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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)

ONSHORE DEBT RESTRUCTURING
ISSUE OF NEW SHARES UNDER GENERAL MANDATE

SHARE ISSUE

References are made to the announcements dated 14 November 2024 and 21 January 2025 (the “**Previous Announcements**”) in relation to the Onshore Debt Restructuring conducted by Sunac Real Estate, a wholly-owned subsidiary of the Company.

As set out in the Previous Announcements, after the Onshore Debt Restructuring plan has been considered and approved at the relevant meeting of the holders of the Onshore Bonds, Sunac Real Estate would arrange holders of the Onshore Bonds for the selection regarding the restructuring plan options with respect to the amount of Onshore Bonds held by them, including bonds repurchase (i.e. cash tender offer), payment via equity economic income right and debt settlement with assets.

Sunac Real Estate has in April 2025 repurchased the Onshore Bonds of approximately RMB4 billion with approximately RMB800 million under the bonds repurchase option. Currently, in respect of the Equity Option, Onshore Bonds with face value of every RMB100 for which the Equity Option is elected will be entitled to receive the net proceeds from the disposal of the corresponding 13.5 Shares of the Company in accordance with the terms of the Onshore Debt Restructuring.

To support the orderly implementation of the Equity Option under the Onshore Debt Restructuring, on 3 July 2025, the Company entered into the Subscription Agreement with the Special Purpose Vehicle, pursuant to which, the Special Purpose Vehicle conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, a total of 754,468,943 Shares. Onshore funds in an amount equal to the net proceeds from the disposal of such Shares by the Special Purpose Vehicle will be utilized for the repayment of the relevant Onshore Bonds of approximately RMB 5.6 billion in aggregate held by the holders of the Onshore Bonds who have elected the Equity Option.

The Subscription Shares will be allotted and issued under the General Mandate.

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

Shareholders and potential investors should be aware that the Share Issue is conditional upon the fulfillment of the condition under the Subscription Agreement. As the Share Issue may not be completed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

BACKGROUND

References are made to the announcements dated 14 November 2024 and 21 January 2025 in relation to the Onshore Debt Restructuring conducted by Sunac Real Estate, a wholly-owned subsidiary of the Company.

As set out in the Previous Announcements, after the Onshore Debt Restructuring plan has been considered and approved at the relevant meeting of the holders of the Onshore Bonds, Sunac Real Estate would arrange holders of the Onshore Bonds for the selection regarding the restructuring plan options with respect to the amount of Onshore Bonds held by them, including bonds repurchase (i.e. cash tender offer), payment via equity economic income right and debt settlement with assets.

Sunac Real Estate has in April 2025 repurchased the Onshore Bonds of approximately RMB4 billion with approximately RMB800 million under the bonds repurchase option. Currently, in respect of the Equity Option, Onshore Bonds with face value of every RMB100 for which the Equity Option is elected will be entitled to receive the net proceeds from the disposal of the corresponding 13.5 Shares of the Company in accordance with the terms of the Onshore Debt Restructuring.

Pursuant to the elections already made by the holders of the Onshore Bonds by the relevant cut-off date, the number of Shares to be allotted and issued by the Company for the purpose of the Equity Option will be 754,468,943 Shares.

To support the orderly implementation of the Equity Option under the Onshore Debt Restructuring, the Company intends to allot and issue the Subscription Shares to the Special Purpose Vehicle in accordance with the terms and conditions of the Subscription Agreement. Onshore funds in an amount equal to the net proceeds from the disposal of such Shares by the Special Purpose Vehicle will be utilized for the repayment of the relevant Onshore Bonds of approximately RMB 5.6 billion in aggregate held by the holders of the Onshore Bonds who have elected the Equity Option.

Principal Terms of the Subscription Agreement

Date: 3 July 2025

Parties: (i) the Company
(ii) the Special Purpose Vehicle

Subscription Shares and Consideration

Pursuant to the terms of the Subscription Agreement, the Special Purpose Vehicle conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue 754,468,943 Shares, which represent:

- (i) approximately 7.04% of the existing issued share capital of the Company as at the date of this announcement; and
- (ii) approximately 6.58% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming there is no other change in the issued share capital of the Company between the date of the Subscription Agreement and the Closing Date).

After the Closing, the Special Purpose Vehicle will not become a substantial Shareholder (as defined in the Listing Rules) or a connected person (as defined in the Listing Rules) of the Company.

