

SOHO CHINA LIMITED



SOHO CHINA

The board (the “Board”) of directors (the “Directors”) of SOHO China Limited (the “Company” or “SOHO China” or “we”) is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2025 (the “Period”), together with the comparative figures for the six months ended 30 June 2024.



CONTENTS

2	Business Review and Market Outlook	11	Management Discussion & Analysis		
13	Other Information	20	Corporate Information	22	Unaudited Interim Financial Report

BUSINESS REVIEW AND MARKET OUTLOOK

MARKET REVIEW AND OUTLOOK

Since the beginning of 2025, China's commercial real estate market has grappled with multiple challenges. From the perspective of the incremental market, overall appetite for investment and development of commercial and office properties remained weak, with a declining number of land purchases and new construction projects during the Period. From the perspective of the existing market, demand for commercial and office space has been slow to recover. Rents remain low, and “price for volume” is still the dominant strategy as the commercial property market navigates a period of largescale adjustment.

In this market environment, SOHO China proactively responded to challenges by prioritizing the improvement of property management services and ensuring the safe and stable operation of portfolio properties. With full cooperation across the Group, the Company has effectively enhanced product competitiveness through refined renovations, promotional pricing, and service upgrades. As a result, the Group has maintained a stable overall occupancy rate of 80%. Going forward, we remain confident and focused on understanding the market and customer needs. While striving to maintain and boost the occupancy rate, we will remain committed to providing excellent service, this is the key to long-term, sustainable growth. The Group regards customer service is the Company's engine of development, and will prioritize the continuous improvement customer satisfaction.

With rapid technological advancement and accelerating economic transformation, a new economic order is taking shape. Traditional customer targets and existing business scale are not sufficient to support future growth, let alone the expansion of leased space. In response to these developments, SOHO China is making an effort to serve emerging industries and sectors by actively developing new markets, and taking the initiative to adapt to market changes.

In the first half of 2025, SOHO China successfully attracted a number of high-quality tenants to sign, expand and renew leases. Some examples include the University of Hong Kong moving into Bund SOHO, and Little Red Book, a well-known social media platform, expanding its lease at SOHO Fuxing Plaza. Besides, several foreign enterprises from the United States, Germany, France and other countries have opened offices in SOHO China properties. These new leases and expansions of rental area effectively increased the Company's overall occupancy rate, reflecting emerging economic development trends, and laying a foundation for the Company's continued stable development.

In the meantime, SOHO China continues to deepen its commitment to ESG, advancing the Company's sustainable development by focusing on six main pillars to create long-term value: resilient growth, green and low-carbon practices, dedicated service, win-win cooperation, people-oriented principles, and gratitude and giving back. In terms of environmental sustainability, across the Group's 24 properties total energy consumption was reduced by 38.07 million kWh compared with the national standard, achieving an energy saving rate of 21% and reducing carbon emission by 32,000 tonnes. In terms of society, the Company continues to build a value-driven ecosystem for sustainable development by consistently improving customer service to enhance customer satisfaction and loyalty, establishing long-term and stable relationships with suppliers and business partners, organizing diverse engaging employee activities, creating a positive corporate culture, and actively participating in philanthropic activities. With the aim of cultivating gratitude and a culture of giving back to society, the Company is dedicated to building long-term and mutually beneficial partnerships with customers, suppliers and the greater community. In terms of corporate governance, the Company continues to optimize and improve its ESG governance structure and policies with the aim of managing operational risks and ensuring sustainable and healthy development.

It is worth mentioning that in June 2025, all 24 SOHO China projects successfully obtained WELL Health-Safety Rating (WELL HSR) certification covering 98.4% of the overall managed floor area and 100% of the Company's commercial and office projects. This milestone highlights the SOHO China's outstanding capabilities in the field of healthy building, and underscores the Company's unwavering commitment to providing tenants with a healthy and safety working environment.

Looking ahead to the second half of 2025, the office market will continue to face a landscape of both opportunities and challenges. On one hand, technological advancement and increased environmental awareness are driving the office market's evolution toward intelligent and sustainable development. On the other hand, market competition will remain fierce, with persistent downward pressure on rents. Nonetheless, with continued government policy support and the rise of emerging industries, the office market is expected to gradually rise above the current challenges and usher in new development opportunities. With the arrival of a new economic order, SOHO China will secure its market position by remaining committed to enhancing service quality. The Company is determined to become an important player in this new era.

RENTAL PORTFOLIO AND MAJOR PROJECTS

WANGJING SOHO

Wangjing SOHO is a large-scale office and retail project in the Wangjing area of Beijing, consisting of a total GFA of approximately 522,272 sq.m.. With a height of nearly 200 meters, Wangjing SOHO is now a landmark in central Beijing. The project comprises three towers (Towers 1, 2 and 3), among which Towers 1 and 2 were mostly sold in 2014.

The Group holds Wangjing SOHO Tower 3 and some units of Towers 1 and 2. Tower 3 was completed in September 2014, with a total GFA of approximately 157,318 sq.m.. The Group is entitled to a leasable GFA of approximately 133,766 sq.m., including approximately 123,568 sq.m. of office area and approximately 10,198 sq.m. of retail area.

Wangjing area has become the emerging hub for internet companies in the northeast of Beijing. Wangjing area is also home to the headquarters of many prestigious multinational companies in the PRC.



GUANGHUALU SOHO II

Guanghualu SOHO II is located at the heart of the central business district in Beijing, close to subway lines 1 and 10. The total GFA of the project is approximately 117,179 sq.m. and the total leasable GFA attributable to the Group is approximately 94,279 sq.m., including approximately 63,308 sq.m. of office area and approximately 30,971 sq.m. of retail area. The project was completed in November 2014.



QIANMEN AVENUE PROJECT

Qianmen Avenue project is located in the Qianmen area, immediate south of Tiananmen Square and within one of the largest “Hutong” (traditional Beijing courtyards) conservation areas in Beijing. The total leasable GFA attributable to the Group is approximately 51,889 sq.m. of retail area. The Group has been working towards its goal of developing Qianmen Avenue into a premier tourist destination. Leveraging on its massive visitor traffic, the Group aims to continue attracting and retaining high-quality tenants that fit the positioning of the project.



LEEZA SOHO

Leeza SOHO is located in the center of the Lize Financial Business District in Beijing. The site is to the south of Lize Road, less than one kilometer away from the West Second Ring Road, and is already connected to subway line 14 to date and is adjacent to the planned subway lines 11 and 16 as well as the New Airport line and the Lize Business District Financial Street connection line. Located between Beijing's West Second and Third Ring Roads, the Lize Financial Business District is expected to be developed into Beijing's next financial district, acting as an extension to Beijing's current Financial Street which we believe is one of the most expensive office markets in the world. The Lize Financial Business District is planned to provide quality offices, apartments, exhibition centers, commercial zones and leisure facilities aiming to accommodate the increasing demand arising from the continued expansion of financial companies around the current Financial Street area.

Leeza SOHO has a total GFA of approximately 156,485 sq.m., and a total leasable GFA of approximately 135,637 sq.m.. The project was completed in December 2019.



SOHO FUXING PLAZA

SOHO Fuxing Plaza is located at Huai Hai Road Central, the most vibrant and cosmopolitan commercial street in Shanghai with direct access to subway lines 10 and 13. It is right next to Shanghai Xintiandi, the most bustling and diverse commercial area of Shanghai. SOHO Fuxing Plaza has a total GFA of approximately 124,068 sq.m. and a leasable GFA of approximately 88,234 sq.m., of which approximately 46,344 sq.m. is for office use and approximately 41,890 sq.m. is for retail use. The project was completed in September 2014.

