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)

GRANT OF SHARE AWARDS UNDER THE EMPLOYEE STOCK OWNERSHIP PLAN

This announcement is made pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules.

References are made to the announcements of the Company dated 18 August 2025 and 23 December 2025 and the circular of the Company dated 22 August 2025. As part of the Offshore Debt Restructuring and following approval by votes at the shareholders' meeting and the relevant creditors' meeting, the Company adopted the ESOP on 23 December 2025. Pursuant to the terms of the scheme for the Offshore Debt Restructuring and subject to compliance with the relevant provisions of the Listing Rules, the Company will grant share awards to Eligible Participants by way of allotment and issue of new Shares, and the number of such new Shares to be allotted and issued shall not exceed the Total Plan Cap (i.e. no more than 1,847,766,212 Shares). The share awards will be granted over a period of 5 years or more and will be fully vested in no less than 8 years, that is, share awards in respect of no more than 20% of the Total Plan Cap will be granted each year, and any unused quota in any prior year may be carried forward to and utilised in subsequent years.

At this stage, the Group continues to face significant operational pressures. In particular, the complex and intertwined issues faced by its core real estate development segment onshore require a stable and capable team to remain fully committed and actively engaged in seeking and implementing solutions. To this end, given the Group's shortage of funds, with the support of the shareholders and offshore creditors, the Company grants share awards offshore under the ESOP to key members of the team by way of allotment and issue of new Shares as a supplementary form of remuneration, with a view to stabilizing the team and attracting and retaining core talent whose contributions are important to the long-term recovery and development of the Group's business. At the same time, the value of the Shares under the ESOP also depends on the continued resolution of the issues faced by the Group and the recovery of its business in the future, thereby incentivizing the team to continue playing an important role going forward in advancing onshore debt risk resolution, asset revitalization and operational recovery, so as to promote the long-term recovery and development of the Group's business.

Accordingly, the Board announces that on 20 July 2026 (the "**Date of Grant**"), the Company granted share awards (the "**Share Awards**") to 439 Eligible Participants (the "**Grantees**") pursuant to the rules of the ESOP, involving an aggregate of 284,560,000 Shares, representing approximately 1.43% of the 19,965,499,620 Shares in issue as at the Date of Grant and approximately 15.40% of the Total Plan Cap. The summary of the Share Awards granted is set out as follows.

Date of Grant:	20 July 2026
Number of Shares under the Share Awards granted (the "**Award Shares**"):	284,560,000 Shares
Purchase price of the Share Awards granted:	Nil
Closing price of the Shares on the Date of Grant:	HK$0.53 per Share
Selling Restriction:	The Award Shares may not be sold within 18 months after the effective date of the Offshore Debt Restructuring (i.e. 23 December 2025), that is, before 23 June 2027.
Vesting period:	(1) The Share Awards granted to the Grantees other than Mr. Wang Mengde shall vest in two tranches as set out below. First vesting date: Up to 75% of the Shares will be vested on 20 July 2027; and Second vesting date: The remaining 25% or more of the Shares will be vested on 1 April 2028. (2) The Share Awards granted to Mr. Wang Mengde shall vest in full on 20 July 2029.
Performance target:	The Share Awards granted to all Grantees (including the four Grantees who are Directors) are subject to the internal performance targets of the Group, and the Share Awards will vest in full or in part with the Grantees based on the performance appraisal results.

Clawback mechanism: The Share Awards granted are subject to the clawback mechanism under the ESOP. Pursuant to such mechanism, if a Grantee's employment has been terminated summarily, or the Grantee has been convicted of any criminal offence involving his or her integrity or honesty, or has been involved in any wrongdoing that brings the Group into disrepute or causes damage to the Group, or any other circumstances described in the ESOP occur, any outstanding Share Awards not yet vested and not yet exercised shall be immediately forfeited, unless the Board determines otherwise at its discretion.

Financial assistance: The Group has not provided, and will not provide any financial assistance to any Grantee to facilitate the payment of the purchase price of the Award Shares under the ESOP.

The details of the Share Awards granted are as follows:

Name of Grantee	**Position held with the Company**	**Number of Share Awards** *(Shares)*
(1) Employee Participant(s):		
– Directors:		
Mr. Wang Mengde	Executive Director	19,000,000
Mr. Huang Shuping	Executive Director	14,000,000
Ms. Ma Zhixia	Executive Director	7,000,000
Mr. Sun Kevin Zheyi	Executive Director	7,000,000
– 405 Employees		226,350,000
(2) 30 Related Entity Participants:		11,210,000
Total		**284,560,000**

The Share Awards granted are subject to the ESOP and the terms and conditions of the Share Awards grant letter relating to the grant.