The Company agreed that the consideration for the issue of the Shares shall be that the holders of the Onshore Bonds under the Equity Option would agree to the cancellation or repayment of the Onshore Bonds of RMB5,588,660,480 in aggregate.

As consideration for the subscription for such Subscription Shares, the Special Purpose Vehicle agreed to sell such Subscription Shares as directed by the relevant creditors of Sunac Real Estate according to the Equity Option Documents, and Sunac Real Estate will use onshore funds equal to the net proceeds from the sale of the relevant Subscription Shares to repay the relevant Onshore Bonds.

The actual amount for repayment of the relevant Onshore Bonds is equal to the net proceeds from the sale of the Subscription Shares. In the event that the Subscription Shares are sold, the onshore funds equivalent to the net proceeds from the sale of the Subscription Shares (after deducting 1% for payment of relevant intermediaries and other expenses and taxes, with any shortfall to be made up by Sunac Real Estate) shall be all the funds to repay the relevant Onshore Bonds.

Onshore Bonds with face value of every RMB100 for which the Equity Option is elected will be entitled to receive the net proceeds from the disposal of the corresponding 13.5 Shares of the Company in accordance with the terms of the Onshore Debt Restructuring. On this pro rata basis, the Subscription Shares represent the cancellation or repayment of the Onshore Bonds with an aggregate amount of RMB5,588,660,480, i.e. each Subscription Share can cancel or repay the Onshore Bonds of approximately RMB7.41 (or approximately HK\$8.05, assuming the exchange rate of HK\$1 to RMB 0.92), which represents:

- (1) a premium of approximately 440.3% over the closing price of HK\$1.49 per Share as quoted on the Stock Exchange on 3 July 2025 (i.e., the date of the Subscription Agreement); and
- (2) a premium of approximately 449.9% over the average closing price of HK\$1.464 per Share as quoted on the Stock Exchange for the five consecutive trading days preceding 3 July 2025 (i.e., the date of the Subscription Agreement).

Based on the par value of HK\$0.1 per Share, the aggregate nominal value of the Subscription Shares is HK\$75,446,894.3. Based on the closing price of HK\$1.49 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement, the market value of the Subscription Shares is approximately HK\$1.124 billion.

The Subscription Shares and the Consideration were negotiated on an arm's length basis by the Company with reference to the current market conditions, the trading prices in open market of the Onshore Bonds, the Share price performance and the assessment of acceptance by onshore creditors.

Ranking of the Subscription Shares

The Subscription Shares, when allotted and issued, will be credited as fully paid and shall rank pari passu in all respects among themselves and with the Shares in issue for on the date of allotment and issue of the Subscription Shares.

Condition Precedent of the Share Issue

Closing is subject to the approval from Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, all the Subscription Shares, and such approval and permission remaining in effect.

The Condition Precedent may not be waived in whole or in part.

If the Condition Precedent is not satisfied on or before 31 December 2025, the Company shall have the right to terminate the Subscription Agreement by sending a written notice to the Special Purpose Vehicle, in which case, neither Party shall have any claims of any nature whatsoever against the other, except any rights and liabilities accrued under the Subscription Agreement prior to such termination and certain provisions remaining in force.

Closing

Closing shall take place on the Closing Date (i.e., the date on which the Company and the Special Purpose Vehicle complete the Closing in accordance with the provisions of the Subscription Agreement, which is the first Business Day after the date on which the Condition Precedent has been satisfied (or such other date as the Company may notify the Special Purpose Vehicle in writing)).

GENERAL MANDATE

Pursuant to the General Mandate granted to the Directors at the AGM held on 30 June 2025, the total number of new Shares that the Company is authorised to allot and issue is 2,143,074,920 Shares, representing approximately 20% of the issued share capital of the Company as at the date of the AGM. Since the date of the AGM and up to the date of this announcement, no new Shares have been allotted and issued by the Company under the General Mandate. Accordingly, the General Mandate is sufficient for the allotment and issue of the Subscription Shares, and the allotment and issue of the Subscription Shares will not be subject to further approval by the Shareholders.

APPLICATION FOR LISTING

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

REASONS FOR THE SHARE ISSUE AND USE OF PROCEEDS

The Share Issue is to support the orderly implementation of the Equity Option under the Onshore Debt Restructuring. The Group will not receive any fund from the Share Issue. The Group's expected debt repayment of approximately RMB5.6 billion in aggregate through the Share Issue will relieve the pressure on the Group's liquidity, improve the Group's financial position and contribute to the Group's long-term business recovery.

