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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)**

**UPDATES ON THE OFFSHORE DEBT RESTRUCTURING  
NOTICE OF SCHEME MEETING**

References are made to the announcements of Sunac China Holdings Limited (the “**Company**”) dated 17 April 2025, 13 May 2025, 26 May 2025, 6 June 2025, 24 June 2025, 18 August 2025, 9 September 2025 and 15 September 2025 (collectively, the “**Announcements**”) and the circular of the Company dated 22 August 2025 in relation to the offshore debt restructuring of the Company.

Reference is also made to the explanatory statement dated 19 September 2025 (the “**Explanatory Statement**”) and the scheme relating to the proposed scheme of arrangement between the Company and the Scheme Creditors (as defined therein) under sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) of Hong Kong (the “**Scheme**”). Copies of the Scheme, Explanatory Statement and other documents can be found on the Scheme Website at <https://projects.sodali.com/sunac>.

Unless otherwise specified, terms used in this announcement have the same meanings as the Notices of Scheme Meeting each dated 19 September 2025 appended to this Announcement and the Explanatory Statement.

**NOTICE IS HEREBY GIVEN** that the Scheme Meeting will be held at **the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, starting at 11:00 a.m. Hong Kong time on 14 October 2025** with any adjournment as may be appropriate and any changes in arrangements relating to the Scheme Meeting shall be communicated to the Scheme Creditors in advance of the Scheme Meeting.

Scheme Creditors will be able to attend the Scheme Meeting and vote in person or by an authorised representative (if a corporation) or by proxy. Scheme Creditors will also be able to attend the Scheme Meeting and vote by video conference using conferencing details. Please refer to the Notices of the Scheme Meeting and Explanatory Statement for further details.

In order to vote at the Scheme Meeting, a Scheme Creditor must ensure that its Account Holder Letter or Creditor Proxy Form is validly completed in accordance with the instructions set out in those forms and the Explanatory Statement. **Forms must be submitted by no later than the Record Time at 11:00 p.m. Hong Kong time on 9 October 2025** to the Information Agent via the Scheme Portal: <https://portal.sodali.com/sunac>.

If you are a Blocked Scheme Creditor, please contact GLAS Agency (Hong Kong) Limited, the Blocked Scheme Creditor Tabulation Agent, and refer to the Explanatory Statement for the arrangements and forms that apply to you in order to participate and vote in the Scheme Meeting.

The deadline for Scheme Creditors to elect to receive **New MCB 1 and/or New MCB 2 is the Record Time at 11:00 p.m. Hong Kong time on 9 October 2025. If you do not make your election by the Record Time, you will automatically be allocated New MCB 1 as your chosen Scheme Consideration.**

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 Scheme as and when appropriate.

**Holders of securities and potential investors of the Company are advised to exercise caution when dealing in securities of the Company.**

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

Hong Kong, China 19 September 2025

*As at the date of this announcement, the executive directors of the Company are Mr. SUN Hongbin, Mr. WANG Mengde, Ms. MA Zhixia, Mr. TIAN Qiang, Mr. HUANG Shuping and Mr. SUN Kevin Zheyi; the non-executive director of the Company is Mr. LAM Wai Hon; and the independent non-executive directors of the Company are Mr. POON Chiu Kwok, Mr. ZHU Jia, Mr. MA Lishan and Mr. YUAN Zhigang.*

## **APPENDIX**

### **Notices of the Scheme Meeting**

香港特別行政區高等法院原訟法庭

高院雜項案件2025年第729號

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有關SUNAC CHINA HOLDINGS LIMITED

(融創中國控股有限公司)

及

有關《公司條例》（第622章）第670、673及674條

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計劃會議通告

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除另有指明外，本通告所用詞彙與有關融創中國控股有限公司（「**本公司**」）與計劃債權人（定義見說明函件）根據《公司條例》（第622章）第670、673及674條擬訂的安排計劃（「**該計劃**」）的日期為2025年9月19日的說明函件（「**說明函件**」）及該計劃所載者具有相同涵義。該計劃與本通告副本，均載於說明函件內。

**謹此通告**，根據香港特別行政區高等法院原訟法庭（「**香港法院**」）於2025年9月15日發出的指令（「**召開指令**」），香港法院已指示召開本公司的計劃債權人會議（「**計劃會議**」），以考慮及酌情批准（不論是否附帶香港法院批准及施加的修改或條件）該計劃。

計劃會議將於2025年10月14日上午11時正（香港時間）於盛德律師事務所的辦事處舉行，地址為香港中環金融街8號國際金融中心二期39樓。計劃會議可酌情延期舉行，有關計劃會議安排的任何變更將於計劃會議前知會計劃債權人。

