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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)

**PROPOSED DECLARATION AND PAYMENT OF
SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT**

The Board is pleased to announce that at the Board meeting held on 15 October 2015, the Board has recommended the declaration and payment of a special dividend of RMB0.348 per Share out of the Share Premium Account.

The declaration and payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at an EGM approving the declaration and payment of the Special Dividend out of the Share Premium Account pursuant to Articles 136 and 137 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company immediately following the payment of the Special Dividend, is unable to pay its liabilities as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.

Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash on or about 27 November 2015 to the qualifying Shareholders whose names appear on the register of members of the Company at close of business on 19 November 2015, being the record date for determination of entitlements to the Special Dividend.

The EGM will be convened to consider and, if thought fit, to approve the declaration and payment of the Special Dividend out of the Share Premium Account. No Shareholder is required under the Listing Rules to abstain from voting on the proposed ordinary resolution at the EGM.

A circular containing further information about the Special Dividend and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

Reference is made to the announcement of the Company dated 2 October 2015 in relation to, among other things, a proposed meeting of the Board for approving the recommendation, declaration and payment of Special Dividend.

The Board is pleased to announce that at the Board meeting held on 15 October 2015, the Board has recommended the declaration and payment of a special dividend of RMB0.348 per Share out of the Share Premium Account.

Subject to the fulfilment of the conditions set out in the section headed “Conditions of the Payment of Special Dividend out of Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Articles 136 and 137 of the Articles of Association and in accordance with the Companies Law.

CONDITIONS OF THE PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

The declaration and payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at an EGM approving the declaration and payment of the Special Dividend out of the Share Premium Account pursuant to Articles 136 and 137 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the payment of the Special Dividend, unable to pay its liabilities as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.

Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash on or about 27 November 2015 to the qualifying Shareholders whose names appear on the register of members of the Company at close of business on 19 November 2015, being the record date for determination of entitlements to the Special Dividend.

REASONS FOR AND EFFECT OF THE PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

To reward the Shareholders, the Board considers it appropriate to distribute the Special Dividend to repay the Shareholders’ support.

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

After taking into consideration of the existing cash flow of the Group, the Board considers that the Company has sufficient cash flow to pay the Special Dividend. The payment of the Special Dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group.

The Directors consider that the declaration and proposed payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 9 November 2015 to 11 November 2015, for the purpose of determining the Shareholders who are entitled to attend and vote at the EGM, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar and transfer office, 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 6 November 2015.

The register of members of the Company will also be closed from 17 November 2015 to 19 November 2015, for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of Shares will be effected. In order to qualify for the proposed Special Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar and transfer office, 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 16 November 2015.

EGM

The EGM will be convened to consider and, if thought fit, to approve the declaration and payment of the Special Dividend out of the Share Premium Account. No Shareholder is required under the Listing Rules to abstain from voting on the proposed ordinary resolution at the EGM.

A circular containing further information about the Special Dividend and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings when used herein:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof
“Company”	SOHO China Limited, an exempted company incorporated on 5 March 2002 in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering the declaration and payment of the Special Dividend
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Share(s)”	ordinary share(s) of nominal value of HK\$0.02 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company

“Share Premium Account”	the share premium account of the Group, the amount standing to the credit of which was approximately RMB7,009 million as at 30 September 2015 based on the unaudited consolidated financial statements of the Company as at that date
“Special Dividend”	the proposed special dividend of RMB0.348 per Share as recommended by the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

Hong Kong, 15 October 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.