



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/5/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SOHO China Limited (the "Company")

Date Submitted 6/6/2013

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 410 Description : Ordinary Shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>7,500,000,000</u>	<u>HK\$0.02</u>	<u>HK\$150,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>7,500,000,000</u>	<u>HK\$0.02</u>	<u>HK\$150,000,000</u>

(2) Stock code : \_\_\_\_\_ Description : \_\_\_\_\_

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>                    </u>	<u>                    </u>
Increase/(decrease)	<u>                    </u>		<u>                    </u>
Balance at close of the month	<u>                    </u>	<u>                    </u>	<u>                    </u>

## 2. Preference Shares

Stock code :	_____	Description :	_____
		No. of preference shares	Par value ( <i>State currency</i> )
			Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	N/A	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____		_____

## 3. Other Classes of Shares

Stock code :	_____	Description :	_____
		No. of other classes of shares	Par value ( <i>State currency</i> )
			Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	N/A	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____		_____

Total authorised share capital at the end of the month  
(*State currency*) :

HK\$150,000,000

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## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	4,997,651,811	N/A	N/A	N/A
Increase/ (decrease) during the month	(20,194,500)	N/A	N/A	N/A
Balance at close of the month	4,977,457,311	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Pre-IPO Share Option Scheme – Granted on 14 /09/2007 Exercise Price: HK\$ 8.3 (14 /09/2007) ordinary shares (Note 1)	NIL	NIL	619,840	NIL	NIL	4,500,769
2. Share Option Scheme - Granted on 30 /01/2008 Exercise Price: HK\$ 6.1 (14 /09/2007) ordinary shares (Note 1)	NIL	90,000	NIL	NIL	90,000	2,049,000
3. Share Option Scheme – Granted on 30/06/2008 Exercise Price: HK\$ 4.25 (14 /09/2007) ordinary shares	NIL	NIL	NIL	NIL	NIL	0

## Share Options (under Share Option Schemes of the Issuer) (Continued)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
4. Share Option Scheme – Granted on 06/11/2012	NIL	NIL	NIL	NIL	NIL	8,184,000
Exercise Price: HK\$ 5.53						
ordinary shares						
(Note 1)						
			Total A. (Ordinary shares)		90,000	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)					HK\$ 549,000	

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.				N/A		
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				

For Main Board and GEM listed issuers

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
3. _____ _____ _____						
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. _____ _____ _____						
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
				Total B. (Ordinary shares) _____ N/A (Preference shares) _____ N/A (Other class) _____ N/A		

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. 3.75% Convertible Bonds</u>						
<u>Due 2014</u>						
	<u>HK\$</u>	<u>2,357,000,000</u>	<u>0</u>	<u>2,357,000,000</u>	<u>0</u>	<u>462,156,863</u>
Stock code (if listed)	<u>410</u>					
Class of shares issuable ( <i>Note 1</i> )	<u>ordinary shares</u>					
Subscription price	<u>HK\$5.10 per share</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					
<u>2.</u>						
<u> </u>						
<u> </u>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					
<u>3.</u>						
<u> </u>						
<u> </u>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					
<u>4.</u>						
<u> </u>						
<u> </u>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	<u>( / / )</u>					
					Total C. (Ordinary shares) <u>N/A</u>	
					(Preference shares) <u>N/A</u>	
					(Other class) <u>N/A</u>	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>   <u>( / / )</u> shares ( <i>Note 1</i> )		
2.   <u>( / / )</u> shares ( <i>Note 1</i> )		
3.   <u>( / / )</u> shares ( <i>Note 1</i> )		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

## Other Movements in Issued Share Capital

Other Movements in Issued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue						
1.	Rights issue	At price : State currency	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	N/A	N/A
2.	Open offer	At price : State currency	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	N/A	N/A
3.	Placing	At price : State currency	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	N/A	N/A
4.	Bonus issue		Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	N/A	N/A



## For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
5.	Scrip dividend	At price : State currency	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) N/A ( / / )	N/A N/A
6.	Repurchase of shares		Class of shares repurchased ( <i>Note 1</i> ) Cancellation date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy)	Ordinary ( 15/ 5/2013 ) (14/5/2013)	(20,284,500) N/A
7.	Redemption of shares		Class of shares redeemed ( <i>Note 1</i> ) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) N/A ( / / )	N/A N/A
8.	Consideration issue	At price : State currency	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) N/A ( / / )	N/A N/A

For Main Board and GEM listed issuers

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (Note 1)	_____		
	Issue and allotment date : (dd/mm/yyyy)	( / / )	N/A	N/A
	EGM approval date: (dd/mm/yyyy)	( / / )	_____	_____
10. Other (Please specify)	At price : State currency _____	Class of shares issuable (Note 1)		
	Issue and allotment date : (dd/mm/yyyy)	( / / )	N/A	N/A
	EGM approval date: (dd/mm/yyyy)	( / / )	_____	_____
Total E.			(Ordinary shares) <u>(20,284,500)</u>	
			(Preference shares) <u>N/A</u>	
			(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>(20,194,500)</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

56,531,000 shares repurchased by the Company in May 2013, of which 52,490,000 shares have not yet been cancelled.

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Submitted by: Yan Yan

Title: Director  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*