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## **UPDATES ON THE OFFSHORE DEBT RESTRUCTURING**

- (1) SANCTION OF THE SCHEME BY THE COURT**
- (2) OCCURRENCE OF THE SCHEME EFFECTIVE DATE**

References are made to the announcements of the Company dated 28 March 2023, 20 April 2023, 4 May 2023, 13 June 2023, 4 July 2023, 28 July 2023, 28 August 2023, 4 September 2023, 18 September 2023 and 21 September 2023 in relation to the proposed offshore debt restructuring of the Company (collectively, the “Announcements”) and the explanatory statement issued by the Company on 28 August 2023 to the Scheme Creditors (as supplemented, the “Explanatory Statement”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcements and the Explanatory Statement.

The Board is pleased to announce that the petition seeking sanction of the Scheme from the Court was heard on 5 October 2023 and, by an order made by the Court (the “Sanction Order”), the Scheme has been sanctioned. The Sanction Order was delivered to the Registrar of Companies for registration on 5 October 2023. A copy of the Sanction Order is available to download from the Scheme Website (<https://projects.morrowsodali.com/sunac>).

As set out in the Explanatory Statement, the effectiveness of the Scheme is conditional upon the satisfaction of all the Scheme Conditions, being:

- (a) the approval of the Scheme (with or without modifications) by a simple majority in number of the Scheme Creditors present and voting at the Scheme Meeting either in person (including by authorised representative of a corporation) or by proxy representing at least 75% in value of the aggregate Voting Scheme Claims of the Scheme Creditors present and voting at the Scheme Meeting either in person (including by authorised representative of a corporation) or by proxy;
- (b) the sanction of the Scheme (with or without modification) by the Court;
- (c) the filing of a sealed copy of the Sanction Order with the Registrar of Companies; and
- (d) the relevant parties duly executing the Deed of Undertaking.

The Board is pleased to announce that, as at the date of this announcement, all the Scheme Conditions have been fulfilled and the Scheme Effective Date has occurred on 5 October 2023.

Further announcement(s) will be made by the Company to inform shareholders and other investors of the Company of any material developments relating to the Restructuring, including without limitation the Restructuring Effective Date, as and when appropriate.

**Completion of the transactions set out in this announcement is subject to the fulfilment or waiver of the conditions precedent as set out in the Explanatory Statement. The transactions set out in this announcement may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.**

By Order of the Board  
**Sunac China Holdings Limited**  
**SUN Hongbin**  
*Chairman*

Hong Kong, 5 October 2023

*As at the date of this announcement, 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.*