



**SOHO CHINA LIMITED**  
**SOHO中國有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 410)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING**

I/We (Name) \_\_\_\_\_ (Block capitals, please)

of (Address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ (see Note 1) shares of HK\$0.02 each in the capital of SOHO China Limited (the "Company")

hereby appoint (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

or failing him/her, (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") to be held at Salon 1-4, Ballroom, Level 3 JW Marriott Hotel Hong Kong Pacific Place, 88 Queensway Hong Kong on Tuesday, 13 May 2014 at 10:00 a.m. and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "Directors") and the auditors of the Company (the "Auditors") for the year ended 31 December 2013.		
2.	To declare a final dividend for the year ended 31 December 2013.		
3.	To re-elect Mrs. Pan Zhang Xin Marita as an executive Director.		
4.	To re-elect Ms. Yan Yan as an executive Director.		
5.	To authorise the board of directors of the Company (the "Board") to fix the remuneration of the Directors.		
6.	To re-appoint PricewaterhouseCoopers as Auditors and authorise the Board to fix their remuneration.		
7.	(A) To give a general mandate to the Directors to allot, issue and deal with the additional shares not exceeding 20 per cent of the issued share capital of the Company.		
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10 per cent of the issued share capital of the Company.		
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution no. 7(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under the ordinary resolution no. 7(B).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature(s) \_\_\_\_\_ (see Note 5)

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice if the member is the holder of two or more shares. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in the space provided. Any alteration made to this form of proxy must be initialised by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against". Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on its behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.  
  
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, 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.
- To be valid, this form of proxy must be completed, signed and deposited at the branch share registrar of the Company, 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 for holding the meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a member of the Company.