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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)

CONSENT SOLICITATION IN RESPECT OF 8.75% SENIOR NOTES DUE 2019

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 1 December 2014, 3 December 2014 and 4 December 2014 in relation to the issuance of US\$400,000,000 8.75% Senior Notes due 2019 (Common Code 114494143, ISIN XS1144941439) (the “**2014 Notes**”), as well as announcements dated 2 August 2017, 3 August 2017 and 10 August 2017 in relation to the issuance of (i) US\$400,000,000 6.875% Senior Notes due 2020, and (ii) US\$600,000,000 7.950% Senior Notes due 2022 (together, the “**2017 Notes**”).

The Company proposed to amend the underlying terms of the indenture to the 2014 Notes, to make them consistent with the terms of the 2017 Notes, which are more suitable to the Company’s business operations. The Company announced a solicitation of consents (the “**Consent Solicitation**”) to the proposed amendments (the “**Proposal**”) of the indenture, dated as of 5 December 2014 (as supplemented or amended to the date hereof, the “**2014 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 2014 Notes.

The record date for the Consent Solicitation is at 5:00 p.m. (Central European Time) on 31 October 2017. The Consent Solicitation will expire at 5:00 p.m. (Central European Time) on 10 November 2017, unless extended or terminated by the Company.

The Company is offering to the holders of the 2014 Notes as of the record date of the Consent Solicitation a consent fee of US\$2.50 for each US\$1,000 in principal amount of the 2014 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 conditional upon, 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 2014 Notes and an amended and restated indenture with respect to the 2014 Indenture giving effect of the Proposal being duly executed and delivered to the trustee.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposal, holders of the 2014 Notes should refer to the consent solicitation statement dated 1 November 2017 (the “**Consent Solicitation Statement**”). All documentation relating to the Consent Solicitation and any updates will be available via the following website: <https://sites.dfkingltd.com/sunac>, or alternatively from D.F. King, the information and tabulation agent for the Consent Solicitation. The Company has engaged Morgan Stanley & Co. International plc to act as solicitation agent for the Consent Solicitation.

Questions from holders of the 2014 Notes regarding the Consent Solicitation should be directed to the solicitation agent for the Consent Solicitation, Morgan Stanley & Co. International plc, Debt Capital Markets, at International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong (Telephone No.: +852 2239 7358). 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: +852 3953 7230 or +44 207-920-9700; email: sunac@dfkingltd.com; website: sites.dfkingltd.com/sunac).

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 the 2014 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, 1 November 2017

As at the date of this announcement, the executive Directors are Mr. SUN Hongbin, Mr. WANG Mengde, Mr. JING Hong, Mr. CHI Xun, Mr. TIAN Qiang, Mr. SHANG Yu, Mr. HUANG Shuping and Mr. SUN Kevin Zheyi; and the independent non-executive Directors are Mr. POON Chiu Kwok, Mr. ZHU Jia, Mr. LI Qin, Mr. MA Lishan and Mr. TSE Chi Wai.