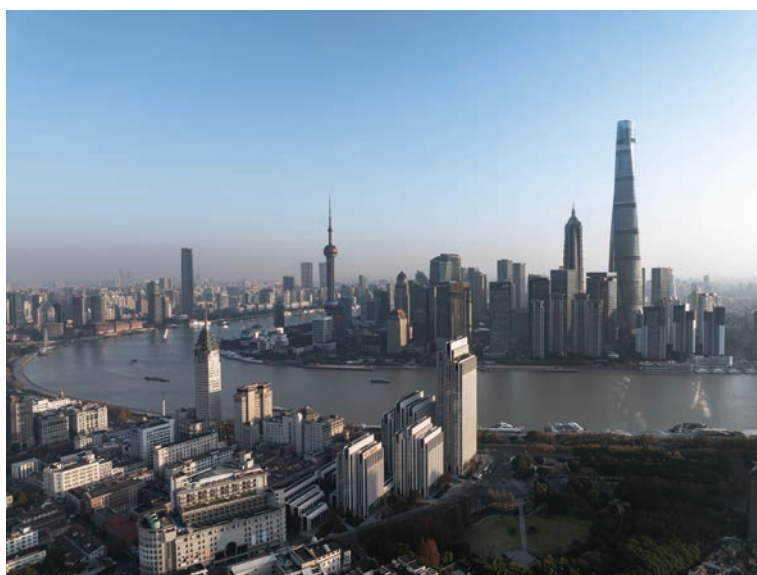


BUSINESS REVIEW AND MARKET OUTLOOK

BUND SOHO

Bund SOHO is located on the Bund in Shanghai. Bund SOHO is very close to Shanghai's famous City God Temple and next to the Bund's multi-dimensional transportation hub and yacht wharf.

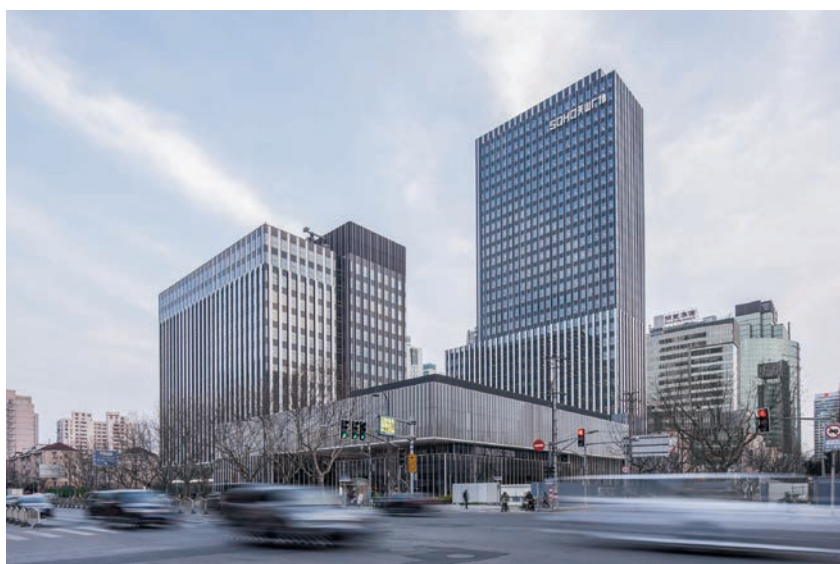
The Group is entitled to a leasable GFA of approximately 72,006 sq.m., including approximately 50,347 sq.m. of office area and approximately 21,659 sq.m. of retail area. The project was completed in August 2015.



SOHO TIANSHAN PLAZA

SOHO Tianshan Plaza is located at a prime location in the Hongqiao Foreign Trade Center in Changning District in Shanghai. The Hongqiao Foreign Trade Center area is Shanghai's first central business district for foreign enterprises and a gathering place for Changning's office buildings, business and high-end residential apartments. In close proximity to the Tianshan Road Commercial Street, SOHO Tianshan Plaza has direct access to Loushanguan Station on subway line 2.

SOHO Tianshan Plaza has a total GFA of approximately 155,827 sq.m.. The office and retail parts of SOHO Tianshan Plaza were completed in December 2016, with a total leasable GFA of approximately 97,751 sq.m., including approximately 74,498 sq.m. of office area and approximately 23,253 sq.m. of retail area. Hyatt Place Shanghai Tianshan Plaza, which is located at SOHO Tianshan Plaza, was completed in November 2017 and has started operations since the end of February 2018.



GUBEI SOHO

The land for Gubei SOHO is located in the core area of the Hongqiao Foreign Trade Center in Shanghai's Changning District, only 1 kilometer away from SOHO Tianshan Plaza.

The land is bordered by Yili Road to the east, Hongbaoshi Road to the south, Ma'nao Road to the west and Hongqiao Road to the north. The project is accessible underground from Yili Station on subway line 10 and with close proximity to Gubei Fortuna Plaza and other Grade A office buildings.

The project has a total GFA of approximately 146,692 sq.m. and a total leasable GFA of approximately 112,541 sq.m.. The project was completed in January 2019.



MANAGEMENT DISCUSSION & ANALYSIS

FINANCIAL REVIEW

Revenue

The Group achieved revenue income of approximately RMB690 million in the Period, representing a decrease of approximately 13.6% as compared with approximately RMB799 million in the same period of 2024. The decrease in revenue income was mainly due to weak market demand in the office and retail property leasing markets.

Profitability

Gross profit for the Period was approximately RMB549 million, representing a decrease of approximately 15.3% as compared with approximately RMB648 million in the same period of 2024.

Gross profit margin was approximately 80% for the Period, as compared with approximately 81% in the same period of 2024.

Cost control

Selling expenses for the Period were approximately RMB21 million, as compared with approximately RMB20 million in the same period of 2024. Administrative expenses for the Period were approximately RMB39 million, as compared with approximately RMB50 million in the same period of 2024.

Finance income and expenses

Finance income for the Period was approximately RMB1 million, as compared with approximately RMB3 million in the same period of 2024.

Finance expenses for the Period were approximately RMB330 million, representing a decrease of approximately RMB37 million as compared with approximately RMB367 million in the same period of 2024, mainly due to the lower average borrowing balance during the Period.

Income tax credit/expense

Income tax credit for the Period was approximately RMB1 million, representing a decrease in income tax expense of approximately RMB126 million as compared with an income tax expense of approximately RMB125 million in the same period of 2024.

Bank borrowings, other borrowings and collaterals

As at 30 June 2025, total borrowings of the Group were approximately RMB15,310 million, of which approximately RMB5,720 million were due within one year (including a total principal amount of RMB4,123 million and interest of RMB14 million with original contractual repayment dates beyond 30 June 2025 being reclassified as current liabilities), approximately RMB9,590 million were due over one year. As at 30 June 2025, borrowings of the Group of approximately RMB15,310 million were collateralized by the Group's investment properties.

As at 30 June 2025, net gearing ratio was approximately 40% (31 December 2024: approximately 41%), calculated based on net debt (total borrowings minus cash and cash equivalents and restricted bank deposits and structured deposits) over equity attributable to owners of the Company.

Risks of foreign exchange fluctuation and interest rate

As at 30 June 2025, offshore borrowings were approximately RMB212 million, accounting for approximately 1.4% of total borrowings of the Group (31 December 2024: offshore borrowings were approximately RMB348 million, accounting for approximately 2.2% of total borrowings of the Group). The Company's average funding cost remained stable at approximately 4.2% as at 30 June 2025 (31 December 2024: approximately 4.3%). During the Period, the Group's operating cash flow and liquidity had not been subject to significant influence from fluctuations in exchange rate.

