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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)

SUPPLEMENTAL ANNOUNCEMENT

**SHARE TRANSACTION AND CONNECTED TRANSACTION
IN RELATION TO ACQUISITION OF 100% EQUITY INTEREST
IN ERJIN MANAGEMENT INVOLVING THE ISSUE OF
CONSIDERATION SHARES UNDER SPECIFIC MANDATE**

Reference is made to the announcement of Sunac China Holdings Limited (the “**Company**”) dated 24 August 2026 in relation to the acquisition of 100% of the equity interest in Erjin Construction Management Group Co., Ltd. (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement have the same meanings as defined in the Announcement.

The Company would like to provide further information in relation to the Acquisition.

SUPPLEMENTAL AGREEMENT TO THE SALE AND PURCHASE AGREEMENT

On 20 October 2026, the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Vendor entered into the Supplemental Agreement, pursuant to which, the parties agreed to add the following condition to the conditions precedent as set out in the Sale and Purchase Agreement.

Additional Condition Precedent

Completion is conditional upon the Company obtaining the Independent Shareholders’ approval with regard to the transactions under the Sale and Purchase Agreement and the allotment and issue of the Consideration Shares by the Company under the Specific Mandate in accordance with the requirements of the Listing Rules.

Save as disclosed above, all other terms and conditions of the Sale and Purchase Agreement remain unchanged and in full force and effect in all respects.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio in respect of the Acquisition exceed 0.1% but is below 5%, and the Consideration will be satisfied by the allotment and issue of the Consideration Shares for which the listing will be sought, the Acquisition constitutes a share transaction for the Company under Chapter 14 of the Listing Rules. As Mr. Sun, an executive Director and a substantial Shareholder, controls 25% of the voting rights of the Vendor, the Acquisition constitutes a connected transaction under Chapter 14A of the Listing Rules. Therefore, the Acquisition is subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapters 14 and 14A of the Listing Rules.

The Consideration Shares will be allotted and issued pursuant to the Specific Mandate to be sought from the Independent Shareholders at the EGM.

BOARD'S APPROVAL

Mr. Sun and Mr. Sun Kevin Zheyi are considered to be interested in the Acquisition by virtue of their interests in the Vendor. As a result, each of Mr. Sun and Mr. Sun Kevin Zheyi has abstained from voting on the Board resolutions for approving the Sale and Purchase Agreement and the transactions contemplated thereunder. Save as disclosed above, no other Directors has a material interest in the Sale and Purchase Agreement and is required to abstain from voting on such resolutions.

GENERAL

An EGM will be convened to consider and, if thought fit, approve, among others, the Sale and Purchase Agreement (including the Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate). The voting in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM will be conducted by way of poll.

The Independent Board Committee, comprising all the independent non-executive Directors, has been formed to advise the Independent Shareholders with respect to the Sale and Purchase Agreement (including the Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate). The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders on whether the terms of the Sale and Purchase Agreement (including the Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Save that Mr. Sun holding 4,624,054,068 Shares, representing approximately 23.16% of the total issued share capital of the Company as at the date of this announcement and Mr. Sun Kevin Zheyi, holding 261,000 Shares, representing approximately 0.001% of the total issued share capital of the Company as at the date of this announcement, and being interested in the transactions contemplated under the Sale and Purchase Agreement, shall abstain from voting for the resolution to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting for the resolutions to approve the Sale and Purchase Agreement (including the Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate) at the EGM.

A circular containing, among other things, (i) further details of the Acquisition; (ii) a letter of recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Acquisition; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition; and (iv) other information as required under the Listing Rules together with a notice convening the EGM, is expected to be despatched to the Shareholders on or before 26 October 2026.

INFORMATION ON THE TARGET GROUP

The Target Company is a company incorporated in the British Virgin Islands with limited liability, principally engaged in investment holding.

As at the date of this announcement, the Target Company indirectly holds 100% of the equity interest in Erjin Management. Erjin Management is a company established in the PRC with limited liability and a wholly-owned subsidiary of the Target Company, principally engaged in the real estate project construction and operation management business.

The Target Company is a start-up company incorporated by the Vendor, with a registered capital of US\$1.

As Completion is conditional upon the fulfilment (or waiver, as applicable) of certain conditions precedent set out in the Sale and Purchase Agreement, the Acquisition may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the Shares.

Save as disclosed above, the content of the Announcement remains unchanged.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings set out below:

“connected person”	has the meaning ascribed to it under the Listing Rules
“EGM”	an extraordinary general meeting of the Company to be held to consider and, if thought fit, approve the Acquisition, the proposed grant of the Specific Mandate, the allotment and issue of the Consideration Shares
“Independent Board Committee”	an independent board committee of the Company comprising all the independent non-executive Directors, formed for the purpose of advising the Independent Shareholders in respect of the Acquisition

“Independent Financial Adviser”	Ignite Capital (Asia Pacific) Limited, a corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, and the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Acquisition
“Independent Shareholders”	Shareholder(s) other than Mr. Sun, Mr. Sun Kevin Zheyi and their associates (if they hold Shares)
“Mr. Sun”	Mr. Sun Hongbin, the chairman of the Board, an executive Director and a substantial Shareholder
“Specific Mandate”	the specific mandate to be sought from the Independent Shareholders at the EGM for the allotment and issue of the Consideration Shares
“Supplemental Agreement”	a supplemental agreement to the Sale and Purchase Agreement entered into between the Purchaser and the Vendor dated 20 October 2026

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

Hong Kong, China, 20 October 2026

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