

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy):	31/1/2020			
To: Hong Kong Exchanges and Clearing	ng Limited			
Name of Issuer Sunac	China Holdings Limi	ited (the "Con	npany'')	
Date Submitted 5 Feb	ruary 2020			
I. Movements in Authorised Share Capi	ital			
1. Ordinary Shares				
(1) Stock code : <u>01918</u> Descri	ption : Ordinary	shares of the	Company	
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)	
Balance at close of preceding month	10,000,000,000	0.10	1,000,000,000	-
Increase/(decrease)	0		0	-
Balance at close of the month	10,000,000,000	0.10	1,000,000,000	-
(2) Stock code : N/A Descri	ption:	N/	A	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	N/A	N/A	N/A	-
Increase/(decrease)	N/A		N/A	-
Balance at close of the month	<u>N/A</u>	N/A	N/A	-

2. Preference Shares				
Stock code : N/A Descrip	otion: N/A			
	No. of preference shares	Par value (State currency)	Authorised share capita (State currency)	ıl
Balance at close of preceding month	N/A	N/A	N/A	
Increase/(decrease)	N/A		N/A	
Balance at close of the month	N/A	N/A	N/A	
3. Other Classes of Shares				
Stock code : N/A Descrip	otion: N/A			
	No. of other classes of shares	Par value (State currency)	Authorised share capita (State currency)	ıl
Balance at close of preceding month	N/A	N/A	N/A	
Increase/(decrease)	N/A		N/A	
Balance at close of the month	N/A	N/A	N/A	
Total authorised share capital at the end	of the month (HK\$):		1,000,000,000	
II. Movements in Issued Share Capital				
	No. of oro	dinary shares (2)	No of preference shares	No. of other classe of shares
Balance at close of preceding month	4,451,928,611	N/A	N/A	N/A
Increase/ (decrease) during the month	189,612,000	N/A	N/A	N/A
Balance at close of the month	4,641,540,611	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date _		Movement dur	ing the month			er No. of new shares of issuer g which may be issued pursuan thereto as at close of the
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Cancelled Lapsed		month
1. The share option scheme adopted by the Company at the annual general meeting on 19/05/2014 (Ordinary shares) (Note 1)	0	506,000	0	0	506,000	12,470,300 (the outstanding balance of 100% of the total 33,267,000 share options granted of which 30% of the options have been vested and not yet exercised since 9 July 2015, an additional 30% of the options have been vested and not yet exercised since 9 July 2016 and an additional 40% of the options have been vested and not yet exercised since 9 July 2017)
2. The share option scheme adopted by the Company at the annual general meeting on 19/05/2014 (Ordinary shares)	0	132,000	0	0	132,000	18,573,000 (the outstanding balance of 100% of the total 39,920,000 share options granted of which 30% of the options have been vested and not yet exercised since 20 June 2016, an additional 30% of the options have been vested and not yet exercised since 20 June 2017 and an additional 40% of the options have been vested and not yet
(Note 1)						exercised since 20 June 2018,
3. The share option scheme adopted by the Company at the annual general meeting on 19/05/2014	0	2,054,000	0	0	2,054,000	43,792,964 (the outstanding balance of 100% of the total 59,920,246 share options granted of which 30% of the options have been vested and not yet exercised since 22 December 2017, an additional 30% of the options have been vested and not yet exercised since 22 December 2018 and an additional 40% of the options have been vested and not yet exercised since 22 December 2019)
(Ordinary shares)						
(Note 1)				Ordinary sh eference sha (Other o	ares) N/A	
Total funds raised duri	-	from exercise of		`	HK\$ 66,421,960	