Contingent liabilities

The Group had entered into agreements with certain banks to provide guarantees in respect of mortgage loans offered to buyers of property units. As at 30 June 2025, the total amount of the mortgage loans guaranteed by the Group relating to such agreements was approximately RMB3 million (31 December 2024: approximately RMB3 million).

Capital commitment

As at 30 June 2025, the Group's total capital commitment was approximately RMB8 million (31 December 2024: approximately RMB8 million).

Employees and remuneration policy

As at 30 June 2025, the Group had 1,640 employees, including 1,478 employees for the property management operations.

The remuneration package of the Group's employees mainly includes basic salary and bonuses. Bonuses are determined on a monthly basis based on performance reviews.

OTHER INFORMATION

PRINCIPAL ACTIVITIES

The principal activities of the Group are real estate development, property leasing and related services management businesses. There were no significant changes in the nature of the Group's principal activities during the Period.

DIVIDENDS

The Board resolved not to declare an interim dividend for the Period (2024 interim dividend: Nil).

SHARE CAPITAL

As at 30 June 2025, the Company had 5,199,524,031 shares in issue (31 December 2024: 5,199,524,031 shares).

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVE OF THE COMPANY IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2025, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong) (the "SFO")), which were required pursuant to section 352 of the SFO to be recorded in the register referred to therein, or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as contained in the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), to be notified to the Company and the Stock Exchange, are as follows:

(i) Interests in the ordinary shares of the Company

Name	Personal interests	Family interests	Corporate interests	Number of ordinary shares	Approximate percentage of shareholding
Pan Shiyi	-	3,324,100,000 (L) (Note 2)	-	3,324,100,000 (L)	63.9309%
Pan Zhang Xin Marita	-	-	3,324,100,000 (L) (Note 3)	3,324,100,000 (L)	63.9309%

Notes:

- (1) (L) represents long position in shares or underlying shares.
- (2) Mr. Pan Shiyi had deemed interests in 3,324,100,000 shares held by his spouse, Mrs. Pan Zhang Xin Marita as mentioned in Note (3) below. According to the DI form filed by Mr. Pan Shiyi on 1 January 2018, Mr. Pan Shiyi is now a beneficiary of a discretionary trust (the "Trust") that was founded by his spouse, Mrs. Pan Zhang Xin Marita.

OTHER INFORMATION

- (3) *Each of Boyce Limited and Capevale Limited ("Capevale BVI"), both of which were incorporated in the British Virgin Islands, was interested in 1,662,050,000 shares. Boyce Limited and Capevale BVI are the wholly-owned subsidiaries of Capevale Limited ("Capevale Cayman"), which was incorporated in the Cayman Islands. Cititrust Private Trust (Cayman) Limited (in its capacity as trustee) is the legal owner of 100% of the shares in the issued share capital of Capevale Cayman. Cititrust Private Trust (Cayman) Limited held these shares under the Trust, for the benefit of the beneficiaries of the Trust, including Mrs. Pan Zhang Xin Marita.*

(ii) Interests in the ordinary shares of the Company's associated corporations

Name	Name of associated corporation	Nature of interest	Share capital (USD)	Approximate percentage of shareholding
Pan Shiyi	Beijing Redstone Jianwai Real Estate Development Co., Ltd.	Interests of controlled corporation	1,275,000 (Note)	4.25%
	Beijing SOHO Real Estate Co., Ltd.	Beneficial owner	4,950,000	5.00%
	Beijing Redstone Newtown Real Estate Co., Ltd.	Beneficial owner	500,000	5.00%
	Beijing Shanshi Real Estate Co., Ltd.	Beneficial owner	1,935,000	5.00%

Note: These interests were held by Beijing Redstone Industry Co., Ltd..

Save as disclosed above, to the best knowledge of the Directors, as at 30 June 2025, none of the Directors or chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required pursuant to section 352 of the SFO to be recorded in the register referred to therein, or pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2025, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO showed that, other than the interests disclosed above in respect of certain Directors or the chief executive of the Company, the following shareholders of the Company had notified the Company of their relevant interests in the issued share capital of the Company:

Name	Nature of interest	Number of ordinary shares	Approximate percentage of shareholding
Cititrust Private Trust (Cayman) Limited (Note 2)	Trustee	3,324,100,000 (L)	63.9309% (L)
Capevale Cayman (Note 2)	Interests of controlled corporation	3,324,100,000 (L)	63.9309% (L)
Boyce Limited (Note 3)	Interests of controlled corporation	1,662,050,000 (L)	31.9654% (L)
Capevale BVI (Note 4)	Interests of controlled corporation	1,662,050,000 (L)	31.9654% (L)

Notes:

- (1) (L) represents long position in shares or underlying shares.
- (2) Cititrust Private Trust (Cayman) Limited (in its capacity as trustee of the Trust) is the legal owner of 100% of the shares in the issued share capital of Capevale Cayman. Capevale Cayman wholly owns Boyce Limited and Capevale BVI, each of which was interested in 1,662,050,000 shares. Accordingly, Cititrust Private Trust (Cayman) Limited is deemed to be interested in the 3,324,100,000 shares held by Boyce Limited and Capevale BVI via its interest in Capevale Cayman under the Trust for the benefit of the beneficiaries, including Mrs. Pan Zhang Xin Marita.
- (3) Boyce Limited, incorporated in the British Virgin Islands, is a wholly-owned subsidiary of Capevale Cayman.
- (4) Capevale BVI, incorporated in the British Virgin Islands, is a wholly-owned subsidiary of Capevale Cayman.

Save as disclosed above, to the best knowledge of the Directors, as at 30 June 2025, there was no other person who had interest or short position in the shares or underlying shares of the Company which were required, pursuant to section 336 of the SFO, to be recorded into the register referred to therein.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OF THE COMPANY

At no time during the Period were there rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or minor children, nor were there any such rights exercised by them; nor was the Company or any of its subsidiaries a party to any arrangement to enable any Directors to acquire such rights in any other body corporate.

OTHER INFORMATION

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

As at 30 June 2025, there are no treasury shares held by the Company.

Neither the Company nor any of its subsidiaries had purchased, sold, or redeemed any of the Company's listed securities (including sale of treasury shares) during the Period.

MATERIAL CHANGE

Save as disclosed elsewhere in this report, since the publication of the annual report of the Company for the year ended 31 December 2024, there are no material changes to the Company's business.

EVENTS AFTER THE REPORTING PERIOD

No significant subsequent events affecting the Group have occurred since the end of the Period up to the date of this report.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as the code of conduct for securities transactions carried out by the Directors. The Company has made specific enquiry to all Directors and all Directors have confirmed that they had complied with the required standard set out in the Model Code throughout the Period.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors, during the Period, the Company had been in compliance with the code provisions of the Corporate Governance Code contained in Appendix C1 to the Listing Rules as in force during the Period.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. Under the leadership of the Chairman, the Board is also responsible for approving and overseeing the overall strategies and policies of the Company, approving the annual budget and business plans, assessing the Company's performance and supervising the work of the senior management.

The running of the day-to-day businesses of the Company is delegated by the Board to the management who is working under the leadership and supervision of the Board committees except that authority is reserved for the Board to approve interim and annual financial statements, dividend policy, annual budgets, business plan, and significant operational matters.

