

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set forth in this appendix does not form part of the Accountant's Report from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, the reporting accountant of our Company, as set forth in Appendix I to this prospectus, and is included herein for information only. The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountant's Report in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative unaudited pro forma statement of our adjusted net tangible assets prepared on the basis of the notes set forth below for the purpose of illustrating the effect of the Global Offering on our net tangible assets attributable to equity holders of the Company as of March 31, 2010 as if the Global Offering had taken place on March 31, 2010 assuming the Over-allotment option is not exercised and without taking into account any Shares which may be allotted and issued upon the exercise of the Pre-IPO Share Options or the Trustee Option.

This unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of our consolidated net tangible assets as of March 31, 2010 or any future dates following the Global Offering.

	Audited consolidated net tangible assets attributable to equity holders of the Company as of March 31, 2010 ⁽¹⁾ (RMB'000)	Estimated net proceeds from the Global Offering ⁽²⁾ (RMB'000)	Unaudited adjusted net tangible assets (RMB'000)	Unaudited pro forma adjusted net tangible assets per Share ⁽³⁾ (RMB) (HK\$) ⁽⁴⁾	
Based on an Offer Price of HK\$3.18 per Share . . .	993,186	1,850,321	2,843,507	0.95	1.10
Based on an Offer Price of HK\$3.98 per Share . . .	993,186	2,348,515	3,341,701	1.11	1.29

Notes:

- (1) Our audited consolidated net tangible assets attributable to equity holders of the Company as of March 31, 2010 is based on our audited consolidated net assets attributable to equity holders of the Company of RMB1,306.5 million, as extracted from the Accountant's Report included in Appendix I to this prospectus, with an adjustment for our intangible assets of RMB313.3 million.
- (2) The estimated net proceeds from the Global Offering are based on the indicative Offer prices of HK\$3.18 per Share and HK\$3.98 per Share after deduction of the underwriting fees and other related expenses payable by our Company. We may pay the Underwriters an additional discretionary incentive fee of up to 0.5% of the aggregate Offer Price payable for the Offer Shares. If we decide to pay such additional incentive fee, the net proceeds from the Global Offering and the pro forma adjusted net tangible assets of our Group attributable to the equity holders of the Company will decrease. The calculation for estimated net proceeds takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option, the Pre-IPO Share Options or the Trustee Option. Such amounts are converted from Hong Kong dollars into Renminbi at the rate of HK\$1.00 to RMB0.8649, rounded from the exchange rate set by the PBOC for foreign transactions prevailing on September 17, 2010.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

- (3) The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in Note 2 above and on the basis that 3,000,000,000 Shares were in issue assuming that the Global Offering has been completed on March 31, 2010 but takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option, the Pre-IPO Share Options or the Trustee Option.
- (4) The unaudited pro forma adjusted net tangible assets per Share are converted from Renminbi into Hong Kong dollars at the rate of RMB0.8649 to HK\$1.00, rounded from the exchange rate set by the PBOC for foreign transactions prevailing on September 17, 2010.
- (5) As of June 30, 2010, our properties under development and completed properties held for sale were valued by DTZ, an independent property valuer. The net revaluation surplus, representing the excess of market value of these property interests over their book value, has not been included in our consolidated financial information as of March 31, 2010 because our properties under development and completed properties held for sale are stated at the lower of cost and net realizable value for accounting purposes. The above adjustment does not take into account such revaluation surplus.
- (6) No adjustment has been made to reflect any trading result or other transaction we have entered into subsequent to March 31, 2010.

B. UNAUDITED PRO FORMA ESTIMATED EARNINGS PER SHARE

The following unaudited pro forma estimated earnings per Share has been prepared on the basis of the notes set forth below for the purpose of illustrating the effect of the Global Offering as if it had taken place on January 1, 2010. The unaudited pro forma estimated earnings per Share has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of our financial results for the six months ended June 30, 2010 or any period following the Global Offering.