計劃債權人可親身、由授權代表（倘為公司）、或由委任代表出席計劃會議並投票。計劃債權人亦可通過視頻會議出席計劃會議，視頻會議詳情及密碼可向信息代理（如閣下並非受制裁影響的計劃債權人）或受阻計劃債權人計票代理（如果閣下是受阻計劃債權人）獲取。會議詳情及密碼將於計劃會議指定日期之前至少兩個工作日提供。會議主席可要求通過視頻會議參加計劃會議的計劃債權人在會議期間開啟攝像鏡頭。計劃債權人通過視頻會議參與計劃會議可以聆聽計劃會議、提問及投票。

出席計劃會議並就該計劃投票（不論親身、由授權代表（倘為公司）或委任代表）的計劃債權人（非受制裁影響的計劃債權人）必須確保其賬戶持有人信函或債權人代表委任表格已根據該等表格及說明函件中列出的指示有效填妥。該等表格必須於2025年10月9日下午11時正（香港時間）或之前通過計劃平台：<https://portal.sodali.com/sunac>呈交信息代理。

如閣下為受阻計劃債權人，請聯絡受阻計劃債權人計票代理，並參閱說明函件，以了解適用於閣下參與計劃會議及於會上投票的安排及表格。

擬親身於計劃會議上投票的各計劃債權人或其委任代表須於計劃會議預定開始時間前不少於60分鐘登記出席計劃會議。

計劃、說明函件、賬戶持有人信函、債權人代表委任表格、受阻計劃債權人表格以及若干重組文件可從計劃網站下載。

根據召開指令，香港法院委任溫曉陽先生（又名Jacky Wan），或者（如他未能擔任主席）莊日杰先生（又名Victor Jong）（兩者均來自羅兵咸永道有限公司）擔任計劃會議的主席，並指示他以主席身份向香港法院匯報計劃會議的結果。計劃會議的結果亦將於計劃網站上公佈。

該計劃將受限於香港法院後續的批准及裁決，以及重組將受限於該計劃第7條所載，及於說明函件第7.6節中所概述的條件獲滿足或豁免（如適用）。煩請計劃債權人注意，**計劃債權人選擇新強制可轉換債券1及/或新強制可轉換債券2的最後期限為2025年10月9日下午11時正（香港時間）**。如果您未在該日期前作出非約束性選擇，您將自動取得新強制可轉換債券1作為您所選擇的計劃對價。詳情請見說明函件第8.5節。

## 聯繫方式

### 信息代理 – Sodali & Co Ltd

電郵 : [sunac@investor.sodali.com](mailto:sunac@investor.sodali.com)  
電話 : +44 20 7382 0355 / +852 2632 9739  
香港地址 : 香港上環干諾道中90號14樓1401室  
英國地址 : Sodali & Co, The Leadenhall Building, 122 Leadenhall Street,  
London EC3V 4AB, United Kingdom  
收件人 : 債務服務團隊

### 受阻計劃債權人計票代理 – GLAS Agency (Hong Kong) Limited

電郵 : [agent.asia@glas.agency](mailto:agent.asia@glas.agency)  
電話 : +852 3795 6303  
香港地址 : 香港中環皇后大道中28號中匯大廈1603室  
收件人 : 交易管理部（融創中國控股有限公司）

## 計劃網站及計劃平台的超連結：

計劃網站 : <https://projects.sodali.com/sunac>  
計劃平台 : <https://portal.sodali.com/sunac>

日期：2025年9月19日

融創中國控股有限公司

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS NO. 729 OF 2025

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IN THE MATTER OF  
SUNAC CHINA HOLDINGS LIMITED  
(融創中國控股有限公司)

and

IN THE MATTER OF  
SECTIONS 670, 673 and 674 OF THE COMPANIES ORDINANCE (CAP. 622)

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NOTICE OF SCHEME MEETING

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Unless otherwise specified, capitalised terms used in this Notice have the same meanings as in the explanatory statement dated 19 September 2025 (the “**Explanatory Statement**”) and the scheme relating to the proposed scheme of arrangement between Sunac China Holdings Limited (the “**Company**”) and the Scheme Creditors (as defined therein) under sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) of Hong Kong (the “**Scheme**”). A copy of the Scheme and this Notice, is included in the Explanatory Statement.

