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 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: 1918)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of Sunac China Holdings Limited (the “**Company**”) will be held at Multifunctional Hall, 2nd Floor, Xishanhui Business Club, 1 Dehui Road, Haidian District, Beijing, China on 30 June 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:

1. “**THAT** the sale and purchase agreement dated 30 December 2014 entered into among Lead Sunny Investments Limited (a direct wholly-owned subsidiary of the Company), Sunac Greentown Investment Holdings Limited (a subsidiary of the Company owned as to 50% by each of the Company and Greentown China Holdings Limited) and the Company (the “**Share Sale and Purchase Agreement**”, a copy of which is marked “A” and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder (the “**Offshore Transaction**”) be and are hereby approved, confirmed and/or ratified (as the case may be); and that any one director or (if affixing of seal is required) any two directors of the Company be authorised for and on behalf of the Company, among others, to sign, execute, perfect, deliver (including under seal where applicable) of all such documents and deeds, and to do or authorise doing all such acts, matters and things, as he may in his absolute discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with the transactions contemplated under the Share Sale and Purchase Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Share Sale and Purchase Agreement, as he may in his absolute discretion consider to be desirable and in the interests of the Company and all of such acts of director(s) as aforesaid be hereby approved, ratified and confirmed.”
2. “**THAT** each of the equity sale and purchase framework agreement (the “**Equity Sale and Purchase Framework Agreement**”, a copy of which is marked “B” and signed by the chairman of the Meeting for the purpose of identification) and the debt undertaking framework agreement (the “**Debt Undertaking Framework Agreement**”, a copy of which is marked “C” and signed by the chairman of the Meeting for the purpose of identification, and together with the Equity Sale and Purchase Framework Agreement, the “**Framework Agreements**”), both of which dated 30 December 2014 entered into among Tianjin Sunac Ao Cheng Investment Co., Ltd. (a wholly-owned subsidiary of the Company) and Shanghai Sunac Greentown Investment Holdings Limited (a non-wholly owned subsidiary of the Company) and all the transactions contemplated thereunder (collectively, the “**Onshore Transaction**”) be and are hereby approved, confirmed and/or ratified (as the case may be);

and that any one director or (if affixing of seal is required) any two directors of the Company be authorised for and on behalf of the Company, among others, to sign, execute, perfect, deliver (including under seal where applicable) of all such documents and deeds, and to do or authorise doing all such acts, matters and things, as he may in his absolute discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with the transactions contemplated under the Framework Agreements and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Framework Agreements, as he may in his absolute discretion consider to be desirable and in the interests of the Company and all of such acts of director(s) as aforesaid be hereby approved, ratified and confirmed.”

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

Hong Kong, 11 June 2015

Registered office:

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PRC

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1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the above Meeting is entitled to appoint another person as his/her proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each proxy is so appointed.
- (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 as that one of the persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.

- (iii) In order to be valid, a form of proxy in the prescribed form must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712 — 1716, 17/F, 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 notarially 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.
- (iv) The transfer books and register of shareholders will be closed from 26 June 2015 (Friday) to 30 June 2015 (Tuesday), both days inclusive, in order to determine the entitlement of shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 June 2015 (Thursday).
- (v) As at the date of this notice, the executive Directors are Mr. Sun Hongbin, Mr. Wang Mengde, Mr. Li Shaozhong, Mr. Chi Xun, Mr. Shang Yu and Mr. Jing Hong; the non-executive Director is Mr. Zhu Jia, and the independent non-executive Directors are Mr. Poon Chiu Kwok, Mr. Li Qin, Mr. Ma Lishan and Mr. Tse Chi Wai.