



**SOHO CHINA LIMITED**

**SOHO中國有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 410)**

**VOLUNTARY ANNOUNCEMENT  
PROPOSED ACQUISITION OF ZHONG GUAN BUILDING PROJECT**

**PROPOSED ACQUISITION**

This is a voluntary announcement made by the Company.

The Board wishes to announce that on 30 December 2010, Beijing Suo Tu, a wholly-owned subsidiary of the Company, and the Vendor entered into the Acquisition Agreement, pursuant to which Beijing Suo Tu agreed to acquire from the Vendor the Target Project and the building thereon.

The Target Project is situated at the centre of ZhongGuanCun, a dynamic commercial centre in Beijing that is known as the most advanced high-tech centre of China. It is in close proximity to ZhongGuanCun SOHO, another project of the Company in ZhongGuanCun. The Target Project is currently for office use only with an estimated total gross floor area of 42,638 m<sup>2</sup>, including 31,031 m<sup>2</sup> salable office area. Pursuant to the Acquisition Agreement, the Vendor undertakes to apply for and obtain a change in the usage of approximately 3,776 m<sup>2</sup> salable area on 1st and 2nd floors from “commercial office” to “commercial”. The Vendor has started the relevant application procedures and the Company is not aware of any difficulties in such application procedures. The majority of construction of the Target Project has been completed and full completion is estimated to be in the second half of 2011.

This is a voluntary announcement made by the Company.

The Board wishes to announce that on 30 December 2010, Beijing Suo Tu, a wholly-owned subsidiary of the Company, and the Vendor entered into the Acquisition Agreement, pursuant to which Beijing Suo Tu agreed to acquire and the Vendor agreed to sell the Target Project. The principal terms of the Acquisition Agreement are as follows:

Consideration	RMB1.155 billion provided that the Vendor shall succeed in applying for and obtaining a change in the usage of salable area on 1st and 2nd floors from “commercial office” to “commercial” (the “Usage Change”). If the Vendor fails to obtain the Usage Change, Beijing Suo Tu can choose to either terminate the Acquisition Agreement or proceed with the acquisition with penalty on the Vendor.
Payment:	The consideration will be paid by Beijing Suo Tu in seven installments to a jointly controlled bank account opened in the name of the Vendor, each of which will be released to the Vendor subject to fulfillment of certain conditions.
Delivery conditions precedent	The Target Project shall be delivered to Beijing Suo Tu before 5 May 2011 in accordance with the terms of the Acquisition Agreement, subject to the fulfillment of the conditions precedent set out in the Acquisition Agreement.

## **INFORMATION ON THE COMPANY AND BEIJING SUO TU**

### **The Company**

The Company is a company incorporated in the Cayman Islands with limited liability. Its shares are listed on the Main Board of the Stock Exchange.

The principal business activity of the Company is investment holding. The principal business activities of its major subsidiaries are development and sale of commercial properties in central Beijing and Shanghai.

### **Beijing Suo Tu**

Beijing Suo Tu is a company established in the PRC and is a wholly-owned subsidiary of the Company as at the date of this announcement. Beijing Suo Tu is principally engaged in the business of real estate information consultancy, property management, leasing of self-owned commercial property and sale of self-owned property.

## **INFORMATION ON THE VENDOR AND THE TARGET PROJECT**

To the best of the Vendor's knowledge, the Vendor is a company established in the PRC which owns the Target Project as at the date of this announcement. The Vendor mainly engages in the business of real estate development.

The Target Project is situated at the centre of ZhongGuanCun, a dynamic commercial centre in Beijing that is known as the most advanced high-tech centre of China. It is in close proximity to ZhongGuanCun SOHO, another project of the Company in ZhongGuanCun. The Target Project is currently for office use only with an estimated total gross floor area of 42,638 m<sup>2</sup>, including 31,031 m<sup>2</sup> salable office area. Upon completion of the Usage Change pursuant to the Acquisition Agreement, the usage of approximately 3,776 m<sup>2</sup> salable area on 1st and 2nd floors will be changed from "commercial office" to "commercial". The Vendor has started the relevant application procedures and the Company is not aware of any difficulties in such application procedures.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings as set out below unless the context requires otherwise:

"Acquisition Agreement"	the acquisition agreement dated 30 December 2010 entered into between Beijing Suo Tu and the Vendor in respect of the proposed acquisition of the Target Project
"Beijing Suo Tu"	北京索圖世紀投資管理有限公司 (Beijing Suo Tu Shi Ji Investment Management Company Limited*), a company established in the PRC and is a wholly-owned subsidiary of the Company as at the date of this announcement
"Board"	the board of Directors
"Business Day(s)"	any calendar day(s) on which a bank in Beijing opens for business (other than a Saturday or Sunday or a national holiday prescribed by the Government of the PRC)
"Company"	SOHO China Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of PRC
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Project” or “Zhong Guan Building Project”	known as 中冠大廈項目 (Zhong Guan Building Project*), a building with estimated total gross floor area of 42,638 m <sup>2</sup> and located at ZhongGuanCun, Haidian District, Beijing, together with its land use rights
“Vendor”	北京中冠房地產開發有限公司 (Beijing Zhong Guan Real Estate Development Company Limited*), a company established in the PRC which owns the Target Project as at the date of this announcement
“%”	per cent.

\* *The English versions are translations of the Chinese versions and are included for identification purposes only.*

By order of the Board  
**SOHO China Limited**  
**Pan Shiyi**  
*Chairman*

Beijing, the PRC, 30 December 2010

*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 and Ms. Tong Ching Mau; and the independent non-executive directors of the Company are Dr. Ramin Khadem, Mr. Cha Mou Zing, Victor and Mr. Yi Xiqun.*