Regular Board meetings are held at least four times a year (at quarterly intervals) and any ad hoc meeting will be held when necessary. At least fourteen days' notice will be given to all the Directors prior to any regular Board meeting and any relevant materials to be presented to a Board meeting will be provided to Directors at least three days before such Board meeting. The Directors are appointed by shareholders of the Company through ordinary resolutions or appointed by the Board to fill any casual vacancy on the Board or for new addition to the Board. At each annual general meeting, one-third (or, if the number is not a multiple of three, the number nearest to but not less than one-third) of the Directors for the time being shall retire from office by rotation but are eligible for re-election and re-appointment.

The executive Director, Mr. Pan Shiyi, is the husband of Mrs. Pan Zhang Xin Marita who is an executive Director. Save as disclosed above, the Board members have no financial, business, family or other material/relevant relationships with each other.

The Board is established in accordance with the provisions of Rules 3.10 and 3.10A of the Listing Rules. Of the three independent non-executive Directors appointed, at least one or more are equipped with financial expertise and the number of independent non-executive Directors represented at least one-third of the Board.

The Board's composition demonstrates a balance of core competence with regard to the business of the Company, so as to provide effective leadership and the required expertise to the Company. Liability insurance for Directors and senior management officers was maintained by the Company with coverage for any legal liabilities which may arise in the course of performing their duties.

As at 30 June 2025, the Board comprised seven Directors, including four executive Directors, namely Mr. Pan Shiyi, Mrs. Pan Zhang Xin Marita, Ms. Xu Jin (Chairman and Co-CEO) and Mr. Qian Ting (Co-CEO); and three independent non-executive Directors, namely Mr. Huang Jingsheng, Mr. Xiong Ming Hua and Mr. Zhang Mingeng. Details of the composition of the audit committee, the remuneration committee, the nomination committee and the ESG committee of the Company as at 30 June 2025 and the date of this report are set out in the section headed "Corporation Information" of this report.

CHAIRMAN AND CO-CEO

The Chairman of the Board and the Co-CEO of the Company are currently two separate positions. The Chairman of the Board is held by Ms. Xu Jin. The Co-CEOs of the Company are Ms. Xu Jin and Mr. Qian Ting. The Chairman of the Board is responsible for the management and leadership of the Board to formulate overall strategies and business development directions for the Company, to ensure adequate, complete and reliable information is provided to all Directors in a timely manner, and to ensure that issues raised at the Board meetings are explained appropriately. The Co-CEO of the Company is responsible for the day-to-day management of the business of the Company, implementation of the policies, business objectives and plans set by the Board, and is accountable to the Board for the overall operation of the Company.

CHANGE OF COMPANY SECRETARY

On 28 August 2025, Ms. Ng Sau Mei resigned as the company secretary of the Company (the “Company Secretary”) and on the same day, Ms. Leung Shui Bing (“Ms. Leung”), a manager of the Listing Services Department of TMF Hong Kong Limited (“TMF HK”) (a global corporate services provider), has been appointed as the Company Secretary. For details, please refer to the announcement of the Company dated 28 August 2025.

The Board has implemented the following measures to mitigate the potential issues of engaging an external service provider as the Company Secretary:

- (i) Notwithstanding Ms. Leung’s existing knowledge and experience dealing with the Company, Mr. Zhu Enlei, the chief financial officer of the Company, serves as the primary contact with Ms. Leung, providing regular updates to Ms. Leung and ensures that she remains well informed of the business operations, ongoing developments and strategic objectives of the Company. Ms. Leung will attend meetings of the Board and its committees, as well as general meetings of the Company. She has also been granted access to all Board minutes and internal policies of the Company, enabling her to maintain continuous awareness of the Company’s affairs;
- (ii) The Company will maintain active engagement with Ms. Leung through multiple channels including email, phone and instant messaging applications to ensure prompt communication and timely attention to governance and compliance matters. As Ms. Leung is supported by a dedicated team of experienced and qualified professionals at TMF HK, in the unlikely event that Ms. Leung is unavailable, the Company will liaise with her team to ensure continuity of communication and timely access to required advice;
- (iii) The management of the Company will periodically assess the effectiveness of the company secretarial function provided by Ms. Leung and her team. This includes evaluating her responsiveness, accuracy and quality of support to the Company to ensure she continues to meet all applicable obligations and remains effective and engaged in her role; and
- (iv) In addition, the management of the Company will regularly review the arrangement with regard to the engagement of external service provider as company secretary to ensure that communication remains seamless and that adequate resources are consistently allocated to meet the Company’s compliance and governance needs.

REVIEW OF INTERIM RESULTS

The audit committee of the Company had reviewed the unaudited condensed consolidated interim results for the six months ended 30 June 2025 of the Company and considered that the Company had complied with all applicable accounting standards and requirements and had made adequate disclosure.

The condensed consolidated interim results for the six months ended 30 June 2025 are unaudited, but had been reviewed by the Company's external auditor, Grant Thornton Hong Kong Limited.

The unaudited condensed consolidated interim results for the six months ended 30 June 2025 were approved by the Board on 28 August 2025.

By order of the Board
SOHO China Limited
Xu Jin
Chairman

Hong Kong, 28 August 2025

CORPORATE INFORMATION

Executive Directors	Pan Shiyi Pan Zhang Xin Marita Xu Jin (<i>Chairman and Co-CEO</i>) Qian Ting (<i>Co-CEO</i>)
Independent Non-executive Directors	Huang Jingsheng Xiong Ming Hua Zhang Mingeng
Company Secretary	Leung Shui Bing
Members of the Audit Committee	Huang Jingsheng (<i>Chairman</i>) Xiong Ming Hua Zhang Mingeng
Members of the Remuneration Committee	Huang Jingsheng (<i>Chairman</i>) Pan Shiyi Xiong Ming Hua Zhang Mingeng
Members of the Nomination Committee	Huang Jingsheng (<i>Chairman</i>) Pan Shiyi Xu Jin Xiong Ming Hua Zhang Mingeng
Members of the ESG Committee	Huang Jingsheng (<i>Chairman</i>) Pan Shiyi Pan Zhang Xin Marita
Authorized Representatives	Pan Zhang Xin Marita Leung Shui Bing
Registered Office	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Corporate Headquarters	11/F, Tower A Chaowai SOHO 6B Chaowai Street Chaoyang District Beijing 100020 China

Principal Place of Business in Hong Kong	31/F Tower Two Times Square 1 Matheson Street Causeway Bay Hong Kong
Principal Share Registrar and Transfer Office in the Cayman Islands	Suntera (Cayman) Limited Suite 3204, Unit 2A, Block 3, Building D P.O. Box 1586, Gardenia Court, Camana Bay Grand Cayman KY1-1110 Cayman Islands
Branch Share Registrar and Transfer Office in Hong Kong	Computershare Hong Kong Investor Services Limited Shops 1712-1716 17th Floor Hopewell Centre 183 Queen's Road East Wanchai Hong Kong
Hong Kong Legal Advisors	Stephenson Harwood 43/F, One Taikoo Place 979 King's Road Quarry Bay Hong Kong
Auditor	Grant Thornton Hong Kong Limited Certified Public Accountants Registered Public Interest Entity Auditor 11th Floor, Lee Garden Two 28 Yun Ping Road Causeway Bay Hong Kong
Principal Bankers	Agricultural Bank of China Bank of China Bank of Communications China Everbright Bank China Merchants Bank Industrial and Commercial Bank of China Standard Chartered Bank (Hong Kong) The Hong Kong and Shanghai Banking Corporation
Website address	www.sohochina.com
Stock Code	410

INDEPENDENT REVIEW REPORT



Grant Thornton
致同

To the Board of Directors of SOHO China Limited
(incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the interim condensed consolidated financial information set out on pages 24 to 48, which comprises the interim condensed consolidated statement of financial position of SOHO China Limited (the “Company”) and its subsidiaries (together, the “Group”) as at 30 June 2025 and the interim condensed consolidated income statement, the interim condensed consolidated statement of comprehensive income, the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the six-month period then ended, and notes to the interim financial information, including material accounting policy information. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” as issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” as issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial information of the Group is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