**NOTICE IS HEREBY GIVEN** that, by an Order dated 15 September 2025 (the “**Convening Order**”) made by the High Court of Hong Kong (the “**Hong Kong Court**”), the Hong Kong Court has directed that a meeting (the “**Scheme Meeting**”) be convened of the Scheme Creditors of the Company for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the Hong Kong Court) the Scheme.

The Scheme Meeting will be held at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, starting at 11 a.m. Hong Kong time on 14 October 2025, with any adjournment as may be appropriate, and any changes in arrangements relating to the Scheme

Meeting shall be communicated to the Scheme Creditors in advance of the Scheme Meeting.

Scheme Creditors will be able to attend the Scheme Meeting and vote in person or by an authorised representative (if a corporation) or by proxy. Scheme Creditors will also be able to attend the Scheme Meeting by video conference using conferencing details and passcode that can be obtained on request from the Information Agent (if you are a Scheme Creditor who is not a Sanctions-Affected Scheme Creditor) or the Blocked Scheme Creditor Tabulation Agent (if you are a Blocked Scheme Creditor). Conferencing details and passcode will be provided at least 2 business days before the day appointed for the Scheme Meeting. The Chairperson may require Scheme Creditors attending the Scheme Meeting by video conference to turn on their cameras for the duration of the meeting. Scheme Creditors attending the Scheme Meeting by video conference will be able to listen to the Scheme Meeting, ask questions, and cast their vote.

In order to attend the Scheme Meeting and vote on the Scheme (in person, by duly authorised representative, if a corporation, or by proxy), a Scheme Creditor must ensure that its Account Holder Letter or Creditor Proxy Form is validly completed in accordance with the instructions set out in those forms and the Explanatory Statement. **Forms must be submitted by no later than 11:00 p.m. Hong Kong time on 9 October 2025** to the Information Agent via the Scheme Portal <https://portal.sodali.com/sunac>.

If you are a Blocked Scheme Creditor, please contact the Blocked Scheme Creditor Tabulation Agent and refer to the Explanatory Statement for the arrangements and forms that apply to you in order to participate and vote in the Scheme Meeting.

Each Scheme Creditor, or its proxy, intending to vote in person at the Scheme Meeting will be required to register its attendance at the Scheme Meeting no later than 60 minutes prior to the scheduled start time of the Scheme Meeting.

Copies of the Scheme, the Explanatory Statement, Account Holder Letter, Creditor Proxy Form, Blocked Scheme Creditor Form and certain Restructuring Documents are available for download from the Scheme Website.

Pursuant to the Convening Order, the Hong Kong Court appointed Mr Wan Hiu Yeung (also known as Jacky Wan), or failing him, Mr Jong Yat Kit (also known as Victor Jong), both of PricewaterhouseCoopers Limited, to act as the Chairperson of the Scheme Meeting and directed the Chairperson in his capacity as such to report the results of the Scheme Meeting to the Hong Kong Court. The results of the Scheme Meeting will also be made available on the Scheme Website.

The Scheme will be subject to the subsequent approval and sanction of the Hong Kong Court, and the

Restructuring will be subject to the satisfaction or waiver (as applicable) of the conditions as set out in clause 7 of the Scheme and summarised in section 7.6 of the Explanatory Statement.

Scheme Creditors are reminded that **the deadline for Scheme Creditors to elect to receive New MCB 1 and/or New MCB 2 is 11:00 pm Hong Kong time on 9 October 2025. If you do not make your non-binding election by this date, you will automatically be allocated New MCB 1 as your chosen Scheme Consideration.** See section 8.5 of the Explanatory Statement for further details.

#### **Contact details**

##### **Information Agent – Sodali & Co Ltd**

E-mail : [sunac@investor.sodali.com](mailto:sunac@investor.sodali.com)  
Tel. : +44 20 7382 0355 / +852 2632 9739  
HK Address : 1401, 14/F, 90 Connaught Road Central, Sheung Wan, Hong Kong  
UK Address : Sodali & Co, The Leadenhall Building, 122 Leadenhall Street,  
London EC3V 4AB, United Kingdom  
Attention : Debt Services Team

##### **Blocked Scheme Creditor Tabulation Agent – GLAS Agency (Hong Kong) Limited**

E-mail : [agent.asia@glas.agency](mailto:agent.asia@glas.agency)  
Tel. : +852 3795 6303  
HK Address : Suite 1603, Central Tower, 28 Queen's Road Central, Hong Kong  
Attention : Transaction Management Group (Sunac China Holdings Limited)

#### **Hyperlinks to the Scheme Website and Scheme Portal:**

Scheme Website : <https://projects.sodali.com/sunac>  
Scheme Portal : <https://portal.sodali.com/sunac>

