



SOHO CHINA LIMITED
SOHO 中國有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 410)

REVISED FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals)

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 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. and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorized 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 independent auditor of the Company for the year ended 31 December 2023.		
2.	To re-elect Mr. Pan Shiyi as an executive Director.		
3.	To re-elect Mr. Huang Jingsheng as an independent non-executive Director.		
4.	To re-elect Mr. Zhang Mingeng as an independent non-executive Director.		
5.	To authorize the Board to fix the remuneration of the Directors.		
6.	(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 aggregate number of the issued shares of the Company.		
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10 per cent of the aggregate number of the issued shares of the Company.		
	(C) To extend the authority given to the Directors pursuant to ordinary resolution numbered 6(A) to issue shares by adding thereto the number of shares repurchased under ordinary resolution numbered 6(B).		
7.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorize the Board to fix their remuneration.		

Dated this _____ day of _____, 2024 Signature(s) _____ (see Note 5)

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this revised form of proxy will be deemed to relate to all the shares 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 space provided. Any alteration made to this revised form of proxy must be initialed 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 revised form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that 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, the original and/or this revised form of proxy must be completed, signed and 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 under which it is signed (or a notarially certified copy thereof if any), not less than 48 hours (“Closing Time”) before the time for holding the meeting or any adjournment thereof. The completion and return of the original and/or this revised 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 and in such event, the original and/or this form of proxy shall be deemed to be revoked.
- A proxy need not be a member of the Company.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE ORIGINAL FORM OF PROXY SHOULD NOTE THAT:**
 - 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 re-appointment of the auditor of the Company as set out in the supplemental circular of the Company dated 16 May 2024) except for those resolutions to which the shareholder has indicated his/her voting direction in the original form of proxy.
 - If this revised form of proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong before the Closing Time, this revised form of proxy, if correctly completed, will revoke and supersede the original form of proxy previously lodged by him/her. This revised form of proxy will be treated as a valid proxy form lodged by the shareholder.
 - If this 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 this 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 (a) above as if this revised form of proxy was not lodged with the branch share registrar and transfer office of the Company in Hong Kong. Accordingly, shareholders are advised to complete this revised form of proxy carefully and lodge it with the branch share registrar and transfer office of the Company in Hong Kong before the Closing Time.