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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)

CONSENT SOLICITATION IN RESPECT OF
5.750% Senior Notes Due 2017
7.125% Senior Notes Due 2022

SOHO China Limited (the “**Company**”) today announced:

- a solicitation of consents (the “**2017 Notes Consent Solicitation**”) to a proposed amendment (the “**2017 Notes Proposal**”) to the indenture, dated as of November 7, 2012 (as supplemented or amended to the date hereof, the “**2017 Notes Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, London Branch, as trustee, governing its 5.750% senior notes due 2017 (ISIN: XS0850023093, Common Code: 085002309) (the “**2017 Notes**”); and

- a solicitation of consents (the “**2022 Notes Consent Solicitation**”, together with the 2017 Notes Consent Solicitation, the “**Consent Solicitation**”) to a proposed amendment (the “**2022 Notes Proposal**”, together with the 2017 Notes Proposal, the “**Proposals**”) to the indenture, dated as of November 7, 2012 (as supplemented or amended to the date hereof, the “**2022 Notes Indenture**”, together with the 2017 Notes Indenture, the “**Indentures**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, London Branch, as trustee, governing its 7.125% senior notes due 2022 (ISIN: XS0851996925, Common Code: 085199692) (the “**2022 Notes**”, together with the 2017 Notes, the “**Notes**”).

On November 7, 2012, we issued the Notes. The terms of the Notes were based on our business and financial conditions at the time. The principal purposes of this Consent Solicitation and the Proposals are to allow the Company greater flexibility in its business plans and financial management in connection with changes to its business model since the Notes were issued. Specifically, we propose to, for each of the Indentures, (i) amend the covenant entitled “Limitation on Indebtedness and Preferred Stock,” (ii) amend the provision entitled “Amendments with Consent of Holders,” (iii) amend the provision entitled “Suspension of Certain Covenants” and (iv) amend and add certain defined terms.

The record date for the Consent Solicitation is 5:00 p.m. Central European time on May 29, 2015 with respect to both the 2017 Notes and the 2022 Notes. The Consent Solicitation will expire at 5:00 p.m. Central European time, on June 15, 2015 with respect to the 2017 Notes and the 2022 Notes, unless extended or terminated by the Company with respect to the 2017 Notes and/or the 2022 Notes.

With respect to the Notes, the Company is offering (i) to the holders of record of the 2017 Notes as of the record date (the “**2017 Notes Holders**”), a consent fee of US\$5.00 for each US\$1,000 in principal amount of the 2017 Notes (the “**2017 Notes Consent Fee**”) and (ii) to the holders of record of the 2022 Notes as of the record date (the “**2022 Notes Holders**”, together with the 2017 Notes Holders, the “ **Holders**” and each a “**Holder**”), a consent fee of US\$5.00 for each US\$1,000 in principal amount of the 2022 Notes (the “**2022 Notes Consent Fee**”, together with the 2017 Notes Consent Fee, the “**Consent Fee**”), in respect of which any Holder has validly delivered (and not validly revoked) a consent on or prior to the relevant expiration date of the Consent Solicitation as described above.

For the 2017 Notes, our obligation to accept consents and pay the 2017 Notes Consent Fee is conditioned on, among other things, (i) there being validly delivered consents (and not validly revoked) from the Holders of not less than a majority in aggregate principal amount of the outstanding 2017 Notes pursuant to the terms of this Consent Solicitation, and (ii) an affirmative determination by us that accepting the consents with respect to the 2017 Notes, paying the 2017 Notes Consent Fee and effecting the transactions contemplated by the Consent Solicitation with respect to the 2017 Notes are in the best interest of the Company.

For the 2022 Notes, our obligation to accept consents and pay the 2022 Notes Consent Fee is conditioned on, among other things, (i) there being validly delivered consents (and not validly revoked) from the Holders of not less than a majority in aggregate principal amount of the outstanding 2022 Notes pursuant to the terms of this Consent Solicitation, and (ii) an affirmative determination by us that accepting the consents with respect to the 2022 Notes, paying the 2022 Notes Consent Fee and effecting the transactions contemplated by the Consent Solicitation with respect to the 2022 Notes are in the best interest of the Company.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposals, Holders of the Notes should refer to the consent solicitation statement dated June 2, 2015 (the “**Consent Solicitation Statement**”). The Consent Solicitation Statement will be distributed to the Holders by Syntax GIS Ltd., the information and tabulation agent for the Consent Solicitation. The Company has engaged Goldman Sachs (Asia) L.L.C. and Morgan Stanley & Co. International plc to act as joint solicitation agents for the Consent Solicitation. Questions from Holders of Notes regarding the Consent Solicitation or requests for additional copies of the Consent Solicitation Statement or other related documents should be directed to the joint solicitation agents at Goldman Sachs (Asia) L.L.C., 68/F, Cheung Kong Center, 2 Queens Road Central, Hong Kong (telephone: +852 2978 2519, +852 2978 0604, +852 2978 0666 or +65 6889 3082; attention: Credit Capital Markets), or (in Asia) Morgan Stanley Asia Limited, Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong (telephone: +852 3963 0371; attention: Debt Capital Markets), (in the U.S.) Morgan Stanley & Co. LLC, Floor 04, 1585 Broadway, New York, New York 10036, U.S.A. (toll free telephone: +800 624 1808/collect: +1 212 761 1057; attention: Liability Management Group) or (in Europe) Morgan Stanley & Co. International plc, 25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom (telephone: +44 20 7677 5040; attention: Liability Management).

This announcement is not a solicitation of consent with respect to any of the Notes. The Consent Solicitation is being made solely by the Consent Solicitation Statement, which sets forth a detailed description of the terms of the Consent Solicitation.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such restrictions.

ABOUT THE COMPANY

We are a leading prime office developer that focuses on the development, leasing and operation of office and retail properties in Beijing and Shanghai. We manage investment properties under our “SOHO” brand with a view to generating stable recurring income that we expect to increase in line with economic growth, building a sustainable foundation for our future development and allowing for capital asset appreciation driven by our investment property portfolio.

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including but not limited to those statements relating to the Consent Solicitation, such as the scheduled expiration date and payment of the Consent Fee, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the of Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the PRC real estate market; changes in the capital markets in general; and the occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

Hong Kong, June 2, 2015

As at the date of this announcement, the executive directors of the Company are Mr. Pan Shiyi, Mrs. Pan Zhang Xin Marita and Ms. Yan Yan; and the independent non-executive directors of the Company are Mr. Sun Qiang Chang, Mr. Cha Mou Zing, Victor and Mr. Xiong Ming Hua.