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SUNac 融創中國
SUNAC CHINA HOLDINGS LIMITED
融創中國控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01918)

**(1) MANDATORY CONVERTIBLE BONDS – INCREASE IN SECOND
CONVERSION CAP AND SECOND CONVERSION WINDOW**
(2) CONVERTIBLE BONDS – CONVERSION WINDOW

References are made to the announcements and circular of Sunac China Holdings Limited (the “**Company**”) dated 13 June 2023, 20 November 2023, 24 November 2023 and 6 December 2023 in relation to, among others, the issue of the MCB and CB as part of the offshore debt restructuring of the Company (collectively, the “**Previous Disclosures**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Previous Disclosures.

**1. MCB – INCREASE IN SECOND CONVERSION CAP AND SECOND
CONVERSION WINDOW**

As disclosed in the Previous Disclosures, since approximately 69.23% of the Original Issue Amount of MCB has been converted pursuant to the First Conversion, the aggregate principal amount of the MCB in respect of which Upfront Conversion Notices are delivered pursuant to the Upfront Conversion has already exceeded the original Second Conversion Cap, being 25% of the Original Issue Amount.

The Company has decided to exercise its discretion to determine a greater Second Conversion Cap, increasing it to 100% of the Original Issue Amount of the MCB, i.e. accepting full conversion of the MCB in respect of which conversion notices are delivered pursuant to the Second Conversion during the Second Conversion Period.

The Company would like to remind holders of the MCB that the Second Conversion Period will commence on 20 May 2024 and will end on 31 May 2024 (or such other extended date as may be determined pursuant to the terms of the MCB). During the Second Conversion Period, any holder of MCB may deliver conversion notices in respect of the conversion of all or part of the MCB it holds into Shares. Subject to the terms and conditions of the MCB, the MCB Conversion Price in respect of the Second Conversion is initially HK\$6.00 per Share.

Holders of MCB who would like to convert their MCB shall, among others, instruct their custodian bank to send the appropriate instructions through the clearing systems and deliver a duly completed conversion notice and other relevant documents to GLAS Trust Company LLC, the Company's conversion agent with respect to the MCB, within the aforementioned Second Conversion Period. A form of such conversion notice is available on request from the conversion agent at conversions@glas.agency, or is available for download at https://glas.agency/investor_reporting/sunac-china-holdings-limited/.

Further details of the terms and conditions of the MCB including the other conversion windows are set out in the Previous Disclosures, as well as the trust deed of the MCB, a copy of which is available for inspection during normal business hours at the office of GLAS Trust Company LLC.

2. CB – CONVERSION WINDOW

The Company would like to remind holders of the CB that the conversion period under the CB has commenced on 20 November 2023 and will end on 20 November 2024 (or such other extended date as may be determined pursuant to the terms of the CB).

Subject to the terms and conditions of the CB, the CB Conversion Price is initially HK\$20.00 per Share.

Holders of CB who would like to convert their CB shall, among others, instruct their custodian bank to send the appropriate instructions through the clearing systems and deliver a duly completed conversion notice and other relevant documents to GLAS Trust Company LLC, the Company's conversion agent with respect to the CB, within the aforementioned conversion period. A form of such conversion notice is available on request from the conversion agent at conversions@glas.agency, or is available for download at https://glas.agency/investor_reporting/sunac-china-holdings-limited/.

Further details of the terms and conditions of the CB are set out in the Previous Disclosures, as well as the trust deed of the CB, a copy of which is available for inspection during normal business hours at the office of GLAS Trust Company LLC.

Any question with respect to the MCB and CB conversion procedures can be directed to the conversion agent, whose contact details are as follows:

GLAS Trust Company LLC:

Address: 3 Second Street, Suite 206, Jersey City, NJ 07311, United States of America
Email: conversions@glas.agency
Telephone: +44 (0)20 3597 2940
Attention: Conversions/Sunac

By order of the Board
Sunac China Holdings Limited
SUN Hongbin
Chairman

Hong Kong, 16 May 2024

As at the date of this announcement, the executive directors of the Company are Mr. SUN Hongbin, Mr. WANG Mengde, Mr. JING Hong, Mr. TIAN Qiang, Mr. HUANG Shuping and Mr. SUN Kevin Zheyi; the non-executive director of the Company is Mr. LAM Wai Hon; and the independent non-executive directors of the Company are Mr. POON Chiu Kwok, Mr. ZHU Jia, Mr. MA Lishan and Mr. YUAN Zhigang.