Warrants to Issue Shares of the I	ssuer which are	e to be Listed		Exercised	Nominal value	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value close of preceding mo		during the month			month
1. N/A	N/A	N/A		N/A	N/A	N/A	N/A
	_						
(/ /)	_	_					
C414-(:£1:-4-4)			N/A				
Class of shares			N T/4				
issuable (Note 1)			N/A N/A				
Subscription price EGM approval date			N/A				
(if applicable)							
(dd/mm/yyyy)		/ /)					
2. N/A	_ N/A	N/A		N/A	N/A	N/A	N/A
	_						
(/ /)	_	_					
Stock code (if listed)			N/A				
Class of shares			N T/A				
issuable (Note 1)			N/A N/A				
Subscription price EGM approval date			1 N /A				
(if applicable)							
(dd/mm/yyyy)	N/A (/ /)		N T / A	NT/ A	3 7/4	NT/ A
3. N/A	_ N/A	N/A		N/A	N/A	N/A	N/A
	_						
(/ /)	_	_					
Stock code (if listed)			N/A				
Class of shares			NT/A				
issuable (<i>Note 1</i>) Subscription price			N/A N/A				
EGM approval date			11/11				
(if applicable)	/.						
(dd/mm/yyyy)	N/A (/ /)		NT/A	N T / A	NT / A	NT/A
4. N/A	_ N/A	N/A		N/A	N/A	N/A	N/A
	_						
(/ /)	_	_					
Stock code (if listed)			N/A				
Class of shares			NT/A				
issuable (<i>Note 1</i>) Subscription price			N/A N/A				
EGM approval date			14/11				
(if applicable)							
(dd/mm/yyyy)	N/A (/ /)					
				Total B.	(Ordinary share	es) N/A	
				, 2 .	(Preference share		
					(Other class		

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto as at Currency of Amount at close Converted Amount at thereto close of the close of the month amount of preceding during the Class and description outstanding month month month N/A N/A N/A N/A N/A 1. N/A Stock code (if listed) N/A Class of shares issuable (Note 1) N/A Subscription price N/A EGM approval date (if applicable) (dd/mm/yyyy)) N/A N/A N/A N/A 2. N/A Stock code (if listed) N/A Class of shares issuable (Note 1) N/A Subscription price N/A EGM approval date (if applicable) N/A (/ / (dd/mm/yyyy) N/A N/A N/A N/A N/A 3. N/A N/A N/A Stock code (if listed) Class of shares issuable (Note 1) N/A Subscription price N/A EGM approval date (if applicable) (dd/mm/yyyy) N/A (/ / N/A N/A N/A 4. N/A N/A N/A Stock code (if listed) N/AClass of shares issuable (Note 1) N/A Subscription price N/A EGM approval date (if applicable) (dd/mm/yyyy) N/A (/ /) Total C. (Ordinary shares) N/A (Preference shares) $\overline{N/A}$ (Other class) N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	N/A	N/A
2. N/A	N/A	N/A
3. N/A (//) shares (Note 1)	N/A	N/A
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

Ot	her Movements	in Issued Share	Capital				
	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of issue						
				Class of shares issuable (Note 1)			
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date:	(/ /)		
				(dd/mm/yyyy)		N/A	N/A
				Class of shares issuable (Note 1)			
2.	Open offer	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		N/A	N/A
3.	Placing				Ordinary chara	ac	
				Class of shares issuable (Note 1)	(17/1/2020)	<u> </u>	
		At price: 42.8	State HK\$ currency	Issue and allotment date: (dd/mm/yyyy)	,		
				EGM approval date:	(4/6/2019)		
				(dd/mm/yyyy)		186,920,000	N/A
				Class of shares issuable (Note 1)			
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date:	(/ /)		
				(dd/mm/yyyy)		N/A	N/A

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable (Note 1)				
5.	Scrip dividend	At price :	State currency —	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							IVA	IVA
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							11/11	17/71
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	27/4	27/4
							N/A	N/A
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable (Note 1)				
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
10	Other			Class of shares issuable (Note 1)				
10.	(Please specify)	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							s) 186,920,000	
				(Pr	reference s (Other		s) <u>N/A</u> s) <u>N/A</u>	_

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	189,612,000
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Sh	are Capital").)

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(*Note 2*)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);

(v)all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Remarks (if any):
Submitted by: Wang Mengde
Title: <u>Director</u> (Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.