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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)**

**PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
PROPOSED ADOPTION OF AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the existing M&A and adopt an amended and restated M&A by seeking the approval of the Shareholders on the proposed amendments by way of special resolution at the forthcoming AGM of the Company.

An AGM circular containing, among other things, details of the proposed amendments to the existing M&A and the adoption of an amended and restated M&A incorporating the aforesaid amendments, together with a notice of AGM and the related proxy form, will be despatched to the Shareholders as soon as practicable.

**PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES  
OF ASSOCIATION AND PROPOSED ADOPTION OF AN AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) relating to, among other things, the articles of association or equivalent constitutional documents of listed issuers. Certain amendments to the Listing Rules came into effect on 1 January 2012 with some other amendments becoming effective on 1 April 2012. In this regard, the board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of SOHO China Limited (the “**Company**”) proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming annual general meeting (the “**AGM**”) of the Company to be held in May 2012, to amend the existing memorandum and articles of association of the Company (collectively, the “**M&A**”) and the adoption of an amended and restated M&A by incorporating the amendments made to the M&A for the purposes of (a) ensuring compliance of the M&A with the amended Listing Rules; and (b) incorporating certain housekeeping amendments proposed by the Board.

The principal amendments include the following:

- (a) to require a physical Board meeting in lieu of written resolutions where a Director or substantial shareholder has a conflict of interest in a manner to be considered by the Board which the Board has determined to be material;
- (b) to no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at Board meetings; and
- (c) to allow the chairman at a general meeting of the Company to exempt procedural and administrative matters from voting by poll.

Details of the proposed amendments to the existing M&A will be provided in the AGM circular to be despatched to the Shareholders.

## **GENERAL**

The AGM will be convened and held for the Shareholders to consider and, if thought fit, among other things, approve the amendments to the existing M&A and the adoption of the amended and restated M&A, incorporating the relevant amendments.

An AGM circular containing, among other things, details of the proposed amendments to the existing M&A and the adoption of the amended and restated M&A incorporating the aforesaid amendments, together with a notice of AGM and the related proxy form, will be despatched to the Shareholders as soon as practicable.

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

Beijing, the PRC, 14 March 2012

*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.*