The Board (including the independent non-executive Directors) believes that the Share Issue is in the interest of the Company and the Shareholders as a whole and the terms of the Subscription Agreement are fair and reasonable.

INFORMATION ABOUT THE ONSHORE BONDS

Before the completion of Share Issue, the details of the Onshore Bonds (all issued by Sunac Real Estate) are as follows:

	Debt Stock Code	Short Name of Onshore Bonds	Balance of Onshore Bonds (RMB100 million)
1.	135548	H Sunac 05	7.46
2.	136624	H Sunac 07	13.78
3.	118470	H6 Rongdi 01	4.23
4.	163376	PR Sunac 01	20.25
5.	163377	20 Sunac 02	25.08
6.	114821	H0 Sunac 03	7.69
7.	149350	H1 Sunac 01	11.24
8.	149436	H1 Sunac 03	16.91
9.	133033	H1 Sunac 04	5.83
10.	136171	H21 Rong 1 You	1.67
Total			114.13

INFORMATION ABOUT THE COMPANY

The Company is incorporated in the Cayman Islands with limited liability, and is listed on the Main Board of the Stock Exchange. With the brand philosophy of “passion for perfection”, the Group is committed to providing wonderful living environment and services for Chinese families through high-quality products and services and the integration of high quality resources. With a focus on its core business of real estate, the Group implements its strategic layout in real estate development, property management, ice & snow operation management, cultural tourism, culture and other business segments. After more than 20 years of development, the Group has become a leading enterprise in China’s real estate industry, a leading ice & snow industry operator and a leading cultural tourism industry operator and property owner in China, with nationwide leading capabilities in comprehensive urban development and integrated industrial operation.

INFORMATION ABOUT THE SPECIAL PURPOSE VEHICLE

The Special Purpose Vehicle is a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is held by Bright Excellent (BVI). The entire issued share capital of Bright Excellent (BVI) is held by Conyers Trustee Services (BVI) Limited in its capacity as a trustee of New Dawn Trust. Conyers Trustee Services (BVI) Limited is a company incorporated in the British Virgin Islands with limited liability and is licensed by the Financial Services Commission of the British Virgin Islands to conduct trust business. New Dawn Trust is a special purpose trust established under the laws of the British Virgin Islands, which has no actual beneficiaries. Such trust is established for holding the Onshore Debt Restructuring Shares through the Special Purpose Vehicle, so as to implement the Equity Option under the Onshore Debt Restructuring.

To the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, as at the date of this announcement, the Special Purpose Vehicle, Bright Excellent (BVI), Conyers Trustee Services (BVI) Limited and New Dawn Trust are Independent Third Parties.

EFFECT OF THE SHARE ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes in the shareholding structure of the Company as a result of the completion of the Share Issue (assuming that there is no other change in the share capital and shareholding structure of the Company from the date of this announcement to Closing):

Shareholders	As at the date of this announcement		Immediately upon completion of Closing	
	Number of Shares	%	Number of Shares	%
<i>Directors</i>				
Mr. Sun Hongbin (Note 1)	2,741,756,987	25.59	2,741,756,987	23.90
Mr. Wang Mengde	17,177,000	0.16	17,177,000	0.15
Ms. Ma Zhixia	3,829,000	0.04	3,829,000	0.03
Mr. Tian Qiang	6,982,000	0.07	6,982,000	0.06
Mr. Huang Shuping	5,400,000	0.05	5,400,000	0.05
Mr. Sun Kevin Zheyi	261,000	0.002	261,000	0.002
<i>Other Shareholders (Note 2)</i>				
The Special Purpose Vehicle	–	–	754,468,943	6.58
Other public Shareholders	7,939,968,613	74.10	7,939,968,613	69.22
Total	<u>10,715,374,600</u>	<u>100.00</u>	<u>11,469,843,543</u>	<u>100.00</u>

Notes:

1. Of these 2,741,756,987 Shares, (a) 19,930,000 Shares are held by Mr. Sun Hongbin, (b) 2,673,120,987 Shares are held by Sunac International Investment Holdings Ltd. (“**Sunac International**”), and (c) 48,706,000 Shares are held by 天津標的企業管理有限公司 (for identification only, Tianjin Biaodi Enterprise Management Limited) (“**Tianjin Biaodi**”). 70% of the issued shares of Sunac International and all shares of Tianjin Biaodi are held by Sunac Holdings LLC. All the issued shares of Sunac Holdings LLC are held by the Sun Hongbin Family Trust (the “**Family Trust**”). South Dakota Trust Company LLC is the trustee of the Family Trust. The Family Trust was established by Mr. Sun Hongbin, and Mr. Sun Hongbin and certain family members are its beneficiaries. Mr. Sun Hongbin is deemed to be interested in the aforesaid shares under the SFO.
2. As at the date of this announcement, all such Shareholders are the public as defined in Rule 8.24 of the Listing Rules.

