

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)

**RESULTS OF THE FIRST CONVERSION OF MANDATORY
CONVERTIBLE BONDS**

References are made to the announcements and circular of Sunac China Holdings Limited (the “**Company**”) dated 13 June 2023, 20 November 2023 and 24 November 2023 in relation to, among others, the issue of the MCB as part of the offshore debt restructuring of the Company and the increase in the conversion cap with respect to the First Conversion (collectively, the “**Previous Disclosures**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Previous Disclosures.

FIRST CONVERSION UNDER THE MCB

As set out in the Previous Disclosures, on 20 November 2023, the Company issued the MCB in principal amount of US\$2,749,997,804 (the “**Original Issue Amount**”) as part of the offshore debt restructuring of the Company.

During the First Conversion Period, the Company has received conversion notices in respect of the MCB in an aggregate principal amount of US\$1,903,933,926, representing approximately 69.23% of the Original Issue Amount of MCB. Based on the conversion price of HK\$6.00 per Share and based on the agreed exchange rate of US\$1 = HK\$7.8, the Company has allotted and issued to the converting holders a total of 2,475,113,989 MCB Conversion Shares (the “**Issued MCB Conversion Shares**”), which represent:

- (a) approximately 44.90% of the issued share capital of the Company immediately before the allotment and issue of the Issued MCB Conversion Shares and the Issued Controlling Shareholder Conversion Shares (as defined below); and
- (b) approximately 29.49% of the issued share capital of the Company as at the date of this announcement following the allotment and issue of the Issued MCB Conversion Shares and the Issued Controlling Shareholder Conversion Shares.

MANDATORY CORRESPONDING CONVERSION UNDER THE CONTROLLING SHAREHOLDER BOND

As set out in the Previous Disclosures, on 20 November 2023, the Company issued the Controlling Shareholder Bond to the Controlling Shareholder in principal amount of US\$450,000,000.

Pursuant to the terms of the Controlling Shareholder Bond, such proportion of the Controlling Shareholder Bond then outstanding will be mandatorily converted, directly or indirectly, into Shares as the same or approximately the same as the proportion that the principal amount of MCB so converted bears to the total outstanding principal amount of the MCB prior to such MCB conversion. The conversion price at which the Controlling Shareholder Bond shall be converted into Shares shall be equal to the MCB Conversion Price applicable to the MCB so converted with respect to the relevant conversion of the MCB.

As approximately 69.23% of the Original Issue Amount of MCB was elected for conversion pursuant to the First Conversion, approximately 69.23% of the Controlling Shareholder Bond then outstanding, being US\$311,553,073 in principal amount of the Controlling Shareholder Bond, would be mandatorily converted into Shares at the same conversion price of HK\$6 per Share.

Based on the conversion price of HK\$6.00 per Share and based on the agreed exchange rate of US\$1 = HK\$7.8, the Company has, at the same time as the MCB Conversion Shares were allotted and issued, allotted and issued to the Controlling Shareholder a total of 405,018,994 Controlling Shareholder Conversion Shares (the “**Issued Controlling Shareholder Conversion Shares**”), which represent:

- (a) approximately 7.35% of the issued share capital of the Company immediately before the allotment and issue of the Issued MCB Conversion Shares and the Issued Controlling Shareholder Conversion Shares; and
- (b) approximately 4.83% of the issued share capital of the Company as at the date of this announcement following the allotment and issue of the Issued MCB Conversion Shares and the Issued Controlling Shareholder Conversion Shares.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company:

- (a) immediately prior to the conversion of MCB in aggregate principal amount of US\$1,903,933,926 and Controlling Shareholder Bond in aggregate principal amount of US\$311,553,073 as described in this announcement; and
- (b) as at the date of this announcement (upon completion of the conversion of MCB in aggregate principal amount of US\$1,903,933,926 and Controlling Shareholder Bond in aggregate principal amount of US\$311,553,073 as described in this announcement).

