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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**

Up to USD 605 Million Equivalent Term Loan Facility

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to an up to USD 605 million equivalent term loan facility agreement entered into by the Company with a syndicate of banks. The facility agreement contains specific performance obligations on the controlling shareholders of the Company.

The board of directors (the “**Board**”) of SOHO China Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that on 22 June 2011, the Company, as borrower, entered into a facility agreement (the “**Facility Agreement**”) with a syndicate of banks for an up to USD 605 million equivalent 3-year transferable term loan facility (the “**Syndicated Loan**”). The Syndicated Loan will bear interest at the rate being the sum of LIBOR/HIBOR (as the case may be) and the interest margin of 3.55% per annum. The Syndicated Loan is to finance the general corporate funding requirements of the Group.

Pursuant to the terms of the Facility Agreement, if, among others, the Company, as borrower and certain subsidiaries of the Company, as guarantors, fail to procure that:

- 1 Mrs. Pan Zhang Xin Marita (“**Mrs. Pan**”) and the Little Brothers Settlement constituted on 25 November 2005 by a deed of settlement between Mrs. Pan as settlor and HSBC International Trustee Limited as original trustee and under which Mrs. Pan is also the protector and a beneficiary (the “**Trust**”) shall, in the aggregate, remain the beneficial owners of at least 51% of the entire issued share capital of the Company; and
- 2 Mr. Pan Shiyi and Mrs. Pan shall remain as the Chairman and the Chief Executive Officer of the Company, respectively,

all outstanding liabilities of the Company under the Facility Agreement and the related documentation will become immediately due and payable.

As at the date of this announcement, the Trust is the legal owner of approximately 64.07% of the entire issued share capital of the Company.

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**”). In accordance with the requirements under Rule 13.21 of the Listing Rules, disclosures will be included in the annual and interim reports of the Company for so long as the circumstances giving rise to the abovementioned obligations continue to exist.

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

Beijing, the PRC, 23 June 2011

As at the date of this announcement, the Board comprises Mr. Pan Shiyi, Mrs. Pan Zhang Xin Marita, Ms. Yan Yan and Ms. Tong Ching Mau, being the executive Directors, and Dr. Ramin Khadem, Mr. Cha Mou Zing, Victor and Mr. Yi Xiqun, being the independent non-executive Directors.