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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 an extraordinary general meeting of SOHO China Limited (the “**Company**”) will be held at 10 a.m. on Tuesday, 16 June 2009 at Atrium Room, Level 39, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the supplemental agreement dated 15 May 2009 (the “**Agreement**”, a copy of which is tabled at this meeting and marked “Exhibit A” and initialled by the chairman of this meeting for the purpose of identification) entered into between Pan Shiyi, Yan Yan, Beijing Danshi Investment Management Company Limited, SOHO China (BVI-9) Limited, Beijing Redstone Jianwai Real Estate Development Co. Ltd. and the Company and more particularly described in the circular of the Company dated 1 June 2009, pursuant to which the parties thereto has conditionally agreed to restructure the arrangements in relation to the Tiananmen South (Qianmen) Project, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and to do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Agreement as he/she may in his/her absolute discretion consider necessary or desirable.”

By order of the Board of Directors
SOHO China Limited
PAN Shiyi
Chairman

Beijing, the PRC, 1 June 2009

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Corporate Headquarters:
11F, Section A, Chaowai SOHO
No. 6B, Chaowai Street
Chaoyang District
Beijing 100020, China

Principal place of business in Hong Kong:
8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

Notes:

- (i) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A proxy needs not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the above meeting or any adjournment thereof (as the case may be) should they so wish. In such event, the form of proxy will be deemed to be revoked.

As at the date of this announcement, the executive directors of the Company are Mr. Pan Shiyi, Mrs. Pan Zhang Xin Marita, Ms. Yan Yan, Mr. Su Xin and Mr. Wang Shaojian, Sean; and the independent non-executive directors of the Company are Dr. Ramin Khadem, Mr. Cha Mou Zing, Victor and Mr. Yi Xiqun.