



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SOHO China Limited

Date Submitted 01/06/2012

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 410 Description : _____

| | 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

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 | 5,188,656,300 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | 0 | N/A | N/A | N/A |
| Balance at close of the month | 5,188,656,300 | 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 | 99,470 | NIL | NIL | 5,695,130 |
| 2. Share Option Scheme - Granted on 30 /01/2008 Exercise Price: HK\$ 6.1 (14 /09/2007) ordinary shares (Note 1) | NIL | NIL | 86,000 | NIL | NIL | 2,730,000 |
| 3. Share Option Scheme – Granted on 30/06/2008 Exercise Price: HK\$ 4.25 (14 /09/2007) ordinary shares (Note 1) | NIL | NIL | NIL | NIL | NIL | 470,000 |
| | | | Total A. (Ordinary shares) | | N/A | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | N/A | | |

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 (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 2. _____ _____ | | | | | | |
| (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 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> | | | | | | |
| | HK\$ | 2,800,000,000 | 0 | 2,800,000,000 | 0 | 532,319,392 |
| Stock code (if listed) | 410 | | | | | |
| Class of shares issuable (<i>Note 1</i>) | ordinary shares | | | | | |
| Subscription price | HK\$5.26 per share | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| <u>2.</u> | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| <u>3.</u> | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| <u>4.</u> | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | | Total C. (Ordinary shares) | N/A | |
| | | | | (Preference shares) | N/A | |
| | | | | (Other class) | N/A | |

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

| 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 |
|---------------|--------------|---------------------------------|--|--|---|
| 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

| 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 |
|---------------|----------------------|---------------------------|--|--|---|
| 5. | Scrip dividend | At price : State currency | <p>Class of shares issuable (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p> | (/ /) N/A | (/ /) N/A |
| 6. | Repurchase of shares | | <p>Class of shares repurchased (Note 1)</p> <p>Cancellation date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p> | (/ /) N/A | (/ /) N/A |
| 7. | Redemption of shares | | <p>Class of shares redeemed (Note 1)</p> <p>Redemption date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p> | (/ /) N/A | (/ /) N/A |
| 8. | Consideration issue | At price : State currency | <p>Class of shares issuable (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p> | (/ /) 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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| 10. Other (Please specify) | 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 |
| Total E. (Ordinary shares) | | N/A | |
| (Preference shares) | | N/A | |
| (Other class) | | N/A | |

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