Unaudited estimated consolidated profit attributable to
equity holders of the Company for the six months
ended June 30, 2010⁽¹⁾Not less than RMB187.4 million

Unaudited pro forma estimated earnings per Share
for the six months ended June 30, 2010⁽²⁾Not less than RMB0.062
(approximately HK\$0.072)

Notes:

- (1) Our unaudited estimated consolidated profit attributable to equity holders of the Company for the six months ended June 30, 2010 is extracted from "Financial Information – Profit Estimate for the Six Months Ended June 30, 2010" in this prospectus. The bases on which the above profit estimate has been prepared are summarized in "Appendix III – Profit Estimate." The estimate has been prepared on a basis consistent in all material respects with the accounting policies presently adopted by us as set forth in Note 2 to the Accountant's Report in Appendix I to this prospectus. We have undertaken to the Stock Exchange that our interim report for the six months ended June 30, 2010 will be audited pursuant to Rule 11.18 of the Listing Rules.
- (2) The calculation of the unaudited pro forma estimated earnings per Share is based on the unaudited estimated consolidated profit attributable to equity holders of the Company for the six months ended June 30, 2010 and assumes that a total of 3,000,000,000 Shares were in issue during the entire six months, as if the Global Offering had occurred on January 1, 2010, without taking into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option, the Pre-IPO Share Options or the Trustee Option.
- (3) The unaudited pro forma adjusted net tangible assets per Share are converted from Renminbi into Hong Kong dollars at the rate of RMB0.8649 to HK\$1.00, rounded from the exchange rate set by the PBOC for foreign transactions prevailing on September 17, 2010.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

C. UNAUDITED PRO FORMA STATEMENT OF ASSETS AND LIABILITIES OF THE GROUP

The following is an illustrative unaudited pro forma statement of assets and liabilities of the Group upon the completion of the proposed purchases and disposals pursuant to the memorandum of negotiation dated August 18, 2010 among Sunac Zhidi, Datang International Power Generation Co., Ltd. and Beijing Guoxin prepared on the basis of the notes set forth below for the purpose of illustrating the effect of (1) the proposed purchases by Sunac Zhidi of a 40% equity interest in Chongqing Yuneng and a 40% equity interest in APEV Property Management from Chongqing Yuneng Real Estate for an aggregate cash consideration of RMB320.0 million; and (2) the proposed disposal by Chongqing Yuneng of its 85% and 14% equity interests in Chongqing Shangshan to Chongqing Yuneng Real Estate and Beijing Guoxin, respectively, for an aggregate cash consideration of approximately RMB20.8 million.

This unaudited pro forma statement of assets and liabilities has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the proposed purchases and disposals been completed as of March 31, 2010 or any future date.

	Pro forma adjustments				Unaudited pro forma Group RMB'000
	The Group ⁽¹⁾ RMB'000	Chongqing Yuneng ⁽²⁾ RMB'000	Derecognition of Chongqing Shangshan ⁽³⁾ RMB'000	Other pro forma adjustments ⁽⁴⁾ RMB'000	
ASSETS					
Non-current assets					
Property, plant and equipment	10,773	3,071	(279)		13,565
Investment properties	583,500	-	-		583,500
Intangible assets	313,336	-	-	38,342 ⁽⁴⁾	351,678
Investment in jointly controlled entities.	149,235	-	-	(149,235) ⁽⁵⁾	-
Investment in associates	543,897	-	-	200 ⁽⁶⁾	544,097
Available-for-sale financial assets	3,800	-	-		3,800
Deferred income tax assets	64,779	1,196	-		65,975
	<u>1,669,320</u>	<u>4,267</u>	<u>(279)</u>		<u>1,562,615</u>
Current assets					
Properties under development.	6,013,408	766,504	-	565,138 ⁽⁷⁾	7,345,050
Completed properties held for sale	1,211,218	54,947	-	58,967 ⁽⁷⁾	1,325,132
Amounts due from related parties	84,664	34,229	-		118,893
Other receivables	382,112	128,784	(18,239)		492,657
Restricted cash	1,161,397	93,854	-		1,255,251
Cash and cash equivalents.	464,153	83,374	(40)	(299,200) ⁽⁸⁾	248,287
	<u>9,316,952</u>	<u>1,161,692</u>	<u>(18,279)</u>		<u>10,785,270</u>
Total assets	<u>10,986,272</u>	<u>1,165,959</u>	<u>(18,558)</u>		<u>12,347,885</u>

