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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)

**SUPPLEMENTAL AGREEMENT
IN RELATION TO THE
PROPOSED ACQUISITION OF LAND LOCATED AT
SHANGHAI SUBWAY LINE 10 SICHUAN NORTH ROAD STATION**

Reference is made to the announcement dated 1 June 2011 of the Company, by which it was announced, among other things, that Top Keen, a wholly-owned subsidiary of the Company, as purchaser, entered into the Share Transfer and Assignment of Loan Agreement with the Vendor for the acquisition of the entire issued share capital of the Target Company and the assignment of all the rights and title to the Shareholder's Loan at an aggregate consideration of RMB1.5 billion.

On 29 June 2011, Top Keen, the Vendor and Key Position entered into the Supplemental Agreement, pursuant to which (a) Key Position has replaced Top Keen as the purchaser of the Target Company and assumed all rights, obligations and liabilities of Top Keen under the Share Transfer and Assignment of Loan Agreement; (b) the Completion Date has been extended to 11 July 2011 or such date as mutually agreed between the Vendor and Key Position; and (c) Top Keen shall guarantee the performance of all obligations of Key Position under the Share Transfer and Assignment of Loan Agreement and the Vendor shall have the right to claim from Top Keen and/or Key Position any losses it may suffer from the non-performance by Key Position of its obligations under the Share Transfer and Assignment of Loan Agreement.

Reference is made to the announcement (the "**Announcement**") dated 1 June 2011 of the Company, by which it was announced, among other things, that Top Keen, a wholly-owned subsidiary of the Company, as purchaser, entered into the Share Transfer and Assignment of Loan Agreement with the Vendor for the acquisition of the entire issued share capital of the Target Company and the assignment of all the rights and title to the Shareholder's Loan at an aggregate consideration of RMB1.5 billion. As mentioned in the Announcement, the Completion Date was expected to be 30 June 2011 or such date as mutually agreed between the Vendor and Top Keen.

Unless the context otherwise requires, capitalised terms and expressions used herein shall have the same meaning as those used in the Announcement.

THE SUPPLEMENTAL AGREEMENT

On 29 June 2011, Top Keen, the Vendor and Key Position International Limited (“**Key Position**”), which is a company incorporated in the British Virgin Islands, entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Share Transfer and Assignment of Loan Agreement, pursuant to which:

- (a) Key Position has replaced Top Keen as the purchaser of the Target Company and assumed all rights, obligations and liabilities of Top Keen under the Share Transfer and Assignment of Loan Agreement;
- (b) the Completion Date has been extended to 11 July 2011 or such date as mutually agreed between the Vendor and Key Position; and
- (c) Top Keen shall guarantee the performance of all obligations of Key Position under the Share Transfer and Assignment of Loan Agreement and the Vendor shall have the right to claim from Top Keen and/or Key Position any losses it may suffer from the non-performance by Key Position of its obligations under the Share Transfer and Assignment of Loan Agreement.

Save as mentioned above, the terms of the Share Transfer and Assignment of Loan Agreement remain unchanged.

The terms of the Supplemental Agreement were arrived among the parties after arm’s length negotiation. The Directors consider that the above-mentioned amendments under the Share Transfer and Assignment of Loan Agreement are fair and reasonable and are in the interests of the Shareholders as a whole.

As at the date of this announcement, both Top Keen and Key Position are wholly-owned subsidiaries of the Company.

Owing to the arrangements of internal funding within the Group and the timetable for the fund to be available, the change of purchaser under the Share Transfer and Assignment of Loan Agreement and the extension of the Completion Date as mentioned above were brought about under the Supplemental Agreement.

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

Beijing, the PRC, 30 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.