Emphasis of Matter

We draw attention to note 2 to the interim condensed consolidated financial information which indicates that as at 30 June 2025, the Group's current liabilities exceeded its current assets by RMB8,118,299,000. At the same date, the Group's total bank and other borrowings amounted to RMB15,310,452,000 (including the current portion of RMB5,720,350,000). As stated in note 2, these conditions, along with other matters as set forth in note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Grant Thornton Hong Kong Limited

Certified Public Accountants
11th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong SAR

28 August 2025

Han Pui Yu
Practising Certificate No.: P07101

INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2025

	Note	Unaudited Six months ended 30 June	
		2025 RMB'000	2024 RMB'000
Revenue	6	689,825	799,362
Cost of sales		(141,069)	(150,944)
Gross profit		548,756	648,418
Fair value changes on investment properties	11	(144,000)	(88,086)
Other income/(losses) and gains, net	7	173,921	182,879
Selling expenses		(20,999)	(19,615)
Administrative expenses		(39,284)	(49,530)
Other operating expenses		(281,256)	(293,734)
Operating profit		237,138	380,332
Finance income	8	1,384	2,527
Finance expenses	8	(329,593)	(367,366)
(Loss)/Profit before income tax		(91,071)	15,493
Income tax credit/(expense)	9	473	(124,662)
Loss for the period		(90,598)	(109,169)
(Loss)/Profit attributable to:			
– Owners of the Company		(91,578)	(107,546)
– Non-controlling interests		980	(1,623)
Loss for the period		(90,598)	(109,169)
Loss per share (RMB per share)	10		
Basic loss per share		(0.02)	(0.02)
Diluted loss per share		(0.02)	(0.02)

The above interim condensed consolidated income statement should be read in conjunction with the accompanying notes.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2025

	Unaudited Six months ended 30 June	
	2025 RMB'000	2024 RMB'000
Loss for the period	(90,598)	(109,169)
Other comprehensive (expense)/income:		
<i>Item that may be reclassified to profit or loss</i>		
Currency translation differences	(14,136)	2,292
<i>Item that will not be reclassified to profit or loss</i>		
Currency translation differences	–	(16,639)
Other comprehensive expense for the period, net of tax	(14,136)	(14,347)
Total comprehensive expense for the period	(104,734)	(123,516)
Total comprehensive (expense)/income for the period attributable to:		
– Owners of the Company	(105,607)	(122,052)
– Non-controlling interests	873	(1,464)
Total comprehensive (expense)/income for the period	(104,734)	(123,516)

The above interim condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	Note	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
ASSETS			
Non-current assets			
Investment properties	11	62,935,400	63,079,400
Property and equipment		888,273	904,385
Deferred tax assets		777,692	810,867
Trade and other receivables	13	68,743	68,743
Investment in other financial assets		269,013	284,967
Total non-current assets		64,939,121	65,148,362
Current assets			
Completed properties held for sale	12	1,603,317	1,605,127
Investment in other financial assets		391,730	140,864
Prepayments		90,093	101,645
Trade and other receivables	13	552,530	520,047
Restricted bank deposits		24,478	25,808
Cash and cash equivalents		490,827	589,623
Total current assets		3,152,975	2,983,114
Total assets		68,092,096	68,131,476
EQUITY			
Equity attributable to owners of the Company			
Share capital	14	106,112	106,112
Other reserves		35,932,063	36,037,670
		36,038,175	36,143,782
Non-controlling interests		925,163	924,290
Total equity		36,963,338	37,068,072

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	<i>Note</i>	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
LIABILITIES			
Non-current liabilities			
Bank and other borrowings	15	9,590,102	9,823,169
Long-term deposits		291,358	297,826
Deferred tax liabilities		9,976,024	10,004,805
Total non-current liabilities		19,857,484	20,125,800
Current liabilities			
Bank and other borrowings	15	5,720,350	5,732,567
Receipts in advance		615,086	538,050
Trade and other payables	16	3,302,739	3,011,512
Current income tax liabilities		1,633,099	1,655,475
Total current liabilities		11,271,274	10,937,604
Total liabilities		31,128,758	31,063,404
Total equity and liabilities		68,092,096	68,131,476

The above interim condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2025

	Unaudited							
	Attributable to owners of the Company						Non-controlling interests	Total equity
	Share capital RMB'000	Share premium RMB'000	Exchange reserve RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000		
Balance at 1 January 2025	106,112	1,596	(1,644,115)	1,010,490	36,669,699	36,143,782	924,290	37,068,072
(Loss)/Profit for the period	-	-	-	-	(91,578)	(91,578)	980	(90,598)
Other comprehensive expense	-	-	(14,029)	-	-	(14,029)	(107)	(14,136)
Total comprehensive (expense)/income for the period	-	-	(14,029)	-	(91,578)	(105,607)	873	(104,734)
Balance at 30 June 2025	106,112	1,596	(1,658,144)	1,010,490	36,578,121	36,038,175	925,163	36,963,338

	Unaudited							
	Attributable to owners of the Company						Non-controlling interests	Total equity
	Share capital RMB'000	Share premium RMB'000	Exchange reserve RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000		
Balance at 1 January 2024	106,112	1,596	(1,634,467)	1,010,490	36,783,140	36,266,871	928,153	37,195,024
Loss for the period	-	-	-	-	(107,546)	(107,546)	(1,623)	(109,169)
Other comprehensive (expense)/income	-	-	(14,506)	-	-	(14,506)	159	(14,347)
Total comprehensive expense for the period	-	-	(14,506)	-	(107,546)	(122,052)	(1,464)	(123,516)
Balance at 30 June 2024	106,112	1,596	(1,648,973)	1,010,490	36,675,594	36,144,819	926,689	37,071,508

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2025

	Unaudited Six months ended 30 June	
	2025 RMB'000	2024 RMB'000
Cash flows from operating activities		
Proceeds from rendering of services	1,077,230	958,314
Proceeds from sales of properties	1,870	3,663
Refund of taxes and surcharges	-	171
Interest received	1,384	2,527
Cash received relating to other operating activities	68,475	56,788
Cash paid for properties and services	(132,481)	(123,789)
Cash paid to and on behalf of employees	(57,413)	(80,071)
Payments of taxes and surcharges	(161,846)	(186,109)
Income tax paid	(17,509)	(124,542)
Interest paid	(343,189)	(377,390)
Cash paid relating to other operating activities	(51,822)	(19,676)
Net cash inflow from operating activities	384,699	109,886
Cash flows from investing activities		
Payment for development costs and purchase of investment properties	-	(10,959)
Purchases of property and equipment	(775)	(544)
Proceeds from disposal of investment properties	-	84,210
Payment for investment in other financial assets	(249,046)	-
Investment income from financial assets	1,820	643
Proceeds from disposal of property and equipment	11	1,329
Net cash (outflow)/inflow from investing activities	(247,990)	74,679
Cash flows from financing activities		
Repayment of bank and other borrowings	(235,710)	(186,031)
Net cash outflow from financing activities	(235,710)	(186,031)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2025

	Unaudited Six months ended 30 June	
	2025 RMB'000	2024 RMB'000
Net decrease in cash and cash equivalents	(99,001)	(1,466)
Cash and cash equivalents at the beginning of the period	589,623	769,461
Effects of foreign exchange rate changes on cash and cash equivalents	205	145
Cash and cash equivalents at end of the period	490,827	768,140

The above interim condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. General information

SOHO China Limited (the “Company”) and its subsidiaries (together, the “Group”) are principally engaged in the provision of property leasing and related services, and real estate development in the People’s Republic of China (the “PRC” or “China”).

