
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SOHO China Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 CIRCULAR PROPOSED RE-APPOINTMENT OF AUDITOR AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular issued by SOHO China Limited (the “**Company**”) to the shareholders of the Company (the “**Shareholders**”) dated 22 April 2024 (the “**Original Circular**”), the announcement of the annual general meeting dated 22 April 2024 (the “**Original Notice**”) and the announcement dated 6 May 2024 (the “**Announcement**”).

A supplemental notice convening an annual general meeting of the Company to be held at 11/F, Tower A, Chaowai SOHO, 6B Chaowai Street, Chaoyang District, Beijing, the PRC on Friday, 31 May 2024 at 10:00 a.m. is set out on pages 7 to 8 of this supplemental circular. A revised form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.sohochina.com). Whether or not you are able to attend the meeting, you are requested to complete the revised form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the original form of proxy and/or the revised form of proxy will not preclude shareholders from attending and voting at the meeting if they so wish.

16 May 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the announcement of the Company regarding to the postponement on Annual General Meeting and change of period of closure of register of members dated 6 May 2024
“Annual General Meeting”	the annual general meeting of the Company to be held at 11/F, Tower A, Chaowai SOHO, 6B Chaowai Street, Chaoyang District, Beijing, the PRC on Friday, 31 May 2024 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 7 to 8 of this supplemental circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended from time to time
“Company”	SOHO China Limited, an exempted company incorporated on 5 March 2002 in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Original Circular”	the circular of the Annual General Meeting of the Company dated 22 April 2024
“Original Form of Proxy”	the form of proxy published on the websites of the Stock Exchange and the Company or send to the Shareholders together with the Original Circular

DEFINITIONS

“Original Notice”	the notice of the Annual General Meeting of the Company dated 22 April 2022
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PwC”	PricewaterhouseCoopers
“Revised Form of Proxy”	the revised proxy form published on the websites of the Stock Exchange and the Company or send to the Shareholders together with this supplemental circular
“Share(s)”	ordinary share(s) of nominal value of HK\$0.02 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Notice”	the supplemental notice convening the AGM dated 16 May 2024

LETTER FROM THE BOARD



SOHO CHINA LIMITED

SOHO 中國有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 410)

Executive Directors:

Ms. Xu Jin

(Chairman and Co-Chief Executive Officer)

Mr. Pan Shiyi

Mrs. Pan Zhang Xin Marita

Mr. Qian Ting *(Co-Chief Executive Officer)*

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Huang Jingsheng

Mr. Xiong Ming Hua

Mr. Zhang Mingeng

Corporate headquarter:

11F, Tower A, Chaowai SOHO

No. 6B, Chaowai Street

Chaoyang District

Beijing 100020

The PRC

Principal place of business

in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

16 May 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this supplemental circular is to provide you with the information regarding the additional resolution relating to the proposed re-appointment of auditor of the Company. This supplemental circular should be read in conjunction with the Original Circular and the Announcement.

LETTER FROM THE BOARD

PROPOSED RE-APPOINTMENT OF AUDITOR

Given that PwC has served as auditor of the Company since 14 May 2013, the Board recommends undertaking a comprehensive review the appointment or re-appointment of auditors in accordance with the Company's corporate governance policy adopted on 6 March 2013.

With the recommendation from the Audit Committee, the Board proposes to re-appoint PwC as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Articles of Association, the proposed re-appointment of PwC as the auditor of the Company will be subject to approval by the Shareholders by an ordinary resolution at the Annual General Meeting.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

A Supplemental Notice together with the Revised Form of Proxy are enclosed to this supplemental circular and are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sohochina.com). Apart from the additional resolution as set out in the Supplemental Notice, all the information contained in the Original Notice shall remain to have full force and effect. Please refer to the Original Circular and the Original Notice for the details of other resolutions to be proposed at the Annual General Meeting and other relevant matters.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Company will hold the Annual General Meeting at 11/F, Tower A, Chaowai SOHO, 6B Chaowai Street, Chaoyang District, Beijing, the PRC on Friday, 31 May 2024 at 10:00 a.m. as scheduled.

