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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Sunac China Holdings Limited (the “**Company**”) will be held at the Meeting Room, 2nd Floor, No. 522, Wangjing Dongyuan, Chaoyang District, Beijing, PRC on Tuesday, 9 September 2025 at 10:30 a.m., for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 22 August 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) subject to the passing of the resolution in 3. below, (i) the MCB Issue and the transactions contemplated thereunder including but not limited to the issue of zero coupon mandatory convertible bonds of the Company for a term of six months from the date of issue which are convertible into ordinary shares of the Company pursuant to the terms of the MCB 1, and the issue of zero coupon mandatory convertible bonds of the Company for a term of 30 months from the earlier of 31 December 2025 and the date of issue which are convertible into ordinary shares of the Company pursuant to the terms of the MCB 2, details of which are set out in the Circular, be and are hereby approved, confirmed and ratified; and (ii) the Connected MCB Issue and the transactions contemplated thereunder including but not limited to (1) the issue of MCBs to Sunac International as a Scheme Creditor and (2) the issue of MCBs to Mr. Sun or his designated person(s) under the Shareholding Structure Stability Arrangement, details of which are set out in the Circular, be and are hereby approved, confirmed and ratified;

- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the MCB Issue (including the Connected MCB Issue) and any of the transactions contemplated thereunder including but not limited to the issue of the MCB 1 and the issue of the MCB 2;
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the MCB Conversion Shares (including the shares to be allotted and issued upon conversion of the MCBs to be issued to Sunac International and/or Mr. Sun and/or his designated person(s)).”

2. **“THAT**

- (a) the rules of the employee stock ownership plan of the Company (the “**ESOP**”) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) be and are hereby approved and adopted, and the Directors be and are hereby authorised, (i) to grant share awards in accordance with the rules of the ESOP; (ii) to allot, issue, and deal with from time to time such number of award shares as may be required to be issued pursuant to the exercise of the share awards under the ESOP; (iii) to administer the ESOP; (iv) to appoint and give instructions to one or more trustee(s) for the purpose of the ESOP; (v) to modify and/or amend the ESOP from time to time provided that such modification or amendment is effected in accordance with the terms of the ESOP and subject to the Listing Rules; and (vi) to do such acts and things and enter into such transactions, arrangements and agreements as the Directors may in their sole discretion consider necessary, desirable or expedient in order to give full effect to and implement the ESOP; and
- (b) the total number of Shares which may be issued in respect of all share awards to be granted under the ESOP shall not exceed 10% of the total number of shares in issue (excluding any treasury shares) as at the date of the approval of this resolution.”

3. “**THAT**

- (a) the authorised share capital of the Company be increased from HK\$1,500,000,000 divided into 15,000,000,000 shares of HK\$0.1 each (the “**Shares**”) to HK\$3,000,000,000 divided into 30,000,000,000 Shares by the creation of an additional 15,000,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and
- (b) any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

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

Hong Kong, China 22 August 2025

Registered Office:

One Nexus Way
Camana Bay
Grand Cayman KY1-9005
Cayman Islands

Principal Place of Business in Hong Kong:

31/F, Tower Two
Times Square, 1 Matheson Street
Causeway Bay, Hong Kong

*Headquarters and Principal Places of
Business in the PRC:*

Beijing Office

26/F, Block B
Rongke Wangjing Center,
Chaoyang District
Beijing, PRC

Tianjin Office

Building 1, East Side in Sunac Center,
No. 278, Hongqi Road,
Nankai District
Tianjin, PRC

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/its. A proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- (iv) The record date for determining the eligibility of the Shareholders to attend and vote at the above meeting will be as of close of business on Tuesday, 9 September 2025 (Hong Kong time). For the purpose of determining the shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 5 September 2025 to Tuesday, 9 September 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the above meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 4 September 2025.

As at the date of this notice, 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.