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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of SOHO China Limited (the “**Company**”) will be held at The Connaught Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on 13 November 2015, Friday at 2:30 p.m. to consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the declaration and payment of a special dividend of RMB0.348 per ordinary share out of the Share Premium Account of the Company (the “**Special Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors (the “**Board**”) for determining the entitlements to the Special Dividend be and is hereby approved and any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”
2. “**THAT** Mr. Sun Qiang Chang be re-elected as an independent non-executive director of the Company and the Board be authorised to determine his remuneration.”
3. “**THAT** Mr. Xiong Ming Hua be re-elected as an independent non-executive director of the Company and the Board be authorised to determine his remuneration.”

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

Hong Kong, 28 October 2015

Notes:

1. The resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him/her. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the right to attend and vote at the EGM, the register of members of the Company will be closed from 11 November 2015 to 13 November 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s 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, not later than 4:30 p.m. on 10 November 2015.
5. For determining the entitlement to the proposed special dividend, the register of members of the Company will be closed from 19 November 2015 to 23 November 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to receive the proposed special dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s 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, not later than 4:30 p.m. on 18 November 2015.
6. In respect of the ordinary resolutions numbered 2 to 3 above, Mr. Sun Qiang Chang and Mr. Xiong Ming Hua shall retire and, being eligible, have offered themselves for re-election at the EGM. Details of the above retiring directors are set out in the accompanied circular dated 28 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.