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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)

**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 announcements issued by the Company on October 5, 2012, October 9, 2012 and October 17, 2012 in relation to its US\$400,000,000 12.5% Senior Notes due 2017 (Common Code 083649364, ISIN XS0836493642) (the “**2012 Notes**”), and the announcements issued by the Company on March 27, 2013, March 28, 2013 and April 8, 2013 in relation to its US\$500,000,000 9.375% Senior Notes due 2018 (Common Code 090937065, ISIN XS0909370651) (the “**2013 Notes**” and, together with the 2012 Notes, the “**Notes**” and each, a “**Series**”).

The Company today announced a solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposals**”) to:

- the indenture, dated as of October 16, 2012 (as supplemented or amended to the date hereof, 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 indenture, dated as of April 5, 2013 (as supplemented or amended to the date hereof, the “**2013 Indenture**” and, 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.

As previously announced, on December 5, 2014, the Company issued US\$400,000,000 8.75% Senior Notes due 2019 (the “**2014 Notes**”), the terms of which are more suitable to its business operations. The principal purpose of the Consent Solicitation and the Proposals is to amend certain provisions in the Indentures to bring them into conformity with the terms of the indenture governing the 2014 Notes, which are more suitable to the Company’s business operations. The Proposals include, among other things, (i) amendments in relation to Subsidiary Guarantees, JV Subsidiary Guarantees and Share Pledges; (ii) amendments in relation to Indebtedness, Investments and Liens; (iii) additional amendments in relation to the “Limitation on Restricted Payments” covenant; (iv) additional amendments in relation to the “Limitation on Transactions with Shareholders and Affiliates” covenant; (v) amendments in relation to the “Limitation on Sales and Issuances of Capital Stock in Restricted Subsidiaries” covenant; (vi) amendments in relation to the “Limitation on Asset Sales” covenant; (vii) amendments in relation to the “Limitation on Dividends and Other Payment Restrictions Affecting Restricted Subsidiaries” covenant; (viii) amendments in relation to the “Limitation on Sale and Leaseback Transaction” covenant; and (ix) amendments to the “Events of Default” provision. The Company is also seeking to clarify or confirm certain provisions and definitions in the Indentures related to the above Proposals.

The record date for the Consent Solicitation is 5:00 p.m., Central European Time, on April 2, 2015. The Consent Solicitation will expire at 5:00 p.m., Central European Time, on April 17, 2015, unless extended or terminated by the Company.

The Company is offering to the holders of the Notes as of the record date a consent fee of US\$5.00 for each US\$1,000 in principal amount of the Notes in respect of which such holder has validly delivered (and has not validly revoked) a consent pursuant to the terms of the Consent Solicitation Statement as defined below on or prior to the expiration of the Consent Solicitation. The Company's obligation to accept consents and pay the consent fee is conditioned on, among other things, there being validly delivered unrevoked consents from the holders of not less than a majority in aggregate principal amount of the outstanding Notes of each Series and an amended and restated indenture with respect to each Series giving effect of the Proposals being duly executed and delivered to relevant trustee.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposals, holders of the Notes should refer to the consent solicitation statement dated April 8, 2015 (the “**Consent Solicitation Statement**”). The Consent Solicitation Statement will be distributed to the holders of the Notes by D.F. King, the information and tabulation agent for the Consent Solicitation. The Company has engaged The Hongkong and Shanghai Banking Corporation Limited and Morgan Stanley & Co. International plc to act as solicitation agents for the Consent Solicitation. Questions from holders of Notes regarding the Consent Solicitation should be directed to the solicitation agents for the Consent Solicitation, The Hongkong and Shanghai Banking Corporation Limited, Transaction Management, at Level 17, HSBC Main Building, 1 Queen's Road Central, Hong Kong (Facsimile No.: (852) 3409 2755) and Morgan Stanley & Co. International plc, Debt Capital Markets, at International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong (Telephone No.: (852) 3963 0371). Requests for additional copies of the Consent Solicitation Statement should be directed to 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).

This announcement is not a solicitation of consent with respect to any Series of the Notes. The Consent Solicitation is being made solely by the Consent Solicitation Statement, which sets forth a detailed description of the terms of the Consent Solicitation.

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

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the scheduled expiration date and payment of the consent fee, 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 8, 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.