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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)

**RESULT OF CONSENT SOLICITATION AND
EXECUTION OF SUPPLEMENTAL INDENTURE
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 announcement by the Company on 1 November 2017 (the “**Announcement**”) in relation to the proposed amendments of the underlying terms of the 2014 Indenture in relation to the 2014 Notes (the “**Proposed Amendments**”) to make them consistent with the terms of the 2017 Notes.

As indicated in the Consent Solicitation Statement, the consent solicitation period expired at 5:00 p.m. (Central European Time) on 10 November 2017. The Company has received the Requisite Consents (as defined in the Consent Solicitation) necessary for the Proposed Amendments to the indenture.

As the Requisite Consents have been obtained, the Company is pleased to announce the execution of the supplemental indenture (the “**Supplemental Indenture**”) to the 2014 Indenture on 10 November 2017 (the “**Effective Time**”), by and among the Company, the Subsidiary Guarantors and the trustee, giving effect to the Proposed Amendments in accordance with the conditions contained in the 2014 Indenture. The Company will send copies of the Supplemental Indenture to holders of the 2014 Notes upon request. For a detailed statement of the Proposed Amendments, holders of the 2014 Notes should refer to the Consent Solicitation Statement and to related documents.

The Company has made arrangements to pay the Consent Fee (as defined in the Consent Solicitation Statement) due as soon as practicable in accordance with the terms set forth in the Consent Solicitation Statement. The Supplemental Indenture will not become operative until the Company has paid the Consent Fee to the holders of the 2014 Notes who have validly delivered (and not validly revoked) the consents pursuant to the Consent Solicitation. From and after the Effective Time, each present and future holder of the 2014 Notes will be bound by the terms of the 2014 Indenture as amended and supplemented by the Supplemental Indenture, whether or not such holder delivered a Consent.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons who comes into possession of this announcement 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: +852 3953 7230 or +44 207 920 9700; email: sunac@dfkingltd.com; website: sites.dfkingltd.com/sunac).

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement 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 hereindue to many factors including changes in the market and price for the 2014 Notes; and changes in the business and financial condition of the Company and its subsidiaries; changes in the debt markets in general.

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, 13 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.