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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)

(Stock Code: 01918)

**EXECUTION OF AMENDED AND RESTATED INDENTURES
IN RESPECT OF (i) 12.5% SENIOR NOTES DUE 2017, AND
(ii) 9.375% SENIOR NOTES DUE 2018**

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 of the Company on April 19, 2015 (the “**Announcement**”) in relation to the receipt of number of consents necessary for the Proposals to:

- the 2012 Indenture, by and among the Company, the Subsidiary Guarantors (as defined therein) and DB Trustees (Hong Kong) Limited, as trustee and collateral agent, governing the 2012 Notes, pursuant to the Consent Solicitation Statement; and
- the 2013 Indenture, by and among the Company, the Subsidiary Guarantors (as defined therein) and DB Trustees (Hong Kong) Limited, as trustee, governing the 2013 Notes (together with the 2012 Notes, the “**Notes**” and each, a “**Series**”), pursuant to the Consent Solicitation Statement.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

The Company is pleased to announce the execution of the amended and restated 2012 Indenture and the amended and restated 2013 Indenture (collectively, the “**Amended and Restated Indentures**”), all dated April 20, 2015 (the “**Effective Time**”), by and among the Company, the Subsidiary Guarantors and, in each case, the relevant trustee and/or collateral agent, giving effect to the Proposals in compliance with the conditions contained in each of the Indentures. Execution of the Amended and Restated Indentures bring some of the terms of the Indentures into conformity with the terms of the Company’s 8.75% Senior Notes due 2019, which are more suitable to the Company’s business operations. The Company will send copies of the relevant Amended and Restated Indentures to holders of any Series of the Notes upon request.

For a detailed statement of the Proposals, holders of the Notes should refer to the Consent Solicitation Statement and to related documents.

The Company has made arrangement to pay any 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.

Each of the Amended and Restated Indentures will not become operative until the Company has paid the Consent Fee to the holders of each Series of the 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 each Series of the Notes will be bound by the terms of the relevant Indenture as amended and restated by the relevant Amended and Restated Indenture, whether or not such holder delivered a Consent.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes 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: +44 20 7920 9700 or +1 212 269 5550; email: sunac@dfkingltd.com; website: sites.dfkingltd.com/sunac).

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the 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 any Series of the Notes; changes in the business and financial condition of the Company and its subsidiaries; and 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, April 20, 2015

As at the date of this announcement, the executive Directors are Mr. Sun Hongbin, Mr. Wang Mengde, Mr. Li Shaozhong, Mr. Chi Xun, Mr. Shang Yu and Mr. Jing Hong; the non-executive Director is Mr. Zhu Jia, and the independent non-executive Directors are Mr. Poon Chiu Kwok, Mr. Li Qin, Mr. Ma Lishan and Mr. Tse Chi Wai.