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## IMPORTANT

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**IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.**



### SUNAC CHINA HOLDINGS LIMITED

融創中國控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

### GLOBAL OFFERING

<b>Number of Offer Shares offered pursuant to the Global Offering</b>	<b>:</b>	<b>600,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>60,000,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>:</b>	<b>540,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum offer price</b>	<b>:</b>	<b>HK\$3.70 per Offer Share (payable in full on application and subject to refund on final pricing, plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.10 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>1918</b>

#### ***Joint Global Coordinators, Joint Bookrunners, Joint Sponsors and Joint Lead Managers (in alphabetical order)***



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Hong Kong Exchanges and Clearing Limited, the Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section entitled "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix VIII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators, on behalf of the Hong Kong Underwriters, and the Company on the Price Determination Date. The Price Determination Date is expected to be on or around Saturday, December 12, 2009 and, in any event, not later than Wednesday, December 16, 2009. The Offer Price will be not more than HK\$3.70 and is currently expected to be not less than HK\$2.90 unless otherwise announced. Investors applying for Hong Kong Offer Shares must pay, on application, the maximum offer price of HK\$3.70 for each Offer Share together with a brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%.

The Joint Global Coordinators, on behalf of the Hong Kong Underwriters, may, with the consent of the Company, reduce the number of Offer Shares being offered pursuant to the Global Offering and/or the indicative offer price range below that stated in this prospectus (which is HK\$2.90 to HK\$3.70 per Share) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Offer Shares and/or the indicative offer price range will be published in the South China Morning Post and the Hong Kong Economic Times not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. If applications for Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or the offer price range is so reduced, such applications cannot be subsequently withdrawn. If, for any reason, the Offer Price is not agreed between the Company and the Joint Global Coordinators (on behalf of the Hong Kong Underwriters), the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Hong Kong Offer Shares, are subject to termination by the Joint Global Coordinators (on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Shares commences on the Stock Exchange. Such grounds are set out in the section entitled "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Hong Kong Underwriting Agreement" in this prospectus. It is important that you refer to that section for further details.

The Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons, except that Offer Shares may be offered, sold or delivered to qualified institutional buyers in reliance on Rule 144A or other exemption(s) from registration under the U.S. Securities Act or outside the United States in reliance on Regulation S under the U.S. Securities Act.

December 7, 2009