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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)

PROGRESS OF OFFSHORE DEBT RESTRUCTURING

Reference is made to the announcement of Sunac China Holdings Limited (the “**Company**”) dated 17 April 2025 in relation to, among other things, the offshore debt restructuring of the Company (the “**Announcement**”). Capitalized terms used in this announcement, unless specified otherwise, have the same meaning as in the Announcement.

EARLY CONSENT FEE DEADLINE

The Early Consent Fee Deadline has expired at 5:00 p.m. Hong Kong time on 23 May 2025. The Company is pleased to announce that, as of the date of this announcement, holders of approximately 82% of the aggregate outstanding principal amount of the offshore US dollar-denominated notes, convertible bonds and mandatory convertible bonds issued by the Company (the “**Existing Securities**”) have submitted letters to accede to the RSA. In aggregate, holders of approximately 64% of the aggregate outstanding principal amount of the Existing Debt (including the aforementioned Existing Securities) have submitted letters to accede to the RSA. In addition, the Company is aware that certain creditors are in the process of completing the necessary procedures to accede to the RSA.

As set out in the Announcement, the Early Consent Fee (equivalent to 1.0% of the aggregate principal amount of the Eligible Restricted Debt held by such Consenting Creditor as of the Early Consent Fee Deadline) will be paid in the form of the New MCB 1 at face value on or prior to the Restructuring Effective Date, provided that the Consenting Creditor, among other things:

- (a) holds or has acquired its Eligible Restricted Debt in compliance with the relevant provisions of the RSA;
- (b) votes the aggregate amount of the Existing Debt held by it at the Record Time in favour of the Scheme at the Scheme Meeting (whether in person or by proxy); and
- (c) has not exercised its rights to terminate the RSA and has not breached any of the relevant terms and conditions of the RSA in any material respect.

REMINDER OF THE UPCOMING BASE CONSENT FEE DEADLINE

The Company would like to remind all existing creditors that the Base Consent Fee Deadline is currently scheduled at 5:00 p.m. Hong Kong time on 6 June 2025. A Consenting Creditor who validly holds Eligible Restricted Debt as of the Base Consent Fee Deadline and still holds all or part of such Eligible Restricted Debt at the Record Time will, subject to the terms of the RSA, receive a Base Consent Fee in an amount equal to 0.5% of the aggregate principal amount of the Eligible Restricted Debt held by such Consenting Creditor as of the Base Consent Fee Deadline, also payable in the form of the New MCB 1 at face value.

For the avoidance of doubt, the entitlement to Early Consent Fee and Base Consent Fee are mutually exclusive for the same principal amount of the Eligible Restricted Debt. A Consenting Creditor in respect of Eligible Restricted Debt may only receive either an Early Consent Fee or a Base Consent Fee in respect of that Eligible Restricted Debt.

INVITATION TO REMAINING CREDITORS TO ACCEDE TO THE RSA

The Company sincerely asks all existing creditors who have not signed the RSA to review the RSA and to accede to the RSA as an Additional Consenting Creditor as soon as possible. The RSA is available on the Scheme Website for Scheme Creditors to download and consider. Creditors can accede to the RSA by delivering to the Information Agent a validly completed and executed Accession Letter and a valid Evidence of Holding via the Accession Portal (detailed below) in respect of all of its Existing Debt prior to the Base Consent Fee Deadline.

The Information Agent will collect, via the Accession Portal and Transfer Portal, Accession Letters, valid Evidence of Holding and/or Transfer Notices (as applicable) from Scheme Creditors. Scheme Creditors can direct questions regarding the accession process to the Information Agent.

The Information Agent can be contacted using the below details:

Sodali & Co Ltd

Scheme Website (document posting website): <https://projects.sodali.com/sunac>

Accession Portal: <https://portal.sodali.com/sunacRSA>

Transfer Portal: <https://portal.sodali.com/sunacTRANSFER>

Email: sunac@investor.sodali.com

Tel: +44 20 7382 0355; +852 2632 9739

Address (Hong Kong): 29/F, No. 28 Stanley Street, Central, Hong Kong

Address (London): Sodali & Co, The Leadenhall Building, 122 Leadenhall Street,
London EC3V 4AB, United Kingdom

Attention: Debt Services Team

The Company sincerely appreciates the broad support from offshore creditors. Further announcement(s) will be made by the Company to inform shareholders and other investors of the Company of any material developments relating to the offshore debt restructuring of the Company as and when appropriate.

Holders of securities and potential investors of the Company are advised to exercise caution when dealing in securities of the Company.

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

Hong Kong, 26 May 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.