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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)

RESULTS OF THE SECOND CONVERSION OF MANDATORY CONVERTIBLE BONDS

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, 6 December 2023 and 16 May 2024 in relation to, among others, the issue of the MCB as part of the offshore debt restructuring of the Company and the increase in the conversion cap with respect to the Second Conversion of the MCB (collectively, the “**Previous Disclosures**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Previous Disclosures.

SECOND CONVERSION UNDER THE MCB

As set out in the Previous Disclosures, on 20 November 2023, the Company issued the MCB in an aggregate principal amount of US\$2,749,997,804 (the “**MCB Original Issue Amount**”) as part of the offshore debt restructuring of the Company.

During the First Conversion Period, the Company has received conversion notices in respect of the MCB in an aggregate principal amount of US\$1,903,933,926, representing approximately 69.23% of the MCB Original Issue Amount. Based on the conversion price of HK\$6.00 per Share and based on the agreed exchange rate of US\$1 = HK\$7.8, the MCB in an aggregate principal amount of US\$1,903,933,926 had been converted into 2,475,113,989 Shares. After such conversion, the aggregate outstanding principal amount of the MCB became US\$846,063,878 (the “**MCB Post-First Conversion Issue Amount**”).

During the Second Conversion Period, the Company has received conversion notices in respect of the MCB in an aggregate principal amount of US\$128,426,127, representing approximately 15.18% of the MCB Post-First Conversion Issue Amount. Based on the conversion price of HK\$6.00 per Share and based on the agreed exchange rate of US\$1 = HK\$7.8, the Company has allotted and issued to the converting holders a total of 166,953,942 MCB Conversion Shares (the “**Second MCB Conversion Shares**”), which represent:

- (a) approximately 1.98% of the issued share capital of the Company immediately before the allotment and issue of the Second MCB Conversion Shares and the Second Corresponding Controlling Shareholder Conversion Shares (as defined below); and
- (b) approximately 1.94% of the issued share capital of the Company as at the date of this announcement following the allotment and issue of the Second MCB Conversion Shares and the Second Corresponding Controlling Shareholder Conversion Shares.

After the allotment and issue of the Second MCB Conversion Shares and as at the date of this announcement, the aggregate outstanding principal amount of the MCB became US\$717,637,751.

SECOND CORRESPONDING MANDATORY CONVERSION UNDER THE CONTROLLING SHAREHOLDER BOND

As set out in the Previous Disclosures, on 20 November 2023, the Company issued the Controlling Shareholder Bond to the Controlling Shareholder in an aggregate principal amount of US\$450,000,000.

Pursuant to the terms of the Controlling Shareholder Bond, such proportion of the Controlling Shareholder Bond then outstanding will be mandatorily converted, directly or indirectly, into Shares as the same or approximately the same as the proportion that the aggregate principal amount of MCB so converted bears to the total outstanding principal amount of the MCB prior to such MCB conversion. The conversion price at which the Controlling Shareholder Bond shall be converted into Shares shall be equal to the MCB Conversion Price applicable to the MCB so converted with respect to the relevant conversion of the MCB.

As approximately 69.23% of the MCB Original Issue Amount was elected for conversion at HK\$6.00 per Share pursuant to the First Conversion, approximately 69.23% of the Controlling Shareholder Bond then outstanding, being US\$311,553,073 in an aggregate principal amount of the Controlling Shareholder Bond, had also been mandatorily converted into 405,018,994 Shares at the same conversion price of HK\$6.00 per Share. After such conversion, the aggregate outstanding principal amount of the Controlling Shareholder Bond became US\$138,446,927 (the “**Controlling Shareholder Bond Post-First Corresponding Conversion Issue Amount**”).

As approximately 15.18% of the MCB Post-First Conversion Issue Amount was elected for conversion pursuant to the Second Conversion, approximately 15.18% of the Controlling Shareholder Bond Post-First Corresponding Conversion Issue Amount, being US\$21,015,201 in an aggregate principal amount of the Controlling Shareholder Bond, would also be mandatorily converted into Shares at the same conversion price of HK\$6.00 per Share.

Based on the conversion price of HK\$6.00 per Share and based on the agreed exchange rate of US\$1 = HK\$7.8, the Company has, at the same time as the Second MCB Conversion Shares were allotted and issued, allotted and issued to the Controlling Shareholder a total of 27,319,761 Controlling Shareholder Conversion Shares (the “**Second Corresponding Controlling Shareholder Conversion Shares**”), which represent:

- (a) approximately 0.32% of the issued share capital of the Company immediately before the allotment and issue of the Second MCB Conversion Shares and the Second Corresponding Controlling Shareholder Conversion Shares; and
- (b) approximately 0.32% of the issued share capital of the Company as at the date of this announcement following the allotment and issue of the Second MCB Conversion Shares and the Second Corresponding Controlling Shareholder Conversion Shares.

After the allotment and issue of the Second Corresponding Controlling Shareholder Conversion Shares and as at the date of this announcement, the aggregate outstanding principal amount of the Controlling Shareholder Bond became US\$117,431,726.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 13 June 2024

As at the date of this announcement, the executive directors of the Company are Mr. SUN Hongbin, Mr. WANG Mengde, Ms. MA Zhixia, 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.