of votes were cast in favour of the resolutions numbered 1 to 5, 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. 30 April 2015 to 7 May 2015) (RMB1=HK\$1.267632). Accordingly, the amount of final dividend payable in Hong Kong dollars will be HK\$0.164792 per share.

The register of members of the Company will be closed from Thursday, 14 May 2015 to Monday, 18 May 2015 (both days inclusive), during which period no transfer of shares will be registered. To ensure the entitlement to the final dividend, all transfers 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 Wednesday, 13 May 2015.

The dividend warrants will be distributed to the Shareholders on or before 1 June 2015.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that each of Dr. Ramin Khadem ("Dr. Khadem") and Mr. Yi Xiquan ("Mr. Yi"), 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 an independent non-executive director of the Company upon the conclusion of the AGM.

Each of Dr. Khadem and 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").

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that Mr. SUN Qiang Chang ("Mr. Sun") and Mr. XIONG Ming Hua ("Mr. Xiong") were appointed as independent non-executive Directors respectively, each with effect from the conclusion of the board meeting (the "Board Meeting") held immediately after the AGM.

The biographical details of Mr. Sun and Mr. Xiong are as follows:

Mr. SUN Qiang Chang

Mr. Sun Qiang Chang, aged 59, is an independent non-executive Director. Mr. Sun is the founder and current chairman of the China Venture Capital Association and the founder and executive vice chairman of the China Real Estate Developers and Investors Association. He is also a member of the Asia Executive Board of the Wharton School, a member of the Asia Pacific Council of the Nature Conservancy and the founder and managing partner of Black Soil Ltd., an agriculture investment company. Prior to founding Black Soil Ltd., he was the chairman, Asia Pacific at Warburg Pincus, a global private equity firm. Mr. Sun has over 25 years of experience in the field of private equity investment in the United States and in Asia. Mr. Sun obtained his Bachelor of Arts degree from the Beijing Foreign Studies University and completed a post-graduate program offered by the United Nations, where he worked as a staff translator in New York for 3 years. Mr. Sun earned a joint degree of MA/MBA from the Joseph Lauder Institute of International Management and the Wharton School of the University of Pennsylvania.

Mr. Sun entered into an appointment letter with the Company for a term of three years commencing from 8 May 2015 and expiring on 7 May 2018, which may be terminated by either party serving not less than three months' written notice to the other. Mr. Sun is entitled to an annual fee of HKD335,000 which was determined by the Board with reference to his job responsibility and prevailing market rate.

Mr. Sun does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Meanwhile, he does not have any interest in the listed securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Sun has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years, nor held any other positions in the Company or any of its subsidiaries. Save as disclosed herein, there is no information relating to Mr. Sun that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning the appointment of Mr. Sun that needs to be brought to the attention of the Stock Exchange and the Shareholders.

Mr. XIONG Ming Hua

Mr. Xiong Ming Hua, aged 50, is an independent non-executive Director. Mr. Xiong is the founder and managing partner of Seven Seas Ventures, a venture capital firm focusing on investing cross border technology companies in the United States (the “U.S.”) and China. Mr. Xiong was a chief technology officer for Tencent Holdings Limited (a company listed on the Stock Exchange, Stock Code: 700) from 2005 to 2013, where he was responsible for product strategy planning of the overall platform, new product innovation, research and development of core technologies, and management for engineering excellence. He worked at Microsoft Corporation for 9 years, where he was responsible for program management in Internet Explorer, Windows operating system and MSN product groups. He was also a founding director of MSN China Development Center in Shanghai, China. Prior to that, Mr. Xiong worked as staff programmer of internet division of IBM Corporation in New York, the U.S. Mr. Xiong received his Bachelor of Engineering Degree in Information System Engineering from National University of Defense Technology in 1987 and a Master of Science Degree in Information Retrieval from Chinese Defense Science and Technology Information Center (CDSTIC) in Beijing in 1990.

Mr. Xiong entered into an appointment letter with the Company for a term of three years commencing from 8 May 2015 and expiring on 7 May 2018, which may be terminated by either party serving not less than three months’ written notice to the other. Mr. Xiong is entitled to an annual fee of HKD335,000 which was determined by the Board with reference to his job responsibility and prevailing market rate.

Mr. Xiong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Meanwhile, he does not have any interest in the listed securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Xiong has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years, nor held any other positions in the Company or any of its subsidiaries. Save as disclosed herein, there is no information relating to Mr. Xiong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning the appointment of Mr. Xiong that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to welcome Mr. Sun and Mr. Xiong to the Board.

CHANGE OF THE COMPOSITION OF THE AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

Following the retirement of Dr. Khadem, he ceased to be the chairman of the audit committee of the Company (the “Audit Committee”), member of each of the remuneration committee of the Company (the “Remuneration Committee”), the nomination committee of the Company (the “Nomination Committee”) and the compliance committee of the Company (the “Compliance Committee”) upon the conclusion of the AGM.

Following the retirement of Mr. Yi, he ceased to be the chairman of the Compliance Committee and member of each of the Audit Committee and Remuneration Committee upon the conclusion of the AGM.

The Board also announces the following changes to the composition of the Audit Committee, Nomination Committee and Remuneration Committee effective from the conclusion of the Board Meeting:

- (1) Mr. Sun was appointed as the chairman of the Audit Committee and a member of the Remuneration Committee;
- (2) Mr. Xiong was appointed as a member of each of the Audit Committee, Remuneration Committee and Nomination Committee;
- (3) Mr. Cha Mou Zing, Victor (“Mr. Cha”) was re-designated from chairman to member of the Nomination Committee;
- (4) Mr. Pan Shiyi was appointed as chairman of the Nomination Committee following the re-designation of Mr. Cha; and
- (5) Mrs. Pan Zhang Xin Marita ceased to be a member of the Nomination Committee in order to focus on her other roles in the Company.

The updated “List of Directors and Their Role and Function” will be published on the websites of the Stock Exchange and the Company in due course.

CHANGE OF TERMS OF REFERENCE OF THE AUDIT COMMITTEE

The Board announces that in order to enhance the efficiency of the Board committees, the functions of the Compliance Committee were taken up by the Audit Committee after the dissolution of the Compliance Committee with effect from the conclusion of the Board Meeting.

The amended terms of reference of the Audit Committee will be published on the websites of the Stock Exchange and the Company in due course.

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

Hong Kong, 8 May 2015

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 Mr. Sun Qiang Chang, Mr. Cha Mou Zing Victor and Mr. Xiong Ming Hua.