
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)

**PROPOSAL FOR
DECLARATION AND PAYMENT OF SPECIAL DIVIDEND
OUT OF SHARE PREMIUM ACCOUNT
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of SOHO China Limited to be held at The Connaught Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on 13 November 2015, Friday at 2:30 p.m. is set out on pages 9 to 10 of this circular. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.sohochina.com).

Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar 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 practicable and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

28 October 2015

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof
“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
“EGM”	an extraordinary general meeting of the Company to be held at The Connaught Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on 13 November 2015, Friday at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 9 to 10 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 October 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the stock market operated by the Stock Exchange, which excludes the Growth Enterprise Market and the options market
“RMB”	Renminbi, the lawful currency of the People’s Republic of China

DEFINITIONS

“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.02 each in the capital of the Company
“Share Premium Account”	the share premium account of the Group, the amount standing to the credit of which was approximately RMB7,009,217,039.02 as at 30 September 2015 based on the unaudited consolidated financial statements of the Company as at that date
“Shareholder(s)”	holder(s) of Share(s)
“Special Dividend”	the proposed special dividend of RMB0.348 per Share as recommended by the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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:

Mr. Pan Shiyi

Mrs. Pan Zhang Xin Marita

Ms. Yan Yan

Independent non-executive Directors:

Mr. Sun Qiang Chang

Mr. Cha Mou Zing, Victor

Mr. Xiong Ming Hua

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

Corporate headquarter:

11F, Section A, Chaowai SOHO

No. 6B, Chaowai Street

Chaoyang District

Beijing 100020, PRC

Principal place of business in

Hong Kong:

36/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

28 October 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR
DECLARATION AND PAYMENT OF SPECIAL DIVIDEND
OUT OF SHARE PREMIUM ACCOUNT
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcements of the Company dated 15 October and 23 October 2015 in relation to the proposed declaration and payment of Special Dividend out of the Share Premium Account.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with (i) the notice of EGM; (ii) information regarding the proposed declaration and payment of Special Dividend out of the Share Premium Account; and (iii) information regarding the re-election of the retiring Directors, to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the forthcoming EGM.

2. DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

Subject to fulfillment of the conditions set out in the section headed “Conditions of the Payment of Special Dividend out of Share Premium Account” below, the Board has recommended the declaration and payment of the Special Dividend of RMB0.348 per Share out of the Share Premium Account.

As at the Latest Practicable Date, the issued share capital of Company comprised 5,199,524,031 Shares. On the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the EGM, the Special Dividend, if declared and paid, will amount to an aggregate amount of RMB1,809,434,362.79. Subject to the fulfilment of the conditions set out in the section headed “Conditions of the Payment of Special Dividend out of Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Articles 136 and 137 of the Articles of Association and in accordance with the Companies Law.

As at 30 September 2015, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB7,009,217,039.02. Following the payment of the Special Dividend, there will be a remaining balance of approximately RMB5,199,782,676.23 standing to the credit of the Share Premium Account.

Conditions of the Payment of Special Dividend out of Share Premium Account

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at an EGM approving the declaration and payment of the Special Dividend out of the Share Premium Account pursuant to Articles 136 and 137 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company immediately following payment of Special Dividend, is unable to pay its liabilities as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.

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Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash on or about 1 December 2015 to the qualifying Shareholders whose names appear on the register of members of the Company at close of business on 23 November 2015, being the record date for determination of entitlements to the Special Dividend.

Reasons for and effect of the payment of Special Dividend out of Share Premium Account

To reward the Shareholders, the Board considers it appropriate to distribute the Special Dividend to repay the Shareholders' support.

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

After taking into consideration of the existing cash flow of the Group, the Board considers that the Company has sufficient cash flow to pay the Special Dividend. The payment of the Special Dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group.

The Directors consider that the declaration and proposed payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

3. EGM

A notice dated 28 October 2015 convening the EGM is set out on pages 9 to 10 of this circular, which, *inter alia*, an ordinary resolution to approve the declaration and payment of the Special Dividend out of the Share Premium Account as set out in this circular.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As disclosed in the announcement of the Company dated 8 May 2015, the Board has appointed Mr. Sun Qiang Chang and Mr. Xiong Ming Hua as independent non-executive Directors, with effect from 8 May 2015. Each of Mr. Sun and Mr. Xiong has taken this opportunity to retire and make himself available for re-election by the Shareholders at the EGM in accordance with the Articles of Association.

Mr. Sun Qiang Chang

Mr. Sun Qiang Chang (“**Mr. Sun**”), aged 59, is an independent non-executive Director. Mr. Sun is the founder and current chairman of the China Venture Capital Association and the founder and executive vice chairman of the China Real Estate Developers and Investors Association. He is also a member of the Asia Executive Board of the Wharton School, a member of the Asia Pacific Council of the Nature Conservancy and the founder and managing partner of Black Soil Ltd., an agriculture investment company. Prior to founding Black Soil Ltd., he was the chairman, Asia Pacific at Warburg Pincus, a global private equity firm. Mr. Sun has over 25 years of experience in the field of private

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equity investment in the United States and in Asia. Mr. Sun obtained his Bachelor of Arts degree from the Beijing Foreign Studies University and completed a post-graduate program offered by the United Nations, where he worked as a staff translator in New York for 3 years. Mr. Sun earned a joint degree of MA/MBA from the Joseph Lauder Institute of International Management and the Wharton School of the University of Pennsylvania.

