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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)

(1) ADJOURNMENT OF WINDING-UP PETITION HEARING
(2) OFFSHORE DEBT RESTRUCTURING
(3) MANDATORY CONVERTIBLE BONDS –
NOTICE ON CLOSURE OF CONVERSION WINDOW

(1) ADJOURNMENT OF WINDING-UP PETITION HEARING

References are made to the announcements of Sunac China Holdings Limited (the “**Company**”) dated on 10 January 2025 and 28 February 2025 (the “**Announcements**”) in relation to, among others, the winding-up Petition filed by the Petitioner against the Company. Unless otherwise stated, the terms used herein shall have the same meanings as defined in the Announcements.

At the hearing of the High Court on 24 March 2025, the High Court ordered the hearing of the Petition to be adjourned to 28 April 2025.

The Company will make further announcements as and when appropriate to keep its shareholders and investors informed of any significant development in relation to the Petition.

(2) OFFSHORE DEBT RESTRUCTURING

As stated in the Announcements, given the impact of the Petition on the Company, and considering that the current market conditions are significantly below the expectations when the prior offshore debt restructuring plan was formulated, the Company will seek a more comprehensive holistic offshore debt solution based on the actual situation. The Company is committed to equitable treatment of all creditors by respecting their existing legal standing and inter-creditor payment priorities.

Currently, the Company has commenced the offshore debt restructuring work and has appointed Houlihan Lokey (China) Limited and Sidley Austin as its financial and legal advisors, respectively, to assist the Company in formulating a comprehensive holistic offshore debt solution to address its current offshore debt risks.

Offshore creditors of the Company may contact its financial adviser:

Houlihan Lokey (China) Limited

Address: Suites 1903-1907, Two International Finance Centre, 8 Finance Street, Central, Hong Kong

Email: Sunac@HL.com

As stated in the Announcements, the Petition may prompt other creditors of the Group to demand acceleration of payment of the relevant indebtedness owed to them or to pursue enforcement action. The Company expects that it will not be able to meet other offshore payment obligations when due or within the relevant grace periods, including but not limited to those under the U.S. dollar securities issued by the Company. Failure to make the payments when due may result in creditors requesting accelerated payments.

The Company calls for patience and continued support from creditors, allowing the Company time to assess the current situation and work with its advisors to formulate a practical debt solution that is in the best interest of all stakeholders. The Company will publish further announcement(s) in relation to any significant development on the offshore debt restructuring as and when appropriate.

(3) MANDATORY CONVERTIBLE BONDS – NOTICE ON CLOSURE OF CONVERSION WINDOW

References are made to the announcements of the Company dated 20 November 2023, 10 January 2025 and 22 January 2025 (the “**Previous Disclosures**”) in relation to the notice on commencement of conversion window of the mandatory convertible bonds.

The Company would like to inform all holders of the MCB (as defined in the announcement of the Company dated 20 November 2023) that pursuant to the terms of the MCB, the Company will close the conversion window of the MCB on 3 April 2025.

Holders of MCB who would like to convert their MCB at this conversion window shall, among others, instruct their custodian bank to send the appropriate instructions through the clearing systems and deliver a duly completed conversion notice and other relevant documents to GLAS Trust Company LLC, the Company’s conversion agent with respect to the MCB, on or before 3 April 2025. A form of such conversion notice is available on request from the conversion agent at conversions@glas.agency, or is available for download at https://glas.agency/investor_reporting/sunac-china-holdings-limited/.

Further details of the terms and conditions of the MCB including the other conversion windows are set out in the Previous Disclosures, as well as the trust deed of the MCB, a copy of which is available for inspection during normal business hours at the office of GLAS Trust Company LLC.

Any question with respect to the MCB conversion procedures can be directed to the conversion agent, whose contact details are as follows:

GLAS Trust Company LLC:

Address: 3 Second Street, Suite 206, Jersey City, NJ 07311, United States of America

Email: conversions@glas.agency

Telephone: +44 (0)20 3597 2940

Attention: Conversions/Sunac

The implementation of any solutions regarding the offshore debt restructuring will be subject to a number of factors beyond the Company's control. As there can be no assurance that any solutions will be successfully implemented, holders of securities of the Company and other investors of the Company are (i) advised not to rely solely on the information contained in this announcement or any other announcements as may be issued by the Company from time to time; and (ii) advised to consider the relevant risks and exercise caution when dealing in the securities of the Company. When in doubt, shareholders of the Company, holders of debt securities of the Group and potential investors are advised to seek professional advice from professional or financial advisors.

By order of the Board
Sunac China Holdings Limited
SUN Hongbin
Chairman

Hong Kong, 24 March 2025

As at the date of this announcement, the executive directors of the Company are Mr. SUN Hongbin, Mr. WANG Mengde, Ms. MA Zhixia, Mr. TIAN Qiang, Mr. HUANG Shuping and Mr. SUN Kevin Zheyi; the non-executive director of the Company is Mr. LAM Wai Hon; and the independent non-executive directors of the Company are Mr. POON Chiu Kwok, Mr. ZHU Jia, Mr. MA Lishan and Mr. YUAN Zhigang.