	(a) Immediately prior to the conversion of MCB in aggregate principal amount of US\$1,903,933,926 and Controlling Shareholder Bond in aggregate principal amount of US\$311,553,073 as described in this announcement	(b) As at the date of this announcement (upon completion of the conversion of MCB in aggregate principal amount of US\$1,903,933,926 and Controlling Shareholder Bond in aggregate principal amount of US\$311,553,073 as described in this announcement)		
	Number of Shares	Approx. %	Number of Shares	Approx. %
Directors				
Mr. Sun Hongbin <i>(Note 1)</i>	2,111,259,884	38.30	2,516,278,878	29.98
Mr. Wang Mengde	17,177,000	0.31	17,177,000	0.20
Mr. Jing Hong	12,155,000	0.22	12,155,000	0.14
Mr. Tian Qiang	6,982,000	0.13	6,982,000	0.08
Mr. Huang Shuping	5,400,000	0.10	5,400,000	0.06
Mr. Sun Kevin Zheyi	261,000	0.005	261,000	0.003
Holders of MCB elected for conversion <i>(Note 2)</i>	0	0.00	2,475,113,989	29.49
Other Shareholders <i>(Note 3)</i>	3,359,299,299	60.94	3,359,299,299	40.03
Total:	5,512,534,183	100.00	8,392,667,166	100.00

Notes:

1. Following the conversion of the Controlling Shareholder Bond in aggregate principal amount of US\$311,553,073 and the issue of the 405,018,994 Issued Controlling Shareholder Conversion Shares to the Controlling Shareholder, Mr. Sun Hongbin was deemed to be interested in a total of 2,516,278,878 Shares, comprising (a) 19,930,000 Shares held by Mr. Sun Hongbin, (b) 2,447,642,878 Shares held by the Controlling Shareholder and (c) 48,706,000 Shares were held by Tianjin Biaodi, a company 100% held by Mr. Sun Hongbin, and the outstanding principal amount of the Controlling Shareholder Bond becomes US\$138,446,927 as at the date of this announcement.
2. Following the conversion of MCB in aggregate principal amount of US\$1,903,933,926 and the issue of the 2,475,113,989 Issued MCB Conversion Shares to the relevant holders, the outstanding principal amount of the MCB becomes US\$846,063,878 as at the date of this announcement.
3. Among the other Shareholders are, among others, certain previous holders of CB who have converted their CB into Shares. As set out in the Previous Disclosures, on 20 November 2023, the Company had also issued the CB in principal amount of US\$1,000,000,000 as part of the offshore debt restructuring of the Company. The conversion period under the CB has commenced on 20 November 2023 and will end on 20 November 2024 (or such other extended date as may be determined pursuant to the terms of the CB). As at the date of this announcement, the Company has received conversion notices in respect of the CB in an aggregate principal amount of US\$163,205,867. Based on the conversion price of HK\$20.00 per Share and based on the agreed exchange rate of US\$1 = HK\$7.8, the Company has allotted and issued to the converting holders a total of 63,650,272 CB Conversion Shares, and the outstanding principal amount of the CB as at the date of this announcement is US\$836,794,133.

SECOND CONVERSION UNDER THE MCB

As approximately 69.23% of the Original Issue Amount of MCB was elected for conversion pursuant to the First Conversion, the aggregate principal amount of the MCB in respect of which Upfront Conversion Notices are delivered pursuant to the Upfront Conversion has already exceeded the original Second Conversion Cap, being 25% of the Original Issue Amount. Any conversion notices delivered by a holder of the MCB in respect of the conversion of all or part of the MCB it holds into Shares during the Second Conversion Period i.e. during the period of 10 business days after the date which is 6 months after the issue date of the MCB i.e. from 20 May 2024 to 31 May 2024, will not be accepted unless the Company will in its sole discretion determine a greater Second Conversion Cap which, if so determined, shall be announced by the Company on the website of Stock Exchange on or prior to the fifth Trading Day of the Second Conversion Period i.e. on or before 24 May 2024.

Shareholders 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, 6 December 2023

As at the date of this announcement, the executive directors of the Company are Mr. SUN Hongbin, Mr. WANG Mengde, Mr. JING Hong, 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.