

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)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We (Name(s)) _____ (Block capitals)
of (Address) _____

being the registered holder(s) of _____ (Note 1) shares of HK\$0.10 each in the share capital of Sunac China Holdings Limited (the “Company”) hereby appoint (Name) _____
of (Address) _____

or failing him/her (Name) _____
of (Address) _____

or failing him/her, the chairman of the meeting (Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at the Meeting Room, 2nd Floor, No. 522, Wangjing Dongyuan, Chaoyang District, Beijing, China on Friday, 30 June 2023 at 10:00 a.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same day, whichever is later, or at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (Note 8)		For (Note 3)	Against (Note 3)
1.	To approve the CB Issue, the MCB Issue and the transactions contemplated thereunder and any Director be and is authorised to do all things to give effect to the same, and to grant a specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the CB Conversion Shares and the MCB Conversion Shares.		
2.	To approve the Controlling Shareholder Bond Issue and the transactions contemplated thereunder and any Director be and is authorised to do all things to give effect to the same, and to grant a specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Controlling Shareholder Conversion Shares.		
3.	To approve the increase of the authorised share capital of the Company from HK\$1,000,000,000 divided into 10,000,000,000 Shares to HK\$1,500,000,000 divided into 15,000,000,000 Shares by the creation of an additional 5,000,000,000 Shares, and any Director or the company secretary of the Company be and is authorised to do all things to give effect to the same.		

Dated this _____ day of _____

Signature(s) _____ (Note 5)

Notes:

- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A shareholder may appoint a proxy of his/her/its own choice. A shareholder who is the holder of two or more shares in the share capital of the Company may appoint more than one proxy of his/her/its own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be in writing under the hand of you or your attorney duly authorised or, in the case of a corporation, under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any Share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Company’s register of members in respect of the relevant joint holding.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting or adjourned meeting. The completion and submission of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- A proxy does not need to be a shareholder of the Company.
- The full text of the proposed resolutions is set out in the notice of extraordinary general meeting of the Company dated 13 June 2023.
- Terms used in this proxy form shall have the same meanings as defined in the circular of the Company dated 13 June 2023 unless otherwise stated.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “PDPO”). The supply of your and your proxy’s Personal Data is on a voluntary basis. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions. Your and your proxy’s Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes and retained for such period as may be necessary for our verification and record purposes. By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing to the Personal Data Privacy Officer of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.