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company has had its primary listing on The Stock Exchange of Hong Kong Limited since 8 October 2007.

The interim condensed consolidated financial information is presented in Renminbi (“RMB”), unless otherwise stated. The interim condensed consolidated financial information was approved for issue by the board (the “Board”) of directors (the “Directors”) on 28 August 2025.

2. Basis of preparation

The interim condensed consolidated financial information for the six months ended 30 June 2025 has been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

As of 30 June 2025, the Group’s current liabilities exceeded its current assets by RMB8,118,299,000 (unaudited) (31 December 2024: RMB7,954,490,000 (audited)). As at 30 June 2025, the Group’s total bank and other borrowings amounted to RMB15,310,452,000 (unaudited) (31 December 2024: RMB15,555,736,000 (audited)) (including the current portion of RMB5,720,350,000 (unaudited) as disclosed in note 15). These borrowings were collateralized by the Group’s investment properties recorded at a total carrying amount of RMB53,768,730,000 (unaudited) (31 December 2024: RMB53,859,471,000 (audited)). As at 30 June 2025, the Group had unrestricted cash and cash equivalents amounted to RMB490,827,000 (unaudited) (31 December 2024: RMB589,623,000 (audited)).

Beijing Wangjing SOHO Real Estate Co., Ltd. (“Beijing Wangjing”), a subsidiary of the Company, received a notice from a local tax authority in August 2022 demanding payment by 1 September 2022 of RMB1,733,334,000 for land appreciation tax (“LAT”) relating to Towers 1 and 2 of the Wangjing SOHO project developed by Beijing Wangjing. Surcharges would be imposed at 0.05 percent per day on the outstanding LAT should payment not be made by the due date. As at 30 June 2025, RMB168,600,000 (unaudited) (31 December 2024: RMB155,600,000 (audited)) of the LAT demanded had been paid and the remaining balance of the LAT, together with surcharges totalling RMB2,434,498,000 (unaudited) (31 December 2024: RMB2,305,263,000 (audited)) were outstanding.

2. Basis of preparation (continued)

The late payment of LAT might trigger cross-defaults of certain bank borrowings of the Group amounting to RMB4,123,000,000 (unaudited) (31 December 2024: RMB4,144,000,000 (audited)) as at 30 June 2025 (the “Cross-Defaulted Borrowings”). The Cross-Defaulted Borrowings with a total principal amount of RMB4,123,000,000 (unaudited) (31 December 2024: RMB4,144,000,000 (audited)) and interest of approximately RMB13,952,000 (unaudited) (31 December 2024: RMB13,192,000 (audited)) including those with original contractual repayment dates beyond 30 June 2025, were reclassified as current liabilities as at 30 June 2025 as they might due upon demand if requested by the respective lenders.

The above conditions indicate material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. In view of such circumstances, management of the Company has given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain plans and measures have been or will be taken by management to mitigate the Group’s liquidity pressure and to improve its cashflows which including, but not limited to, the following:

- (a) the Group has been in continuous communications with the local tax authority for a feasible settlement plan on the outstanding LAT. The Group continued to dispose of certain of its commercial properties to settle a portion of the unpaid LAT. With the support and coordination of relevant government bodies and tax authorities, from 1 September 2022 to the date of approval of this report, the Group has completed the sale of certain commercial properties, and settled LAT amounting to RMB168,600,000 (unaudited) (31 December 2024: RMB155,600,000 (audited)) by 30 June 2025.

The Group continues to communicate with the local tax authority and takes measures to dispose of further commercial properties in order to settle the outstanding LAT to mitigate any further potential negative impact due to late payment.

- (b) the Group has been in proactive and continuous communication and will continue to negotiate with relevant lenders, including those of the Cross-Defaulted Borrowings. The Group has entered into supplemental agreements with the major existing lenders, including the lenders of the Cross-Defaulted Borrowings, to further revise the repayment installment amounts for borrowings with total principal amounts of RMB4,580,000,000 (unaudited) during the six months ended 30 June 2025. The Group will continue to communicate with the lenders of the Cross-Defaulted Borrowings not to take any actions against the Group that will require immediate payment of the principals and interest of these borrowings. Based on latest communications between the management and the lenders of the Cross-Defaulted Borrowings, there is no indication that these lenders have any current intention to take action against the Group to demand immediate payment;
- (c) the Group planned to dispose of certain of its properties to supplement liquidity; and
- (d) the Group will continue to take proactive measures to improve operating cash flow by controlling administrative costs and containing capital expenditure.

2. Basis of preparation (continued)

The Directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than twelve months from 30 June 2025 on the assumptions that the Group is able to refinance the bank borrowings when due. The Directors are of the opinion that, considering the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 30 June 2025. Accordingly, the Directors are satisfied that it is appropriate to prepare the interim condensed consolidated financial information on a going concern basis.

Notwithstanding the above, material uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the following:

- (a) whether the local tax authority will demand immediate payment of the outstanding LAT and related surcharges before the Group is able to secure sufficient funding to do so; as well as it will take any further actions against the Group including detention, seizure and sale of the Group's properties or imposing penalties;
- (b) whether the lenders of the bank and other borrowings, including those of the Cross-Defaulted Borrowings, will call for repayment ahead of the stipulated repayment dates as a result of any developments of the LAT or other matters;
- (c) whether the Group can dispose of certain of its properties to supplement liquidity; and
- (d) the Group's ability to generate operating cash flows to meet the Group's ongoing funding needs as well as successfully controlling administrative costs and containing capital expenditure.

Should the Group be unable to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the interim condensed consolidated financial information.

This interim condensed consolidated financial information contains condensed consolidated financial information and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the annual consolidated financial statements for the year ended 31 December 2024 (the "2024 annual financial statements"). The interim condensed consolidated financial information and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with HKFRS Accounting Standards. Accordingly, this interim condensed consolidated financial information is to be read in conjunction with the 2024 annual financial statements and any public announcements made by the Company during the interim reporting period.

The interim condensed consolidated financial information is unaudited, but has been reviewed by the external auditor of the Company.

3. Adoption of amended HKFRS Accounting Standards

(a) Amended HKFRS Accounting Standards that are effective for annual period beginning on 1 January 2025

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's 2024 annual financial statements, except for the adoption of the following amended HKFRS Accounting Standards for the first time for the current period's financial information.

Amendments to HKAS 21	Lack of Exchangeability
-----------------------	-------------------------

The adoption of the above amended HKFRS Accounting Standards does not have a significant impact on the preparation of the Group's interim condensed consolidated financial information.

(b) Amended HKFRS Accounting Standards not yet adopted by the Group

A number of amended HKFRS Accounting Standards have been issued but are not mandatory for annual reporting periods ending on 31 December 2025 and have not been adopted by the Group. These new and amended HKFRS Accounting Standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

4. Estimates

The preparation of interim condensed consolidated financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this interim condensed consolidated financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2024.

5. Financial risk management and financial instruments

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk.

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at and for the years ended 31 December 2024.

There have been no significant changes in any risk management policies since 31 December 2024.

