



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Sunac China Holdings Limited (the "Company")

Date Submitted: 06 February 2025

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	01918	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	15,000,000,000	HKD	0.1	HKD	1,500,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	15,000,000,000	HKD	0.1	HKD	1,500,000,000	

Total authorised/registered share capital at the end of the month: HKD 1,500,000,000

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	01918	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		9,306,249,579	0	9,306,249,579		
Increase / decrease (-)			0			
Balance at close of the month		9,306,249,579	0	9,306,249,579		

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares		Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes		
Stock code (if listed)		01918		Description				
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	Zero Coupon Mandatory Convertible Bonds due 2028 issued on 20 November 2023 ("MCB")	USD	717,637,751	Converted	0	717,637,751	0	1,399,393,614
Type of the Convertibles		Bond/Notes						
Stock code of the Convertibles (if listed on the Exchange) (Note 1)								
Subscription/Conversion price		HKD	4					
General Meeting approval date (if applicable)		30 June 2023						
2).	Zero Coupon Controlling Shareholder Bond due 2028 issued on 20 November 2023 ("Controlling Shareholder Bond")	USD	117,431,726	Converted	0	117,431,726	0	228,991,865
Type of the Convertibles		Bond/Notes						
Stock code of the Convertibles (if listed on the Exchange) (Note 1)								
Subscription/Conversion price		HKD	4					
General Meeting approval date (if applicable)		30 June 2023						

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

Remarks:

Reference is made to the circular of Sunac China Holdings Limited (the "Company") dated 13 June 2023 (the "Circular"). Unless otherwise specified, terms used below shall have the same meanings as defined in the Circular.

For the MCB, subject to the terms and conditions of the MCB, the MCB Conversion Price for each of the Upfront Conversion, the Ordinary Conversion, the Trigger Conversion, the Mandatory Conversion and the Specified Events Conversion is as follows (each subject to adjustment in accordance with the terms and conditions of the MCB):

(a) Conversion Price in respect of an Upfront Conversion: initially HK\$6.00 per Share;

(b) Conversion Price in respect of an Ordinary Conversion, a Trigger Conversion or the Specified Events Conversion: initially the 90-Trading Day-VWAP immediately preceding the date that is the first day of the relevant Ordinary Conversion Period, the relevant Trigger Conversion Period or the Specified Events conversion period (as the case may be), subject to a minimum price of HK\$4 per Share (subject to adjustments);

(c) Conversion Price in respect of the Mandatory Conversion: initially the 90-Trading Day-VWAP immediately preceding the date falling 20 business days prior to the maturity date, subject to a minimum price of HK\$4 per Share (subject to adjustments).

For the Controlling Shareholder Bond, the Controlling Shareholder Bond Conversion Price in respect of a Corresponding Conversion shall be equal to the MCB Conversion Price applicable to the MCB so converted with respect to the relevant conversion of the MCB. The Controlling Shareholder Bond Conversion Price in respect of the Maturity Conversion shall be equal to the conversion price applicable to the remaining MCB so mandatorily converted upon maturity of the MCB under the terms of the MCB.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares
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Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares 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 5);
- (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 all 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, sale or transfer;
- (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.

Submitted by: WANG Mengde

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "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.