

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities referred to herein. This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*



**SOHO CHINA LIMITED**  
**SOHO 中國有限公司**

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

**(Stock Code: 410)**

**EXTENSION OF THE EXPIRATION DEADLINE OF THE TENDER  
OFFER FOR ITS US\$400,000,000 7.125% SENIOR NOTES DUE 2022**

Reference is made to SOHO China Limited’s (the “**Company**”) announcement dated September 25, 2015 relating to the commencement of the Tender Offer (as defined below).

The Company has been conducting a cash tender offer (the “**Tender Offer**”) for any and all of its outstanding US\$400,000,000 7.125% Senior Notes Due 2022 (ISIN XS0851996925) (the “**Notes**”).

The Tender Offer was made pursuant to an offer to purchase dated September 25, 2015, (the “**Offer to Purchase**”) and the related Notice of Guaranteed Delivery (as defined in the Offer to Purchase) (together with the Offer to Purchase, the “**Offer Documents**”), and supplemented by the first supplement to the Offer to Purchase dated October 12, 2015 (the “**Supplement**”).

Pursuant to the Offer to Purchase, the Tender Offer period ended at 5:00 p.m., Central European Time, on October 9, 2015, being the expiration deadline of the Tender Offer prior to the date of the Supplement (the “**Original Expiration Deadline**”). As of the Original Expiration Deadline, US\$145,631,000 aggregate principal amount of the Notes had been validly tendered and not validly withdrawn pursuant to the Tender Offer. As of the date of the Supplement, the Company has not accepted for purchase any of the Notes tendered pursuant to the Tender Offer.

The Company is extending the Original Expiration Deadline to 5:00 pm, Central European Time, on October 16, 2015 (the “**New Expiration Deadline**”), unless further extended, reopened, withdrawn or terminated by the Company at its sole discretion. As a result of such extension, the Settlement Date is expected to be on or about October 21, 2015. All other terms and conditions of the Tender Offer remain unchanged as set forth in the Offer Documents.

Pursuant to the Offer to Purchase, Notes, once validly tendered, in accordance with the procedures set out in the Offer to Purchase may be withdrawn at any time before the earlier of (i) the New Expiration Deadline, and (ii) if the Tender Offer is extended, October 8, 2015, being the 10th Business Day after commencement of the Tender Offer. Tendered Notes may also be validly withdrawn in the event the Tender Offer has not been consummated within 60 Business Days after commencement of the Tender Offer. Accordingly, Notes validly tendered in the Tender Offer, whether before or after the Original Expiration Deadline, may no longer be withdrawn unless the Tender Offer has not been consummated within 60 Business Days after commencement of the Tender Offer.

Any Notice of Guaranteed Delivery must be received by the Tender Agent before the New Expiration Deadline and the delivery of any Notes tendered in accordance with the guaranteed delivery procedures set forth in the Offer to Purchase must be made no later than the close of business on the second Business Day after the New Expiration Deadline. Guaranteed deliveries will expire at the close of business of October 20, 2015.

The Company will, on or prior to October 21, 2015, further announce the final aggregate principal amount of the Notes accepted for purchase and the final aggregate principal amount of the Notes that will remain outstanding after payment for the Notes.

For a detailed statement of the terms and conditions of the Tender Offer, holders of the Notes should refer to the Offer Documents and the Supplement. The Offer Documents have been, and the Supplement will be, distributed to holders of the Notes by Syntax GIS Limited, the tender agent appointed by the Company for the Tender Offer (the “**Tender Agent**”). The Offer Documents can also be downloaded from: [www.syntax-gis.com/sohochina](http://www.syntax-gis.com/sohochina).

The Company also appointed Goldman Sachs (Asia) L.L.C., The Hongkong and Shanghai Banking Corporation Limited and Standard Chartered Bank as dealer managers for the Tender Offer.

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

## **ABOUT THE COMPANY**

The Company is a leading prime office developer that focuses on the development, leasing and operation of office and retail properties in Beijing and Shanghai. The Company manages investment properties under its “SOHO” brand with a view to generating stable recurring income that it expects to increase in line with economic growth, building a sustainable foundation for its future development and allowing for capital asset appreciation driven by its investment property portfolio. For more information about the Company, please visit [www.sohochina.com](http://www.sohochina.com).

## **FORWARD-LOOKING STATEMENTS**

This announcement contains forward-looking statements. The Company may also make written or oral forward-looking statements in its annual report to shareholders, in press releases and other written materials, amongst others, and in oral statements made by its officers, directors or employees to third parties. Forward-looking statements include statements about the Company’s beliefs and expectations regarding future events. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement. These factors include, but are not limited to, (i) uncertainty as to the trading market for Notes not purchased, (ii) other purchases or redemption of Notes made by the Company, (iii) conditions to consummation of the Offer not being satisfied or met, (iv) no obligation of the Company to accept any Notes tendered for purchase and (v) non-compliance with the Offer restrictions. In some cases, forward-looking statements can be identified by words or phrases such as “may”, “will”, “expect”, “anticipate”, “target”, “aim”, “estimate”, “intend”, “plan”, “believe”, “potential”, “continue”, “is/are likely to” or other similar expressions. All information provided in this announcement is as of the date of this release, and the Company undertakes no duty to update such information, except as required under applicable law.

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

Hong Kong, October 12, 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Pan Shiyi, Ms. 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.*