

SOHU.COM LIMITED
NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, SEPTEMBER 12, 2019

Notice is hereby given that the Annual General Meeting of Shareholders (the “2019 Annual Meeting”) of Sohu.com Limited (the “Company”) will be held at Level 2, Sohu.com Media Plaza, Block 3, No. 2 Kexueyuan South Road, Haidian District, Beijing, People’s Republic of China, on Thursday, September 12, 2019 at 10:00 A.M. China time, to consider and act upon the following matters:

1. To elect the following nominees to the Company’s Board of Directors (the “Board”) as Class II Directors, each to hold office until the second succeeding annual general meeting of shareholders and until his successor is duly elected or appointed, or until his resignation or removal:

Charles Huang
Dave Qi
Shi Wang

2. To ratify the appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company’s independent auditors for the fiscal year ending December 31, 2019.
3. To consider and act upon all other matters which may properly come before the 2019 Annual Meeting or any adjournment or postponement thereof.

The Board consists of six directors, and is divided into Class I Directors and Class II Directors, with three directors in each class. Class I Directors are to serve until the 2020 annual general meeting of shareholders and for each successive term expiring at the second succeeding annual general meeting thereafter and Class II Directors are to serve until the 2019 Annual Meeting and for each successive term expiring at the second succeeding annual general meeting thereafter.

The Board has nominated Charles Huang, Dave Qi, and Shi Wang, who are currently designated as Class II Directors and whose terms will expire at the 2019 Annual Meeting, to stand for election as Class II Directors. The Board knows of no reason why any of the nominees would be unable or unwilling to serve, but if that should be the case, proxies will be voted for the election of substitute nominee(s) selected by the Board, or the Board will fix the number of directors at a lesser number. The proxies may not be voted for a greater number of persons than the number of nominees named in item 1 above. The three nominees receiving a plurality of the votes cast by the shareholders represented at the 2019 Annual Meeting in person or by proxy will be elected as Class II Directors.

The Board recommends that shareholders vote “FOR” election to the Board as Class II Directors of each of the nominees listed in item 1 above and “FOR” item 2 above at the 2019 Annual Meeting. Your vote is very important to the Company.

The Board has set the close of business U.S. Eastern time on Wednesday, August 7, 2019 as

the record date (the “Record Date”) for the purpose of determining the shareholders entitled to notice of, and to vote at, the 2019 Annual Meeting or any adjournment(s) thereof.

The Company’s annual report on Form 20-F for the fiscal year ended December 31, 2018 (the “Annual Report”) filed with the U.S. Securities and Exchange Commission on March 28, 2019 is available for your viewing and downloading at the Company’s website at:

<http://investors.sohu.com/financial-information/annual-reports>

A hard or soft copy of the Company’s Annual Report will be provided to you at no charge upon your request. Please notify the Company in your request of (i) your mailing address if you request a hard copy of the Annual Report, or (ii) your email address if you request a soft copy of the Annual Report. You can send your request to the Company by mail or e-mail at:

Sohu.com Limited
Level 18, Sohu.com Media Plaza
Block 3, No. 2 Kexueyuan South Road, Haidian District
Beijing 100190, People’s Republic of China
Attention: Pu Huang, Investor Relations
Email: ir@contact.sohu.com
Tel: +86 (10) 6272-6645

You can also find in the Annual Report biographies of the incumbent members of the Board, including biographies of the three Class II Directors, Charles Huang, Dave Qi, and Shi Wang, who are standing for election to the Board at the 2019 Annual Meeting.

Whether or not you plan to attend the 2019 Annual Meeting, please complete, date, sign and return the enclosed proxy attached hereto as Exhibit A promptly in the enclosed, pre-addressed envelope provided for that purpose.

A holder of the Company’s ADSs may instruct The Bank of New York Mellon (the “ADR Depository”) to vote the outstanding Ordinary Shares represented by such holder’s ADSs by completing pursuant to the instructions and procedures of the ADR Depository the voting card furnished to holders of ADSs by the ADR Depository.

You are cordially invited to attend the 2019 Annual Meeting.

By Order of the Board of Directors,

Charles Zhang
Chief Executive Officer

August 5, 2019