5. Financial risk management and financial instruments (continued)**(a) Financial risk factors (continued)**

The Group has entered into agreements with certain banks with respect to mortgage loans provided to buyers of property units. The Group has given guarantees on mortgage loans provided to the buyers by these banks. For most mortgages, the guarantees will be released when the property title deeds are pledged to banks as security for the respective mortgage loans, which generally take place within one year after the property units are delivered to the buyers. If a buyer defaults on the payment of its mortgage loan during the guarantee period, the bank holding the guarantee may demand the Group to repay the outstanding principal of the loan and any interest accrued thereon. Under such circumstances, the Group is able to forfeit the buyer's deposit and resell the property to recover any amounts paid by the Group to the bank. In this regard, the Directors consider that the Group's credit risk associated with these financial guarantees are immaterial. The total amount of mortgages outstanding which are guaranteed by the Company's subsidiaries was RMB4,474,000 (unaudited) as at 30 June 2025 (as at 31 December 2024: RMB4,702,000 (audited)).

(b) Fair value of financial assets and liabilities measured at amortized cost

The fair value of the following financial assets and liabilities approximate their carrying amounts:

- Trade and other receivables
- Restricted bank deposits
- Cash and cash equivalents
- Bank and other borrowings
- Trade and other payables excluding tax payables, payroll and welfare payables and late payment fees
- Long-term deposits

(c) Fair value estimation

The table below analyzes the Group's assets and liabilities carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) and not using significant unobservable inputs (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, significant unobservable inputs) (Level 3).

5. Financial risk management and financial instruments (continued)**(c) Fair value estimation (continued)**

The following tables presents the Group's assets and liabilities measured and recognized at fair value as at 30 June 2025 and 31 December 2024.

	As at 30 June 2025 (Unaudited)			
	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Assets				
Investment properties	-	-	62,935,400	62,935,400
Property and equipment				
- office premises	-	-	374,345	374,345
Financial assets at fair value through profit or loss				
- investment in other financial assets	-	391,730	269,013	660,743
Total assets	-	391,730	63,578,758	63,970,488

	As at 31 December 2024 (Audited)			
	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Assets				
Investment properties	-	-	63,079,400	63,079,400
Property and equipment				
- office premises	-	-	381,445	381,445
Financial assets at fair value through profit or loss				
- investment in other financial assets	-	140,864	284,967	425,831
Total assets	-	140,864	63,745,812	63,886,676

5. Financial risk management and financial instruments (continued)

(c) Fair value estimation (continued)

The Group's policy is to recognize transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers between levels 1, 2 and 3 during the six months ended 30 June 2025 (six months ended 30 June 2024: nil).

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments;
- discounted cash flow model and unobservable inputs mainly including assumptions of expected future cash flows and discount rate; and
- equity allocation model and price/book multiple method with observable and unobservable inputs, including risk-free rate, expected volatility, discount rate for lack of marketability and etc..

There were no changes in valuation techniques during the period.

5. Financial risk management and financial instruments (continued)**(d) Fair value measurements using significant unobservable inputs (Level 3)**

	Investment properties RMB'000	Property and equipment – office premises RMB'000	Investment in other financial assets RMB'000	Total RMB'000
Opening balance at 1 January 2025 (audited)	63,079,400	381,445	284,967	63,745,812
Loss on financial assets at fair value through profit or loss	-	-	(14,902)	(14,902)
Fair value changes recognized in profit or loss	(144,000)	-	-	(144,000)
Depreciation	-	(7,100)	-	(7,100)
Currency translation differences	-	-	(1,052)	(1,052)
Closing balance at 30 June 2025 (unaudited)	62,935,400	374,345	269,013	63,578,758

	Investment properties RMB'000	Property and equipment – office premises RMB'000	Investment in other financial assets RMB'000	Total RMB'000
Opening balance at 1 January 2024 (audited)	63,421,300	396,130	274,090	64,091,520
Loss on financial assets at fair value through profit or loss	-	-	(10,082)	(10,082)
Fair value changes recognized in profit or loss	(88,086)	-	-	(88,086)
Depreciation	-	(7,286)	-	(7,286)
Disposals	(195,914)	-	-	(195,914)
Currency translation differences	-	-	2,292	2,292
Closing balance at 30 June 2024 (unaudited)	63,137,300	388,844	266,300	63,792,444

5. Financial risk management and financial instruments (continued)

(e) Group's valuation processes

The finance department of the Group includes a team that performs the valuations of Investment in other financial assets, investment properties and property and equipment which valued at fair value required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (the "CFO") and the Audit Committee (the "AC"). Discussions of valuation processes and results are held among the CFO, the AC and the valuation team at least once every six months.

The fair value measurement of investment properties was included in note 11.

Office premises were valued using the same valuation process, valuation techniques and significant inputs as those used for valuation of investment properties.

The fair value of investment in other financial assets are based on the reported net asset value ("NAV") in their financial statements. Management has obtained the most recent financial statements that are available from investees and considered various factors when assessing whether the reported NAV represents the fair value of the investment. These factors include the accounting policies adopted by the investees, the restrictions and barriers preventing the Group from disposing the investment, the Group's ownership percentage over the investee and other relevant factors. Fair value will be adjusted when such factors suggest the reported NAV does not represent its fair value. The Directors believed that the fair value resulting from the reported NAV, which is recorded in the interim condensed consolidated statement of financial position, and the related change in fair value, which is recorded in interim condensed consolidated income statement, are reasonable, and that it is the most appropriate value at the end of the reporting period.

6. Revenue and segment reporting

(a) Revenue

The Group is principally engaged in the provision of property leasing and related services, and real estate development in the PRC. Revenue represents revenue from rental income and sale of property units and is analyzed as follows:

	Note	Unaudited Six months ended 30 June	
		2025 RMB'000	2024 RMB'000
Revenue from other source			
Rental income		688,027	796,017
Revenue from contracts with customers			
Sale of property units	(i)	1,798	3,345
		689,825	799,362

(i) During the six months ended 30 June 2025 and 2024, revenue from sale of property units was recognized at a point in time.

(ii) No single customer contributed 10% or more of the Group's revenue during the six months ended 30 June 2025 and 2024.

(b) Segment reporting

The management of the Group has determined the operating segments based on the information reviewed by the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive directors of the Company.

The CODM reviews the operating results of the Group's real estate development and property leasing business as an integrate part, and allocates resources on the same basis. As such, the Group has only one operating segment.

The major operating entity of the Group is domiciled in the PRC, all of the Group's revenue were derived in the PRC during the period. As at 30 June 2025 and 31 December 2024, all of the Group's non-current assets, other than financial instruments and deferred income tax assets, were located in the PRC.

7. Other income/(losses) and gains, net

	Unaudited Six months ended 30 June	
	2025 RMB'000	2024 RMB'000
Property management service income	142,684	143,330
Hotel operations income	28,105	28,946
Forfeited customer deposits	14,450	19,138
Government grants	1,538	983
Loss on financial assets at fair value through profit or loss	(13,082)	(10,082)
Others	226	564
	173,921	182,879

8. Finance income and finance expenses

	Unaudited Six months ended 30 June	
	2025 RMB'000	2024 RMB'000
Finance income		
Interest income	1,384	2,527
Finance expenses		
Interest expenses on bank and other borrowings	328,903	367,002
Net foreign exchange losses	350	6
Bank charges and others	340	358
	329,593	367,366

9. Income tax (credit)/expense

Current income tax includes corporate income tax and LAT.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Company and the Company’s subsidiaries incorporated in the Cayman Islands and the BVI are not subject to any income tax.

Provision for Hong Kong Profits Tax is calculated at 16.5% (six months ended 30 June 2024: 16.5%) of the estimated assessable profits for the six months ended 30 June 2025 and 2024.

In accordance with the Corporate Income Tax Law of the PRC, the corporate income tax rate applicable to the Company’s subsidiaries in the PRC is 25% (six months ended 30 June 2024: 25%).