Date this 19th day of September 2025

**Sunac China Holdings Limited**  
(融創中國控股有限公司)



香港特别行政区高等法院原讼法庭

高院杂项案件2025年第729号

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有关SUNAC CHINA HOLDINGS LIMITED

(融创中国控股有限公司)

及

有关《公司条例》（第622章）第670、673及674条

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计划会议通告

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除另有指明外，本通告所用词汇与有关融创中国控股有限公司（「**本公司**」）与计划债权人（定义见说明函件）根据《公司条例》（第622章）第670、673及674条拟订的安排计划（「**该计划**」）的日期为2025年9月19日的说明函件（「**说明函件**」）及该计划所载者具有相同涵义。该计划与本通告副本，均载于说明函件内。

**谨此通告**，根据香港特别行政区高等法院原讼法庭（「**香港法院**」）于2025年9月15日发出的指令（「**召开指令**」），香港法院已指示召开本公司的计划债权人会议（「**计划会议**」），以考虑及酌情批准（不论是否附带香港法院批准及施加的修改或条件）该计划。

计划会议将于2025年10月14日上午11时正（香港时间）于盛德律师事务所的办事处举行，地址为香港中环金融街8号国际金融中心二期39楼。计划会议可酌情延期举行，有关计划会议安排的任何变更将于计划会议前知会计划债权人。

计划债权人可亲身、由授权代表（倘为公司）、或由委任代表出席计划会议并投票。计划债权人亦可通过视频会议出席计划会议，视频会议详情及密码可向信息代理（如阁下并非受制裁影响的计划债权人）或受阻计划债权人计票代理（如果阁下是受阻计划债权人）获取。会议详情及密码将于计划会议指定日期之前至少两个工作日提供。会议主席可要求通过视频会议参加计划会议的计划债权人在会议期间开启摄像镜头。计划债权人通过视频会议参与计划会议可以聆听计划会议、提问及投票。

出席计划会议并就该计划投票（不论亲身、由授权代表（倘为公司）或委任代表）的计划债权人（非受制裁影响的计划债权人）必须确保其账户持有人信函或债权人代表委任表格已根据该等表格及说明函件中列出的指示有效填妥。该等表格必须于2025年10月9日下午11时正（香港时间）或之前通过计划平台：<https://portal.sodali.com/sunac>呈交信息代理。

如阁下为受阻计划债权人，请联络受阻计划债权人计票代理，并参阅说明函件，以了解适用于阁下参与计划会议及于会上投票的安排及表格。

拟亲身于计划会议上投票的各计划债权人或其委任代表须于计划会议预定开始时间前不少于60分钟登记出席计划会议。

计划、说明函件、账户持有人信函、债权人代表委任表格、受阻计划债权人表格以及若干重组文件可从计划网站下载。

根据召开指令，香港法院委任温晓阳先生（又名Jacky Wan），或者（如他未能担任主席）庄日杰先生（又名Victor Jong）（两者均来自罗兵咸永道有限公司）担任计划会议的主席，并指示他以主席身份向香港法院汇报计划会议的结果。计划会议的结果亦将于计划网站上公布。

该计划将受限于香港法院后续的批准及裁决，以及重组将受限于该计划第7条所载，及于说明函件第7.6节中所概述的条件获满足或豁免（如适用）。烦请计划债权人注意，**计划债权人选择新强制可转换债券1及/或新强制可转换债券2的最后期限为2025年10月9日下午11时正（香港时间）**。如果您未在该日期前作出非约束性选择，您将自动取得新强制可转换债券1作为您所选择的计划对价。详情请见说明函件第8.5节。

## 联系方式

### 信息代理 – Sodali & Co Ltd

电邮 : sunac@investor.sodali.com  
电话 : +44 20 7382 0355 / +852 2632 9739  
香港地址 : 香港上环干诺道中90号14楼1401室  
英国地址 : Sodali & Co, The Leadenhall Building, 122 Leadenhall Street,  
London EC3V 4AB, United Kingdom  
收件人 : 债务服务团队

### 受阻计划债权人计票代理 – GLAS Agency (Hong Kong) Limited

电邮 : agent.asia@glas.agency  
电话 : +852 3795 6303  
香港地址 : 香港中环皇后大道中28号中汇大厦1603室  
收件人 : 交易管理部（融创中国控股有限公司）

## 计划网站及计划平台的超链接:

计划网站 : <https://projects.sodali.com/sunac>  
计划平台 : <https://portal.sodali.com/sunac>

日期：2025年9月19日

融创中国控股有限公司