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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)

RESULT OF CONSENT SOLICITATION IN RESPECT OF

(i) 12.5% SENIOR NOTES DUE 2017, AND

(ii) 9.375% SENIOR NOTES DUE 2018

This announcement is made by Sunac China Holdings Limited (the “**Company**”) pursuant to the Inside Information Provisions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Listing Rules.

Reference is made to the announcement by the Company on April 8, 2015 (the “**Announcement**”) in relation to the Consent Solicitation to the Proposals, as described therein, to:

- the 2012 Indenture, by and between the Company, the Subsidiary Guarantors (as defined therein) and DB Trustees (Hong Kong) Limited, as trustee and collateral agent, governing the 2012 Notes; and
- the 2013 Indenture (together with the 2012 Indenture, the “**Indentures**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and DB Trustees (Hong Kong) Limited, as trustee, governing the 2013 Notes together with the 2012 Notes, the “**Notes**” and each, a “**Series**”).

Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

As indicated in the Consent Solicitation Statement, the consent solicitation period expired at 5:00 p.m., Central European Time, on April 17, 2015.

The Company announces that it has received the Requisite Consents (as defined in the Consent Solicitation Statement) necessary for the Proposals to each of the Indentures. As the Requisite Consents have been obtained, the Company and the Subsidiary Guarantors intend to execute and deliver an amended and restated indenture with respect to each Series to the relevant trustee as soon as practicable to give effect to the Proposals.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

For further information in relation to the Consent Solicitation, please contact the information and tabulation agent for the Consent Solicitation, D.F. King (telephone: +44 20 7920 9700 or +1 212 269 5550; email: sunac@dfkingltd.com; website: sites.dfkingltd.com/sunac).

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the payment of the consent fee and the execution of the amended and restated indentures, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for any Series of the Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the debt markets in general; and the occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.

Shareholders of the Company 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, April 19, 2015

As at the date of this announcement, the executive Directors are Mr. Sun Hongbin, Mr. Wang Mengde, Mr. Li Shaozhong, Mr. Chi Xun, Mr. Shang Yu and Mr. Jing Hong; the non-executive Director is Mr. Zhu Jia, and the independent non-executive Directors are Mr. Poon Chiu Kwok, Mr. Li Qin, Mr. Ma Lishan and Mr. Tse Chi Wai.