

SG Issuer

(Incorporated in Luxembourg with limited liability)

ANNOUNCEMENT

Potential adjustments to the terms and conditions of:

- (i) **13,300,000 European Style Cash Settled Long Certificates expiring on 8 December 2022 relating to the ordinary shares of Sunac China Holdings Limited with a Daily Leverage of 5x (DLC SOCGEN5XLONG SUNAC);**
- (ii) **13,300,000 European Style Cash Settled Long Certificates expiring on 20 April 2023 relating to the ordinary shares of Sunac China Holdings Limited with a Daily Leverage of 5x (DLC SOCGEN5XLONGSUNAC A); and**
- (iii) **13,300,000 European Style Cash Settled Short Certificates expiring on 8 December 2022 relating to the ordinary shares of Sunac China Holdings Limited with a Daily Leverage of -5x (DLC SOCGEN5XSHORT SUNAC),**

(collectively, the “Certificates”).

Terms defined or construed in the Supplemental Listing Documents dated 10 December 2019 and 21 April 2020 issued by SG Issuer (the “**Issuer**”) in relation to the Certificates bear the same meaning and construction in this announcement.

The Issuer wishes to inform holders of the Certificates of a potential corporate action relating to Sunac China Holdings Limited (the “**Company**”) which may impact the Certificates.

In the announcements dated 6 August 2020, 20 October 2020 and 26 October 2020 (the “**Announcements**”), the Company announced, among other things, the proposed spin-off and separate listing (the “**Proposed Spin-off**”) of Sunac Services Holdings Limited (“**Sunac Services**”), a subsidiary of the Company, on the Main Board of the Stock Exchange of Hong Kong Limited (the “**HKEx**”). The Proposed Spin-off will be implemented by way of global offering (“**Global Offering**”) of the ordinary shares of Sunac Services (“**Sunac Services Shares**”) and a distribution of 150,000,000 Sunac Services Shares, as a special dividend to be declared by the Company, to the shareholders whose names appear in the register of members of the Company on 5 November 2020 (“**Record Date**”) in proportion to their respective shareholding interest in the Company as at the Record Date (“**Distribution**”). As at 26 October 2020, the total number of issued shares of the Company is 4,661,239,611. If there is no change in the total number of issued shares of the Company from such date up to the Record Date, the shareholders of the Company will receive one Sunac Services Share for about every 31.07 shares of the Company held on the Record Date.

The date on which the shares of the Company (the “**Shares**”) are expected to commence trading on an ex-Distribution basis is 3 November 2020. The Distribution is however conditional on the Global Offering becoming unconditional in all respects, including among other things, the listing committee of the HKEx approving the listing of the Sunac Services Shares. Please refer to the Announcements for further details.

The Issuer wishes to inform the holders of the Certificates that it is assessing whether adjustments will be made to the terms and conditions of the Certificates based on, among other things, the effects of the Distribution on the Certificates. The Issuer is currently in process of ascertaining the adjustments (if any) to structured products and other derivative contracts over the Shares which are listed on other exchanges (including the HKEx).

The Issuer will issue a further announcement to inform holders of the Certificates if any adjustments will be made to the terms and conditions of the Certificates, as a result of the Distribution, as soon as possible and in any event, no later than 2 November 2020.

Issued by
SG Issuer

28 October 2020