The Related Entity Participants who were granted the Share Awards are directors and employees of the Company's associates and joint ventures, and are core management personnel seconded by the Group to the Related Entities, responsible for the Company's supervision and management of the relevant projects. Such Related Entity Participants possess the necessary skills, knowledge and experience to support and assist the Related Entities in areas including daily operations and management, debt risk resolution and asset revitalization. The business recovery and performance of the Related Entities have a positive impact on the Group. Accordingly, the Group has granted Share Awards to the Related Entity Participants as a reward and incentive for their contributions to the Group. In view of the foregoing, the Board considers that the grant of Share Awards to the Related Entity Participants is in line with the purpose of the ESOP.

The grant of Share Awards will be satisfied by way of allotment and issue of new Shares within the plan mandate limit under the ESOP. Pursuant to Rule 17.03B(1) of the Listing Rules, the Company obtained approval from the Shareholders at the extraordinary general meeting held on 9 September 2025 for the adoption of the plan mandate limit of not exceeding 10% of the issued Shares as at the date of the extraordinary general meeting, being 1,146,984,354 Shares. Following this grant of Share Awards, the number of Shares available for future grants under the ESOP is 862,424,354 Shares. The Company will in due course seek further approval of the Shareholders at a general meeting of the Company to refresh the plan mandate limit or grant further Share Awards, subject to and in accordance with the Listing Rules, as appropriate, so as to facilitate the aforementioned plan of the Company to allot and issue Shares under the ESOP up to the Total Plan Cap.

The Company's Remuneration Committee is of the view that the grant of the Share Awards and the relevant vesting period are appropriate and in line with market practice and the purpose of the ESOP. The independent non-executive Directors have approved the grant of the Share Awards to Mr. Wang Mengde, Mr. Huang Shuping, Ms. Ma Zhixia and Mr. Sun Kevin Zheyi in accordance with the Listing Rules and the ESOP. Each of Mr. Wang Mengde, Mr. Huang Shuping, Ms. Ma Zhixia and Mr. Sun Kevin Zheyi abstained from voting on the board resolution approving the grant of the Share Awards to each of them. Pursuant to the Listing Rules, the Share Awards granted hereunder are not subject to the approval of the Company's shareholders.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, except as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates or otherwise a connected person of the Company. In addition, none of the Grantees is (i) a participant with options and awards granted and to be granted in any 12-month period exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules; (ii) a participant with awards (excluding options) granted and to be granted in any 12-month period exceeding the 0.1% limit under Rule 17.04(2) of the Listing Rules; (iii) a participant with options and awards granted and to be granted in any 12-month period exceeding the 0.1% limit under Rule 17.04(3) of the Listing Rules; or (iv) a Related Entity Participant with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the issued Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"Board"	the Board of Directors of the Company
"Company"	Sunac China Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 01918)
"Director(s)"	the director(s) of the Company
"Eligible Participant(s)"	an Employee Participant or a Related Entity Participant
"Employee Participants"	the directors and employees (whether full-time, part-time or other employment arrangement) of any member of the Group (including persons who are granted Share Awards under the ESOP as inducement to enter into employment contracts with any member of the Group), and "Employee Participant" means any one of them
"ESOP"	the Company's employee stock ownership plan adopted on 23 December 2025
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong, China
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Offshore Debt Restructuring"	the offshore debt restructuring completed by the Company on 23 December 2025
"Related Entity"	any joint venture and associated company(ies) of the Company
"Related Entity Participants"	the directors and employees (whether full-time, part-time or other employment arrangement) of any Related Entity, and "Related Entity Participant" means any one of them
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company

"Total Plan Cap"	the number of Shares representing no more than 7% of the fully diluted share capital of the Company (assuming the conversion of all mandatory convertible bonds issued by the Company as part of the Offshore Debt Restructuring into Shares and the allotment and issue of Shares to such employees under the ESOP). Taking into account factors including the cancellation of certain mandatory convertible bonds held under the holding period trust after the effective date of the Offshore Debt Restructuring, the Total Plan Cap has been reduced from no more than 1,861,317,829 Shares as stated in the circular of the Company dated 22 August 2025 to no more than 1,847,766,212 Shares

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

Hong Kong, China, 20 July 2026

As at the date of this announcement, the executive directors of the Company are Mr. SUN Hongbin, Mr. WANG Mengde, Mr. HUANG Shuping, Ms. MA Zhixia and Mr. SUN Kevin Zheyi; and the independent non-executive directors of the Company are Mr. POON Chiu Kwok, Mr. ZHU Jia, Mr. MA Lishan and Mr. YUAN Zhigang.