Equity Fund Raising Activities In the Last Twelve Months

Except for the following, the Company did not conduct any equity fund raising activities within the 12 months prior to the date of this announcement:

Date of announcement	Activities	Use of proceeds as stated in the announcement	Actual use of proceeds as at the date of this announcement
17 October 2024	Top-up placing by the Company in respect of the placing of 489,000,000 Shares at HK\$2.465 per Share	Approximately HK\$1,192 million, which will be utilized by the Company in accordance with its plan to support long-term solutions for onshore corporate bonds and for general working capital purposes.	Approximately RMB800 million was used to repurchase onshore corporate bonds in the Onshore Debt Restructuring, while the remaining proceeds will be used in accordance with the stated purposes

Shareholders and potential investors should be aware that the Share Issue is conditional upon the fulfillment of the Condition Precedent under the Subscription Agreement. As the Share Issue may not be completed, Shareholders and potential investors are advised to exercise caution when dealing in the 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
“Bright Excellent (BVI)”	Bright Excellent (BVI) Investment Limited, a company incorporated under the laws of the British Virgin Islands
“Business Day”	any day (excluding Saturday and Sunday) on which banks in Hong Kong, China are generally open for business
“Closing”	closing of the Share Issue according to the terms and conditions set out in the Subscription Agreement
“Closing Date”	the date on which the Company and the Special Purpose Vehicle complete the Closing in accordance with the provisions of the Subscription Agreement, which is the first Business Day after the date on which the Condition Precedent has been satisfied (or such other date as the Company may notify the Special Purpose Vehicle in writing)
“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)
“Condition Precedent”	the condition precedent to Closing under the Subscription Agreement
“Director(s)”	the director(s) of the Company
“Equity Option”	one of the options under the Onshore Debt Restructuring, namely the payment via equity economic income right plan, which uses onshore funds equal to the net proceeds from the sale of Subscription Shares to repay the relevant Onshore Bonds held by the holders of the Onshore Bonds who have been allocated such option
“Equity Option Documents”	the documents, materials or other information in relation to the Equity Option, and all modifications and supplements thereto

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong, China
“Hong Kong, China”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	person(s) who are not connected persons (as defined in the Listing Rules) of the Company and are independent of the Company and its connected persons (as defined in the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Onshore Bonds”	original PRC onshore corporate bonds and the supply chain asset-backed special plan issued by Sunac Real Estate, details of which are set out in this announcement (including new onshore bonds exchanged for the aforementioned Onshore Bonds (if applicable))
“Onshore Debt Restructuring”	restructuring of the Onshore Bonds, details of which are set out in the announcements of the Company dated 14 November 2024 and 21 January 2025
“PRC”	the People’s Republic of China, and for the sole purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Share Issue”	the transaction contemplated under the Subscription Agreement
“Shareholder(s)”	holder(s) of Shares
“Special Purpose Vehicle”	Bright Bene (BVI) Investment Limited, a company incorporated in the British Virgin Islands
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscription Agreement”	the conditional subscription agreement dated 3 July 2025 and entered into between the Company and the Special Purpose Vehicle in relation to the Share Issue
“Subscription Shares”	754,468,943 Shares to be allotted and issued by the Company to the Special Purpose Vehicle according to the Subscription Agreement
“Sunac Real Estate”	Sunac Real Estate Group Co., Ltd. (融創房地產集團有限公司), a company, a company incorporated under the laws of the PRC
“%”	percent

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

Hong Kong, China, 4 July 2025

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.

For the purpose of this announcement, the exchange rate for conversion between HK\$ and RMB is HK\$1 to RMB0.92. The exchange rate is used for illustration purposes only and should not be taken as a representation that the HK\$ amount could actually be converted into RMB at that rate or at any other rate.