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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)

**DISCLOSEABLE TRANSACTION
IN RELATION TO THE ACQUISITION OF COMMERCIAL LAND
IN SHANGHAI'S CHANGNING DISTRICT**

Reference is made to the announcement of the Company dated 25 April 2013 in relation to the Group's successful bid for the land use right of the Land situated in the Changning District of Shanghai, the PRC.

The Company is pleased to announce that on 30 August 2013, Shanghai Changkun, an indirect wholly-owned subsidiary of the Company, entered into the Land Grant Contract with the Shanghai Changning Planning and Land Authority in connection with the Acquisition.

As one or more of the applicable percentage ratios in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

INTRODUCTION

Reference is made to the announcement of the Company dated 25 April 2013 in relation to the Group's successful bid for the land use right of the Land situated in the Changning District of Shanghai, the PRC through a public bidding process organised and held by the Shanghai Changning Planning and Land Authority* (上海市長寧區規劃和土地管理局).

The Company is pleased to announce that on 30 August 2013, Shanghai Changkun, an indirect wholly-owned subsidiary of the Company, entered into the Land Grant Contract with the Shanghai Changning Planning and Land Authority in connection with the Acquisition.

THE LAND GRANT CONTRACT

The principal terms of the Land Grant Contract are as follows:

Date

30 August 2013

Parties

Purchaser : 上海長坤房地產開發有限公司 (Shanghai Changkun Real Estate Development Company Limited*)

Vendor : Shanghai Changning Planning and Land Authority

Subject matter

The Land is situated in the Changning District of Shanghai, the PRC and has a site area of 16,558.3 square meters, with a total planned gross floor area of approximately 150,000 square meters, and above ground construction area of 105,476 square meters. The Land is for office and retail use.

Consideration and payment terms

The consideration for the acquisition of the land use right of the Land is RMB3.19 billion (equivalent to approximately HK\$4.0 billion), which was arrived at after a public bidding process organised and held by the Shanghai Changning Planning and Land Authority. In determining the bidding price for the Land, the Group has taken into account various factors including the market value of comparable land in the vicinity of the Land, the property market sentiments in Shanghai and the development potential of the Land. The Group will satisfy the consideration from its internal resources.

The Group shall pay an amount of RMB638 million (equivalent to approximately HK\$801.8 million) before 6 September 2013 and the balance of the consideration of RMB2,552 million (equivalent to approximately HK\$3,207 million) on or before 16 October 2013, in accordance with the terms of the Land Grant Contract.

REASONS FOR, AND BENEFITS OF, THE ACQUISITION

The Land is located in the core area of the Hongqiao Foreign Trade Center in Shanghai's Changning District. The Hongqiao Foreign Trade Center area is Shanghai's first CBD for foreign enterprises, home to over 4,400 companies and organizations, over 50% of which are foreign invested enterprises including Intel, General Electric, Samsung, Shell and other multinational companies. Surrounded by a vibrant commercial office atmosphere, the area is a gathering place for Changning's office, business and high end residential apartments.

The Land sits beside the 130,000-square-meter New Hongqiao Center Garden. After completion, the project will be accessible underground from Subway Line 10 and the planned Subway Line 15 that all run through Yili Station. The project is in close proximity to the Gubei Takashimaya shopping mall, Gubei Fortune Plaza, and other Grade A office buildings. The Land is bordered by Yili Road to the east, Hongbaoshi Road to the south, Manao Road to the west and the Hongqiao Road to the north.

The Acquisition, if completed, will mark the Group's twelfth acquisition in Shanghai since entering the Shanghai market in August 2009, and will be the Group's fourth acquisition in the Changning District to date. The Land's location and surrounding commercial office atmosphere fits the Group's core strategy of developing prime location high end commercial properties in Beijing and Shanghai. Upon completion of the Acquisition, the Group's total acquisition value in Shanghai will reach RMB28.7 billion (equivalent to approximately HK\$36.1 billion). The Board believes that the Acquisition will further expand the Group's strategic layout in Shanghai's major commercial districts, and benefit the successful development of the Group's unique business model in Shanghai. Accordingly, the Board believes that the terms of the Acquisition are fair and reasonable and that the Acquisition is in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE PURCHASER, THE VENDOR AND THE COMPANY

The Purchaser

Shanghai Changkun is a limited liability company incorporated under the laws of the PRC and an indirect wholly-owned subsidiary of the Company. The principal business activities of Shanghai Changkun are real estate development and construction, sale and leasing of commercial properties and office premises and operations of the related ancillary facilities, property management and operations of car parks.

The Vendor

The Shanghai Changning Planning and Land Authority* (上海市長寧區規劃和土地管理局) is a governmental body in the Changning District of Shanghai, the PRC and is responsible for, among other things, administering the assignment and transfer of the land use rights of the state-owned land in the Changning District, Shanghai, the PRC.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Shanghai Changning Planning and Land Authority and its ultimate beneficial owners are third parties independent of the Company and its Connected Persons.

The Company

The Company is a company incorporated in the Cayman Islands with limited liability. Its shares are listed on the Main Board of the Stock Exchange.

The principal business activity of the Company is investment holding. The principal business activities of its major subsidiaries are development, sale and operation of commercial properties in the prime locations of Beijing and Shanghai.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Acquisition”	the acquisition of the land use right of the Land by Shanghai Changkun on the terms of the Land Grant Contract
“Board”	the board of Directors
“Company”	SOHO China Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange (stock code: 410)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Land”	the plot Gubei 5-2 situated in the Changning District of Shanghai, the PRC and bordered by Yili Road to the east, Hongbaoshi Road to the south, Manao Road to the west and the Hongqiao Road to the north
“Land Grant Contract”	the land use right transfer contract dated 30 August 2013 and entered into between the Shanghai Changning Planning and Land Authority and Shanghai Changkun in respect of the Acquisition
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“percentage ratio(s)”	has the meaning ascribed to it in Rule 14.07 of the Listing Rules

“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Changkun” or “Purchaser”	上海長坤房地產開發有限公司 (Shanghai Changkun Real Estate Development Company Limited*), a limited liability company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

In this announcement, amounts denominated in RMB are converted into HK\$ on the basis of HK\$1 = RMB0.79569. The conversion rate is for illustration purpose only and should not be taken as a representation that RMB could actually be converted into HK\$ at that rate or at all.

* *The English name is a translation of its Chinese name and is included for identification purposes only.*

By order of the Board
SOHO China Limited
Pan Shiyu
Chairman

Beijing, the People’s Republic of China
30 August 2013

As at the date of this announcement, the Board comprises Mr. Pan Shiyi, Mrs. Pan Zhang Xin Marita, Ms. Yan Yan, Ms. Tong Ching Mau and Mr. Yin Jie, being the executive Directors, and Dr. Ramin Khadem, Mr. Cha Mou Zing, Victor and Mr. Yi Xiqun, being the independent non-executive Directors.