Shareholders who have appointed or intend to appoint a proxy/proxies to attend the Annual General Meeting are requested to pay particular attention to the arrangements as set out in the Revised Form of Proxy. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the Revised Form of Proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (the "**Closing Time**"). Shareholders who have appointed or intend to appoint proxy to attend the Annual General Meeting are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Revised Form of Proxy:

1. A Shareholder who has not yet lodged the Original Form of Proxy with the branch share registrar and transfer office of the Company in Hong Kong is requested to lodge the Revised Form of Proxy if he/she wishes to appoint proxy to attend, speak and vote at the Annual General Meeting on his/her behalf. In this case, the Original Form of Proxy should not be lodged with the branch share registrar and transfer office of the Company in Hong Kong.

LETTER FROM THE BOARD

2. A Shareholder who has already lodged the Original Form of Proxy with the branch share registrar and transfer office of the Company in Hong Kong should note that:
- (i) If no Revised Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong, the Original Form of Proxy, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting (including, if properly put, a resolution for the proposed re-appointment of auditor of the Company as set out in this supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy.
 - (ii) If the Revised Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong before the Closing Time, the Revised Form of Proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by him/her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder.
 - (iii) If the Revised Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Form of Proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy was lodged with the branch share registrar and transfer office of the Company in Hong Kong. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy with the branch share registrar and transfer office of the Company in Hong Kong before the Closing Time.

Completion and return of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish and in such event, the Original Form of Proxy and/or the Revised Form of Proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the proposed re-appointment of PwC as the auditor of the Company is in the best interest of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the additional resolution as set out in the Supplemental Notice to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Yours faithfully,
By order of the Board
SOHO China Limited
Xu Jin
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



SOHO CHINA LIMITED

SOHO 中國有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 410)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplement to the notice of the annual general meeting (the “AGM”) of SOHO China Limited (the “Company”) dated 22 April 2024 (the “Original Notice”) and the announcement of the Company regarding to the postponement of the AGM and change of period of closure of register of members to convene the AGM to be held at 11/F, Tower A, Chaowai SOHO, 6B Chaowai Street, Chaoyang District, Beijing, the PRC on Friday, 31 May 2024 at 10:00 a.m. as scheduled.

Details of the proposed resolutions to be considered at the AGM were stated in the Original Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 22 April 2024 and the supplemental circular of the Company dated 16 May 2024 (the “Supplemental Circular”).

This **SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** in addition to the resolutions set out in the Original Notice, the following resolution will be considered and, if though fit, to pass, with or without modification, by shareholders of the Company at the AGM:

Ordinary resolution

7. To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorize the Board to fix their remuneration.

Apart from the additional resolution as set out above, all the information contained in the Original Notice shall remain to have full force and effect.

By order of the Board
SOHO China Limited
Xu Jin
Chairman

Beijing, the People’s Republic of China, 16 May 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Corporate headquarter:

11/F, Tower A, Chaowai SOHO
No. 6B, Chaowai Street
Chaoyang District
Beijing 100020
The People's Republic of China

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (i) Details in respect of the above are set out in the Supplemental Circular.
- (ii) The revised form of proxy in connection with the above resolution is enclosed with the Supplemental Circular. Please refer to page 4 of the Supplemental Circular for special arrangements about completion and submission of the revised form of proxy.
- (iii) Apart from the proposed additional resolution set out above, all other matters of the AGM remain unchanged. Please refer to the Original Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
- (iv) A shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder.
- (v) In the case of joint holders of any share of the Company (the “**Share**”), the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (vi) In order to be valid, the original form of proxy and/or revised form of proxy must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the original form of proxy and/or revised form of proxy shall not preclude the Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event the original form of proxy and/or revised form of proxy shall be deemed to be revoked.
- (vii) The transfer books and register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024, both days inclusive, in order to determine the entitlement of the Shareholders to attend and vote at the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2024.