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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 US\$626 million Facility Agreement

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to an up to US\$626 million Facility Agreement entered into by the Company with a syndicate of banks on 5 June 2012. The Syndicated Loan will bear interest at the rate of LIBOR/HIBOR (as the case may be) plus interest margin of 4.25% per annum.

The Board believes that the large volume and the low financing cost of the Syndicated Loan fully reflect the strength of the Group's financial strategy and its creditability in today's tight credit environment.

The board of directors (the "**Board**") of SOHO China Limited (the "**Company**", together with its subsidiaries, the "**Group**") wishes to announce that on 5 June 2012, the Company, as borrower, entered into a transferable term loan facility agreement (the "**Facility Agreement**") with a syndicate of banks for an up to US\$626 million (the "**Total Commitment**") equivalent 3-year transferable term loan facility (the "**Syndicated Loan**"). The Syndicated Loan will bear interest at the rate of LIBOR/HIBOR (as the case may be) plus interest margin of 4.25% per annum. The Syndicated Loan is to finance the general corporate funding requirements of the Group.

The Board believes that the large volume and the low financing cost of the Syndicated Loan fully reflect the strength of the Group's financial strategy and its creditability in today's tight credit environment.

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,

the facility agent may, and must if so instructed by the majority lenders, by notice to the Company:

- a) cancel all or part of the Total Commitment; and/or
- b) declare that all or part of any amounts outstanding under the Facility Agreement and/or other documentation in relation to the Syndicated Loan are (i) immediately due and payable; and/or (ii) payable on demand by the facility agent acting on the instructions of the majority lenders; and
- c) instruct the common security agent to enforce the security over any or all of the assets secured by the security documents entered into in relation to the Syndicated Loan in the manner as stipulated thereunder.

As at the date of this announcement, each of Boyce Limited and Capevale Limited (“**Capevale Limited (BVI)**”), both of which were incorporated in the British Virgin Islands, was interested in approximately 32.0324% of the existing issued share capital of the Company. Boyce Limited and Capevale Limited (BVI) are wholly-owned subsidiaries of Capevale Limited, a company incorporated in the Cayman Islands. HSBC International Trustee Limited (in its capacity as the trustee of the Trust) is the legal owner of approximately 64.1256% 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, 5 June 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.