



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Sunac China Holdings Limited (the "Company")

Date Submitted: 05 February 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01918	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	15,000,000,000	HKD	0.1	HKD	1,500,000,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	15,000,000,000	HKD	0.1	HKD	1,500,000,000	

Total authorised/registered share capital at the end of the month: HKD 1,500,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01918	Description				
Balance at close of preceding month	8,396,010,376					
Increase / decrease (-)	732,705					
Balance at close of the month	8,396,743,081					

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable		Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				01918					
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	1.0/2.0 per cent. Convertible Bonds due 2032 issued on 20 November 2023 ("CB")	USD	828,221,771	Converted	-1,878,747	826,343,024	732,705	322,273,779	
Type of convertibles		Bond/Notes							
Stock code of the Convertibles (if listed on SEHK) (Note 1)									
Subscription/Conversion price		HKD	20						
General Meeting approval date (if applicable)		30 June 2023							
2).	Zero Coupon Mandatory Convertible Bonds due 2028 issued on 20 November 2023 ("MCB")	USD	846,063,878	Converted	0	846,063,878	0	1,649,824,562	
Type of convertibles		Bond/Notes							
Stock code of the Convertibles (if listed on SEHK) (Note 1)									
Subscription/Conversion price		HKD	4						
General Meeting approval date (if applicable)		30 June 2023							

3).	Zero Coupon Controlling Shareholder Bond due 2028 issued on 20 November 2023 ("Controlling Shareholder Bond")	USD	138,446,927	Converted	0	138,446,927	0	269,971,507
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Type of convertibles	Bond/Notes
Stock code of the Convertibles (if listed on SEHK) (Note 1)	
Subscription/Conversion price	HKD 4
General Meeting approval date (if applicable)	30 June 2023

Total C (Ordinary shares): 732,705

Remarks:

Reference is made to the circular of Sunac China Holdings Limited dated 13 June 2023 (the "Circular"). Unless otherwise specified, terms used below shall have the same meanings as defined in the Circular.

For the CB, subject to the terms and conditions of the CB, the CB Conversion Price is initially HK\$20 per Share.

For the MCB, subject to the terms and conditions of the MCB, the MCB Conversion Price for each of the Upfront Conversion, the Ordinary Conversion, the Trigger Conversion, the Mandatory Conversion and the Specified Events Conversion is as follows (each subject to adjustment in accordance with the terms and conditions of the MCB):

(a) Conversion Price in respect of an Upfront Conversion: initially HK\$6.00 per Share;

(b) Conversion Price in respect of an Ordinary Conversion, a Trigger Conversion or the Specified Events Conversion: initially the 90-Trading Day-VWAP immediately preceding the date that is the first day of the relevant Ordinary Conversion Period, the relevant Trigger Conversion Period or the Specified Events conversion period (as the case may be), subject to a minimum price of HK\$4 per Share (subject to adjustments);

(c) Conversion Price in respect of the Mandatory Conversion: initially the 90-Trading Day-VWAP immediately preceding the date falling 20 business days prior to the maturity date, subject to a minimum price of HK\$4 per Share (subject to adjustments).

For the Controlling Shareholder Bond, the Controlling Shareholder Bond Conversion Price in respect of a Corresponding Conversion shall be equal to the MCB Conversion Price applicable to the MCB so converted with respect to the relevant conversion of the MCB. The Controlling Shareholder Bond Conversion Price in respect of the Maturity Conversion shall be equal to the conversion price applicable to the remaining MCB so mandatorily converted upon maturity of the MCB under the terms of the MCB.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	<u>732,705</u>
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: WANG Mengde

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"