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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 18 MAY 2016**

AND

PAYMENT OF SPECIAL DIVIDEND

AND

**APPOINTMENT OF EXECUTIVE DIRECTOR
AND CHIEF FINANCIAL OFFICER**

POLL RESULTS OF ANNUAL GENERAL MEETING

At the annual general meeting (the “**AGM**”) of SOHO China Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) held on 18 May 2016, all the proposed resolutions as set out in the notice of AGM dated 8 April 2016 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 shares entitling the holders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). There were no restrictions on any shareholders of the Company (the “**Shareholders**”) casting votes on any of the proposed resolutions at the AGM. No Shareholders were required under the Listing Rules to abstain from voting on the proposed resolutions at the AGM. No party has stated its intention in the circular of the Company dated 8 April 2016 that it would vote against any proposed resolution or that it would abstain from voting 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 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 2015. | 3,999,715,037 99.998387% | 64,500 0.001613% |
| 2. | To approve 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 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 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. | 3,999,730,037 99.998762% | 49,500 0.001238% |
| 3. | To re-elect Mr. Pan Shiyi as executive Director. | 3,969,594,093 99.259501% | 29,614,111 0.740499% |
| 4. | To re-elect Mr. Cha Mou Zing, Victor as independent non-executive Director. | 3,968,009,754 99.205439% | 31,780,783 0.794561% |
| 5. | To authorise the Board to fix the remuneration of the Directors. | 3,996,025,447 99.993435% | 262,340 0.006565% |
| 6. | To re-appoint PricewaterhouseCoopers as Auditors and authorise the Board to fix their remuneration. | 3,999,474,037 99.998012% | 79,500 0.001988% |

| ORDINARY RESOLUTIONS | | No. of Votes (%) | |
|----------------------|---|-----------------------------|---------------------------|
| | | For | Against |
| 7. | (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 aggregate nominal amount of the issued share capital of the Company. | 3,453,240,951 86.421182% | 542,586,086 13.578818% |
| | (B) To give a general mandate to the Directors to repurchase shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company. | 3,999,341,937 99.997785% | 88,600 0.002215% |
| | (C) To extend the authority given to the Directors pursuant to ordinary resolution no. 7(A) to issue shares by adding to the aggregate nominal amount of the issued share capital of the Company the amount of shares repurchased under ordinary resolution no. 7(B). | 3,460,602,531 86.525002% | 538,938,006 13.474998% |

As more than 50% of votes were cast in favour of the resolutions numbered 1 to 7, all the above resolutions were duly passed as ordinary resolutions.

PAYMENT OF SPECIAL DIVIDEND

The Board is pleased to announce that the Shareholders have approved at the AGM the declaration and payment of the Special Dividend of RMB0.348 per ordinary share out of the share premium account of the Company. 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 Special Dividend (i.e. 11 May 2016 to 17 May 2016) (RMB1=HK\$1.19062). Accordingly, the amount of Special Dividend payable in Hong Kong dollars will be HK\$0.41434 per ordinary share of the Company.

The register of members of the Company will be closed from Tuesday, 24 May 2016 to Monday, 30 May 2016 (both days inclusive), during which period no transfer of shares of the Company will be registered. To ensure the entitlement to the Special Dividend, all transfers of shares of the Company 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 Monday, 23 May 2016.

The dividend warrants will be distributed to the Shareholders on or about 8 June 2016.

APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER

The Board is pleased to announce that Ms. Tong Ching Mau (“**Ms. Tong**”) has rejoined the Company and has been appointed as an executive Director and chief financial officer of the Company with effect from 18 May 2016 and 3 May 2016 respectively. Ms. Tong currently holds directorship in certain subsidiaries of the Group.

Ms. Tong, aged 46, holds a Master of Business Administration degree from Yale University, and a Master and a Bachelor degree of Economics from Fudan University in Shanghai. Prior to rejoining the Group, Ms. Tong was the vice general manager and financial consultant of the board of directors of Red Star Macalline Group Corporation Ltd. (a company listed on the Stock Exchange, stock code: 1528). From 2002 to 2014, Ms. Tong acted as the director of corporate finance and investor relations and then financial controller prior to her promotion as the Chief Financial Officer of the Company, during which period Ms. Tong was responsible for financial management, investor relations and corporate finance of the Company. During 2001 to 2002, she worked in the investment banking division of Credit Suisse First Boston in New York.

Ms. Tong has entered into a service agreement with the Company for a term of three years commencing from 18 May 2016 and may be terminated by either party thereto giving to the other party not less than one month’s prior notice in writing. In accordance with the Company’s articles of association, Ms. Tong will hold office until the forthcoming general meeting of the Company after her appointment and will be eligible for re-election at that meeting and is thereafter subject to rotation requirements and re-election. Ms. Tong will receive a basic salary of RMB1,988,400 annually which was determined by the Board with reference to her job responsibility and prevailing market rate together with discretionary bonus based on her performance.

As at the date of this announcement, Ms. Tong has interest in 166,860 shares of the Company, which includes 38,802 unvested shares granted to her under the Employees’ Share Award Scheme adopted by the Company on 23 December 2010 and 128,058 shares beneficially owned by her, within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Tong has no relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Ms. Tong did not hold any position with the Company or any other members of the Group, nor has any directorships in other listed public companies in the last three years. Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules relating to the appointment of Ms. Tong or that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to extend its welcome to Ms. Tong back to the Company.

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

Hong Kong, 18 May 2016

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