In accordance with the Macau Complementary Tax Law, complementary tax is imposed on a progressive rate scale ranging from 3% to 9% for taxable profits below or equal to MOP 300,000 and 12% for taxable profits over MOP300,000. Taxable profits below MOP32,000 are exempt from tax.

In accordance with the Provisional Regulations on Land Appreciation Tax of the PRC, LAT is levied at the properties developed and sold in the PRC by the Group. LAT is charged on the appreciated amount at progressive rates ranged from 30% to 60%.

According to the Implementation Rules of the Corporate Income Tax Law of the PRC, the Company’s subsidiaries in the PRC are levied a 10% withholding tax on dividends declared to their foreign investment holding companies arising from profit earned subsequent to 1 January 2008. In respect of dividends that are subject to the withholding tax, provision for withholding tax is recognized for the dividends that have been declared, and deferred tax liabilities are recognized for those to be declared in the foreseeable future.

	Unaudited	
	Six months ended 30 June	
	2025 RMB'000	2024 RMB'000
Corporate income tax	(4,867)	51,910
LAT	–	42,906
Deferred income tax	4,394	29,846
	(473)	124,662

10. Loss per share, basic and diluted

The calculation of basic and diluted loss per share is based on the loss attributable to owners of the Company for the six months ended 30 June 2025 of RMB91,578,000 (unaudited) (six months ended 30 June 2024: RMB107,546,000 (unaudited)) and the weighted average number of 5,199,524,031 (unaudited) ordinary shares (six months ended 30 June 2024: 5,199,524,031) (unaudited) in issue during the period.

11. Investment properties

	Unaudited Six months ended 30 June	
	2025 RMB'000	2024 RMB'000
Opening balance	63,079,400	63,421,300
Disposal of investment properties	–	(195,914)
Fair value changes recognized	(144,000)	(88,086)
Closing balance	62,935,400	63,137,300

The Group's investment properties were valued at 30 June 2025 by the independent professionally qualified valuer, Hong Kong Appraisal Advisory Ltd., who holds recognized relevant professional qualifications and has recent experience in the locations and segments of the investment properties valued.

The Group's finance department includes a team that reviews the valuations performed by the independent valuer for financial reporting purposes. This team reports directly to the CFO and the AC.

At the end of each financial reporting period, the finance department:

- verifies all major inputs to the independent valuation report,
- analyzes property valuation movements and changes in fair values when compared to the prior period valuation report, and
- holds discussions with the independent valuer and reports to the CFO and the AC.

There have been no changes in the valuation techniques since the previous financial year end.

12. Completed properties held for sale

	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
Completed properties held for sale	1,603,317	1,605,127

Completed properties held for sale mainly includes commercial properties which are all located in the PRC. No impairment provision was recognised during the six months ended 30 June 2025 and 2024.

13. Trade and other receivables

	Note	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
Non-current – Other receivables		68,743	68,743
Current – Trade receivables	(a)	387,746	371,257
Less: allowance for impairment of trade receivables		(45,509)	(47,290)
Trade receivables – net		342,237	323,967
Amounts due from related parties		24,740	24,740
Amounts due from non-controlling interests		46,493	46,493
Other receivables		249,557	234,931
Less: allowance for impairment of other receivables		(110,497)	(110,084)
Other receivables – net		210,293	196,080
Total of current portion		552,530	520,047

The carrying amounts of trade and other receivables approximate their respective fair values as at 30 June 2025 and 31 December 2024.

13. Trade and other receivables (continued)**(a) Aging analysis**

The aging analysis of trade receivables based on due date is as follows:

	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
Current	309,162	289,334
Less than 1 month past due	11,542	768
1 to 6 months past due	10,298	8,253
6 months to 1 year past due	1,630	21,657
More than 1 year past due	55,114	51,245
Amounts past due	78,584	81,923
	387,746	371,257

14. Capital, reserves and dividends**(a) Dividends**

The Board resolved not to declare an interim dividend for the period (2024 interim dividend: nil).

(b) Share capital

	No. of ordinary shares Share'000	Share capital RMB'000
Authorized:		
At 1 January 2024 and 2025, 30 June 2024 and 2025, HKD0.02 per share	7,500,000	-
Issued and fully paid:		
As at 1 January 2024 and 2025	5,199,524	106,112
As at 30 June 2024 and 2025	5,199,524	106,112

15. Bank and other borrowings

	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
Current	5,720,350	5,732,567
Non-current	9,590,102	9,823,169
	15,310,452	15,555,736

(a) Movements in principals of borrowings are analyzed as follows:

	Unaudited Six months ended 30 June	
	2025 RMB'000	2024 RMB'000
At beginning of the period	15,462,969	15,796,210
Repayment of borrowings	(235,710)	(186,031)
Exchange realignment	(3,311)	2,442
At end of the period	15,223,948	15,612,621

As at 30 June 2025, borrowings amounting to RMB15,310,452,000 (unaudited) (31 December 2024: RMB15,555,736,000 (audited)) were secured by the Group's certain investment properties and/or shares of certain subsidiaries established in the PRC.

(b) Compliance with loan covenants

As mentioned in note 2 to the interim condensed consolidated financial information, the late payment of LAT might trigger cross-defaults of certain bank borrowings of the Group amounting to RMB4,123,000,000 (unaudited) (31 December 2024: RMB4,144,000,000 (audited)) as at 30 June 2025. The Cross-Defaulted Borrowings with a total principal amount of RMB4,123,000,000 (unaudited) (31 December 2024: RMB4,144,000,000 (audited)) and interest of RMB13,952,000 (unaudited) (31 December 2024: RMB13,912,000 (audited)), including those with original contractual repayment dates beyond 30 June 2025, were reclassified as current liabilities as at 30 June 2025 as they might due upon demand if requested by the respective lenders.

16. Trade and other payables

	Note	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
Trade payables	(a)	898,560	927,982
Amounts due to related parties	18(a)	812,732	812,732
Late payment fees		869,764	727,529
Rental deposits		223,187	231,813
Other taxes payable		81,085	86,646
Payroll and welfare payables		3,143	3,554
Others		414,268	221,256
		3,302,739	3,011,512

The carrying amounts of trade and other payables approximate their respective fair values as at 30 June 2025 and 31 December 2024.

(a) The aging analysis of trade payables based on due date is as follows:

	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
Due within 1 month or on demand	898,560	927,982

17. Commitments

Commitments outstanding as at the end of the reporting period but are not provided for are as follows:

	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
Commitments of investments	8,336	8,347

As at 30 June 2025, the commitments are denominated in USD1,161,000 (unaudited) (31 December 2024: USD1,161,000 (audited)), equivalent to RMB8,336,000 (unaudited) (31 December 2024: RMB8,347,000 (audited)).

18. Material related party transactions

Cititrust Private Trust (Cayman) Limited (in its capacity as trustee) is the legal owner of 100% of the shares in the issued share capital of Capevale Cayman. Please refer to information set out on “Other information” section of the Interim Report for details.

(a) Transactions with other related parties

The balance of transactions with related parties is as follows:

	Unaudited 30 June 2025 RMB'000	Audited 31 December 2024 RMB'000
Amount due from related parties SOHO China Foundation	24,740	24,740
Amounts due to related parties INESA (Group) Co., Ltd. Shanghai Rural Commercial Bank	406,366 406,366	406,366 406,366
	812,732	812,732

(b) Key management personnel remuneration

	Unaudited Six months ended 30 June	
	2025 RMB'000	2024 RMB'000
Short-term employee benefits	6,199	6,611
Post-employment benefits	283	106
	6,482	6,717

SOHO  CHINA