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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Sunac China Holdings Limited (the “**Company**”) will be held at the Meeting Room, 2nd Floor, No. 522, Wangjing Dongyuan, Chaoyang District, Beijing, PRC 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, for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 13 June 2023 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the CB Issue and the transactions contemplated thereunder including but not limited to the issue of 1.0/2.0 per cent. convertible bonds of the Company for term of 9 years which are convertible into ordinary shares of the Company pursuant to the terms of the CB, details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) the MCB Issue and the transactions contemplated thereunder including but not limited to the issue of zero coupon convertible bonds of the Company for a term of 5 years which are convertible into ordinary shares of the Company pursuant to the terms of the MCB, details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified;
- (c) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the CB Issue, the MCB Issue and any of the transactions contemplated thereunder including but not limited to the issue of the CB and the issue of the MCB; and

- (d) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the CB Conversion Shares and the MCB Conversion Shares.”

2. **“THAT**

- (a) the Controlling Shareholder Bond Issue and the transactions contemplated thereunder including but not limited to the issue of zero coupon convertible bonds of the Company for a term of 5 years which are convertible into ordinary shares of the Company pursuant to the terms of the Controlling Shareholder Bond, details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Controlling Shareholder Bond Issue and any of the transactions contemplated thereunder including but not limited to the issue of the Controlling Shareholder Bond; and
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Controlling Shareholder Conversion Shares.”

3. **“THAT**

- (a) the authorised share capital of the Company be increased from HK\$1,000,000,000 divided into 10,000,000,000 shares of HK\$0.1 each (the “**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 (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and
- (b) any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 13 June 2023

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Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/its. A proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iii) In order to be valid, a form of proxy must be 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 appointed for the holding of the above meeting or any adjournment thereof. The completion and return 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 form of proxy shall be deemed to be revoked.

As at the date of this notice, the executive directors of the Company are Mr. Sun Hongbin, Mr. Wang Mengde, Mr. Jing Hong, Mr. Tian Qiang, Mr. Huang Shuping 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.