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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 (the “**Meeting**”) of Sunac China Holdings Limited (the “**Company**”) will be held at Conference Hall, 16/F, Building A, Far East International Plaza, No. 319 Xianxia Road, Shanghai, the PRC on 2 November 2016 (Wednesday) at 10 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as ordinary resolution:

“THAT:

- (1) the subscription agreement (the “**Subscription Agreement**”) dated 26 September 2016 entered into between the Company as issuer and Sunac International Investment Holdings Ltd as subscriber (the “**Subscriber**”) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) in relation to the subscription by the Subscriber of 453,074,433 new ordinary shares (the “**Subscription Share(s)**”) of HK\$0.1 each in the Company at the subscription price of HK\$6.18 per Subscription Share (the “**Subscription**”) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (2) the specific mandate for the allotment and issue of the Subscription Shares, credited as fully paid, in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved;
- (3) any one director of the Company (“**Director(s)**”) or (if affixing of seal is required) any two Directors be authorised for and on behalf of the Company, among others, to execute, perfect, deliver (including under seal where applicable) all such other 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:
 - (a) the Subscription, the Subscription Agreement and all other transactions contemplated thereunder, and the closing and implementation thereof;
 - (b) securing the fulfilment of the conditions precedent of completion of the Subscription; and

- (c) the approval of any amendments or variations to the Subscription Agreement or the granting of waivers of any matters contemplated thereby that are, in the Director's opinion, not fundamental to the transactions contemplated thereby and are in the best interests of the Company, including without limitation the signing (under the common seal of the Company where required or expedient) of any supplemental or ancillary agreements and instruments and the giving of any undertakings and confirmations for any such purposes; and
- (4) subject to the Executive (as defined in the circular of the Company dated 17 October 2016 (the "**Circular**")) granting the Whitewash Waiver (as defined in the Circular) to the Subscriber and the satisfaction of any conditions attached to the Whitewash Waiver granted, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Code on Takeovers and Mergers (the "**Takeovers Code**") waiving any obligation on the part of the Subscriber to make a general offer under the Takeovers Code for all the issued securities of the Company (other than those owned, controlled or agreed to be acquired by the Subscriber, Mr. Sun Hongbin and parties acting in concert with any of them) which would otherwise arise as a result of the subscription of Subscription Shares by the Subscriber pursuant to the Subscription Agreement be and is hereby approved and any one or more Directors be and is/are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give full effect to any matters relating to or in connection with the Whitewash Waiver."

By order of the Board
Sunac China Holdings Limited
WANG Mengde
Executive Director and
Chief Executive Officer

Hong Kong, 17 October 2016

Registered office:

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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 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 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 31 October 2016 (Monday) to 2 November 2016 (Wednesday), 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 28 October 2016 (Friday).
- (v) As at the date of this notice, the executive directors of the Company are Mr. SUN Hongbin, Mr. WANG Mengde, Mr. JING Hong, Mr. CHI Xun, Mr. SHANG Yu and Mr. LI Shaozhong; the non-executive director of the Company is Mr. ZHU Jia; and the independent non-executive directors of the Company are Mr. POON Chiu Kwok, Mr. LI Qin, Mr. MA Lishan and Mr. TSE Chi Wai.