Mr. Sun entered into an appointment letter with the Company for a term of three years commencing from 8 May 2015 and expiring on 7 May 2018, which may be terminated by either party serving not less than three months' written notice to the other. Mr. Sun is entitled to an annual fee of HKD335,000 which was determined by the Board with reference to his job responsibility and prevailing market rate.

Mr. Sun does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Meanwhile, he does not have any interest in the listed securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Sun has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years, nor held any other positions in the Company or any of its subsidiaries. Save as disclosed herein, there is no information relating to Mr. Sun that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning the re-election of Mr. Sun that needs to be brought to the attention of the Stock Exchange and the Shareholders.

Mr. Xiong Ming Hua

Mr. Xiong Ming Hua (“**Mr. Xiong**”), aged 50, is an independent non-executive Director. Mr. Xiong is the founder and managing partner of Seven Seas Ventures, a venture capital firm focusing on investing cross border technology companies in the United States (the “**U.S.**”) and China. Mr. Xiong was a chief technology officer for Tencent Holdings Limited (a company listed on the Stock Exchange, Stock Code: 700) from 2005 to 2013, where he was responsible for product strategy planning of the overall platform, new product innovation, research and development of core technologies, and management for engineering excellence. He worked at Microsoft Corporation for 9 years, where he was responsible for program management in Internet Explorer, Windows operating system and MSN product groups. He was also a founding director of MSN China Development Center in Shanghai, China. Prior to that, Mr. Xiong worked as staff programmer of internet division of IBM Corporation in New York, the U.S. Mr. Xiong received his Bachelor of Engineering Degree in Information System Engineering from National University of Defense Technology in 1987 and a Master of Science Degree in Information Retrieval from Chinese Defense Science and Technology Information Center (CDSTIC) in Beijing in 1990.

Mr. Xiong entered into an appointment letter with the Company for a term of three years commencing from 8 May 2015 and expiring on 7 May 2018, which may be terminated by either party serving not less than three months' written notice to the other. Mr. Xiong is entitled to an annual fee of HKD335,000 which was determined by the Board with reference to his job responsibility and prevailing market rate.

Mr. Xiong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Meanwhile, he does not have any

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interest in the listed securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Xiong has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years, nor held any other positions in the Company or any of its subsidiaries. Save as disclosed herein, there is no information relating to Mr. Xiong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning the re-election of Mr. Xiong that needs to be brought to the attention of the Stock Exchange and the Shareholders.

5. VOTING BY POLL

The resolutions set out in the notice of the EGM would be decided by poll in accordance with the Listing Rules and the Articles of Association. The chairman of the EGM will explain the detailed procedures for conducting a poll at the commencement of the EGM.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

After the conclusion of the EGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.sohochina.com.

6. PROXY ARRANGEMENT

The notice of the EGM is set out on pages 9 to 10 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sohochina.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar 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 holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 11 November 2015 to 13 November 2015 (both days inclusive) for the purpose of determining the Shareholders who are

LETTER FROM THE BOARD

entitled to attend and vote at the EGM, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar 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 10 November 2015.

The register of members of the Company will also be closed from 19 November 2015 to 23 November 2015 (both days inclusive), for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of Shares in the Company will be effected. In order to qualify for the proposed Special Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 18 November 2015.

8. RECOMMENDATION

The Directors consider that (a) the proposed declaration and payment of Special Dividend out of Share Premium Account; and (b) the proposed re-election of Mr. Sun and Mr. Xiong as independent non-executive directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

9. GENERAL

This 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 regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; (ii) no Shareholders are required to abstain from voting in respect of the resolution to approve the declaration and payment of the Special Dividend; and (iii) there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



SOHO CHINA LIMITED

SOHO中國有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 410)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of SOHO China Limited (the “**Company**”) will be held at The Connaught Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on 13 November 2015, Friday at 2:30 p.m. to consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the declaration and payment of a special dividend of RMB0.348 per ordinary share out of the Share Premium Account of the Company (the “**Special Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors (the “**Board**”) for determining the entitlements to the Special Dividend be and is hereby approved and any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”
2. “**THAT** Mr. Sun Qiang Chang be re-elected as an independent non-executive director of the Company and the Board be authorised to determine his remuneration.”
3. “**THAT** Mr. Xiong Ming Hua be re-elected as an independent non-executive director of the Company and the Board be authorised to determine his remuneration.”

By order of the Board
SOHO China Limited
Pan Shiyi
Chairman

Hong Kong, 28 October 2015

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him/her. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the right to attend and vote at the EGM, the register of members of the Company will be closed from 11 November 2015 to 13 November 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar 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 10 November 2015.
5. For determining the entitlement to the proposed special dividend, the register of members of the Company will be closed from 19 November 2015 to 23 November 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to receive the proposed special dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar 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 18 November 2015.
6. In respect of the ordinary resolutions numbered 2 to 3 above, Mr. Sun Qiang Chang and Mr. Xiong Ming Hua shall retire and, being eligible, have offered themselves for re-election at the EGM. Details of the above retiring directors are set out in the accompanied circular dated 28 October 2015.