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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)

**ANNOUNCEMENT
PURSUANT TO RULE 13.18 OF THE LISTING RULES**

US\$400 Million Equivalent 1-Year Term Loan Facility

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of SOHO China Limited (the “**Company**”) wishes to announce that on 3 November 2017, the Company, as borrower, and certain subsidiaries of the Company, as guarantors, entered into a credit agreement (the “**Credit Agreement**”) with a syndicate of banks for the US\$400 million (the “**Total Commitment**”) equivalent 1-year term loan facility (the “**Syndicated Loan**”).

Pursuant to the Credit Agreement, the Company must, among others, ensure that:

1. Mr. Pan Shiyi (“**Mr. Pan**”) or Mrs. Pan Zhang Xin Marita (“**Mrs. Pan**”) remains as the chairman of the Company at all times;
2. Mr. Pan or Mrs. Pan remains as the chief executive officer of the Company at all times; and
3. Mr. Pan and Mrs. Pan, directly or indirectly through trust arrangement, nominee shareholder or otherwise, must, in aggregate, remain the beneficial owners of not less than 51% of the entire issued share capital of the Company.

If any of the above covenants is breached, the facility agent may, and shall if so instructed by the majority lenders, by notice to the Company:

- (a) cancel all or part of the Total Commitment;
- (b) declare that all or part of the amounts outstanding under the Credit Agreement and/or other documentation in relation to the Syndicated Loan are (i) immediately due and payable, and/or (ii) payable on demand by the facility agent acting on the instructions of the majority lenders; and/or

- (c) exercise or direct the security agent to exercise any or all of its rights, powers, authorities, discretions or remedies under the Credit Agreement and other documentation in relation to the Syndicated Loan.

Shareholders and potential investors of the Company are reminded that the Syndicated Loan is subject to fulfilment of a number of conditions precedent and therefore drawdown of the Syndicated Loan may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

Hong Kong, 5 November 2017

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.