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

	Pro forma adjustments				Unaudited pro forma Group RMB'000
	The Group ⁽¹⁾ RMB'000	Chongqing Yuneng ⁽²⁾ RMB'000	Derecognition of Chongqing Shangshan ⁽³⁾ RMB'000	Other pro forma adjustments ⁽⁴⁾ RMB'000	
LIABILITIES					
Non-current liabilities					
Borrowings	2,283,490	244,550	-		2,528,040
Long-term payable	109,420	-	-		109,420
Deferred income tax liabilities	219,079	-	-	156,026 ⁽⁷⁾	375,105
	<u>2,611,989</u>	<u>244,550</u>	<u>-</u>		<u>3,012,565</u>
Current liabilities					
Trade and other payables	2,922,775	144,524	-		3,067,299
Advanced proceeds from customers	2,985,889	390,755	-		3,376,644
Amounts due to related parties	16,403	32,184	-		48,587
Borrowings	956,125	24,000	-		980,125
Current income tax liabilities	186,569	42,973	-		229,542
	<u>7,067,761</u>	<u>634,436</u>	<u>-</u>		<u>7,702,197</u>
Total liabilities	<u>9,679,750</u>	<u>878,986</u>	<u>-</u>		<u>10,714,762</u>

Notes:

- (1) The balances represent the statement of assets and liabilities of the Group as of March 31, 2010 as extracted from the Accountant's Report included in Appendix I to this prospectus.
- (2) The balances represent the statement of assets and liabilities of Chongqing Yuneng as of March 31, 2010 as extracted from the Accountant's Report included in Appendix I to this prospectus.
- (3) The balances represent the assets and liabilities of Chongqing Shangshan as of March 31, 2010 being derecognised following the disposal.
- (4) The balance represents the goodwill of the acquisition of 40% Chongqing Yuneng.
- (5) The balance represents the derecognition of the original 45% investment in Chongqing Yuneng under equity accounting.
- (6) The balance represents the investment in APEV Property Management.
- (7) The balances represent the remeasurement of properties under development and completed properties held for sales of Chongqing Yuneng to fair value and the related deferred tax liabilities upon the completion of the acquisition.
- (8) The balance represents the consideration of RMB320 million for the acquisition of the 40% interest in Chongqing Yuneng and the 40% interest in APEV Property Management which is offset by the consideration received from the disposal of Chongqing Shangshan of approximately RMB20.8 million.

D. REPORT FROM THE REPORTING ACCOUNTANT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.



羅兵咸永道會計師事務所

PricewaterhouseCoopers
22/F, Prince's Building
Central, Hong Kong

ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION TO THE DIRECTORS OF SUNAC CHINA HOLDINGS LIMITED

We report on the unaudited pro forma financial information of Sunac China Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages II-1 to II-4 under the headings of "Unaudited Pro Forma Adjusted Net Tangible Assets", "Unaudited Pro Forma Estimated Earnings Per Share" and "Unaudited Pro Forma Statement of Assets and Liabilities of the Group" (the "Unaudited Pro Forma Financial Information") in Appendix II of the Company's prospectus dated September 24, 2010 (the "Prospectus"), in connection with the proposed initial public offering of the shares of the Company. The Unaudited Pro Forma Financial Information has been prepared by the directors of the Company, for illustrative purposes only, to provide information about how the proposed initial public offering and the proposed acquisition of additional 40% interest in Chongqing Yunang Sunac Real Estate Co., Ltd. might have affected the relevant financial information of the Group. The basis of preparation of the Unaudited Pro Forma Financial Information is set out on pages II-1 to II-4 of the Prospectus.

Respective Responsibilities of Directors of the Company and the Reporting Accountant

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of Opinion

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 "Accountants' Reports on Pro Forma Financial Information in Investment Circulars" issued by the HKICPA. Our work, which involved no independent examination of any of the underlying financial information, consisted primarily of

comparing the audited consolidated net assets and statement of assets and liabilities of the Group as at March 31, 2010 with the accountant's report as set out in Appendix I of the Prospectus, comparing the unaudited estimated profit attributable to equity holders of the Company for the six months ended June 30, 2010 with the profit estimate as set out in the subsection headed "Profit Estimate for the Six Months Ended June 30, 2010" in the section headed "Financial Information" in the Prospectus, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Our work has not been carried out in accordance with auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

- the adjusted net tangible assets and statement of assets and liabilities of the Group as of March 31, 2010 or any future date, or
- the earnings per share of the Group for the six months ended June 30, 2010 or any future periods.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, September 24, 2010