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Ronshine China Holdings Limited

融信中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3301)

DISCLOSEABLE TRANSACTION ACQUISITION OF LAND BY WAY OF ACQUISITION OF EQUITY INTEREST OF THE TARGET COMPANY

The Acquisition

The Board announces that on 9 February 2018 (after trading hours), Zhengzhou Rongzhu, an indirect wholly-owned subsidiary of the Company, and Zhengzhou Qinghuayuan entered into the Equity Transfer Agreement, pursuant to which Zhengzhou Rongzhu has agreed to acquire, and Zhengzhou Qinghuayuan has agreed to dispose of, the entire equity interest in the Target Company at a consideration of RMB801,874,654.28.

Upon completion of the Acquisition, each of the companies of the Target Group will become an indirect wholly-owned subsidiary of the Company, and the financial results of the Target Group will be consolidated into the financial statements of the Group.

Listing Rules Implications

As one or more of the applicable percentage ratios as set out in the Listing Rules in respect of the Acquisition is/are more than 5% but less than 25%, the entering into of the Equity Transfer Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. As such, the Acquisition is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

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On 9 February 2018 (after trading hours), Zhengzhou Rongzhu, an indirect wholly-owned subsidiary of the Company, and Zhengzhou Qinghuayuan entered into the Equity Transfer Agreement, pursuant to which Zhengzhou Rongzhu has agreed to acquire, and Zhengzhou Qinghuayuan has agreed to dispose of, the entire equity interest in the Target Company at a consideration of RMB801,874,654.28.

The principal terms of the Equity Transfer Agreement are set out below:

Date:

9 February 2018 (after trading hours)

Parties:

- (i) Zhengzhou Rongzhu (as purchaser); and
- (ii) Zhengzhou Qinghuayuan (as vendor).

To the best of the Directors' knowledge, information and belief, after making all reasonable enquires, Zhengzhou Qinghuayuan and its ultimate beneficial owners are Independent Third Parties.

Assets to be acquired:

Pursuant to the terms of the Equity Transfer Agreement, Zhengzhou Rongzhu agreed to acquire, and Zhengzhou Qinghuayuan agreed to dispose, the entire equity interest in the Target Company at a consideration of RMB801,874,654.28.

Consideration:

The consideration of the Acquisition is RMB801,874,654.28, which will be financed by the Group's internal resources, and shall be settled in accordance with the following manners and conditions:

1. Opening of an escrow bank account

Within three (3) days upon the execution of the Equity Transfer Agreement, Zhengzhou Rongzhu and Zhengzhou Qinghuayuan shall set up an escrow bank account (the "**Escrow Account**") to be jointly controlled by themselves.

2. First payment

Within five (5) days upon the setting up of the Escrow Account, and being the date on which a submission is made to the relevant administration for industry and commerce for updating the business registration of the Target Company in relation to the Acquisition, Zhengzhou Rongzhu shall deposit RMB350,242,883.14, representing 50% of the consideration of the Acquisition after the deduction of the Deposit to the Escrow Account (the "**First Payment**").

The First Payment shall be transferred from the Escrow Account to the designated account of Zhengzhou Qinghuayuan on or before the next business day after the date of completion of the requisite business registration reflecting the Acquisition.

In the event that the requisite business registration reflecting the Acquisition is not completed within 15 days from the date of submission of the business registration to the relevant administration for industry and commerce, the First Payment shall be refunded to Zhengzhou Rongzhu in full.

3. Final payment

Within 60 days upon the completion of the requisite business registration reflecting the Acquisition and upon receipt of the new business licence of the Target Company, Zhengzhou Rongzhu shall pay RMB400,937,327.14, representing the remaining 50% of the consideration of the Acquisition, to Zhengzhou Qinghuayuan.

The consideration of RMB801,874,654.28 was determined by the parties after arm's length negotiations primarily with reference to the market value, the development potential of the Land and the prevailing market price of other land of similar size and usage in Zhengzhou City, Henan Province, the PRC. The Directors are of the view that the consideration for the Acquisition under the Equity Transfer Agreement is fair and reasonable.

Others:

Prior to the entering into of the Equity Transfer Agreement, Zhengzhou Zhongqiao, a wholly-owned subsidiary of the Target Company, had engaged an Independent Third Party to carry out certain construction and civil works on the Land. As at the date of this announcement, the outstanding amount payable by Zhengzhou Zhongqiao is RMB27,273,672.71 (the “**Outstanding Amount**”).

Pursuant to the Equity Transfer Agreement, Zhengzhou Rongzhu agreed that the Outstanding Amount shall be settled by Zhengzhou Zhongqiao after the completion of the Equity Transfer Agreement in accordance with the following manners:

- (i) 50% of the Outstanding Amount shall be paid by Zhengzhou Zhongqiao on or before 5 March 2018; and
- (ii) the remaining 50% of the Outstanding Amount shall be paid by Zhengzhou Zhongqiao before the final payment of the Acquisition being paid by Zhengzhou Rongzhu to Zhengzhou Qinghuayuan.

Completion:

Completion of the Equity Transfer Agreement shall take place on the date of completion of the business registration of the Target Company with the relevant administration for industry and commerce in the PRC reflecting the Acquisition.

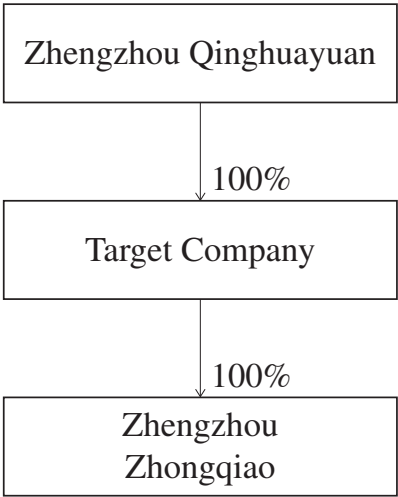
Upon completion of the Acquisition, each of the companies of the Target Group will become an indirect wholly-owned subsidiary of the Company, and the financial results of the Target Group will be consolidated into the financial statements of the Group.

Information on Target Group

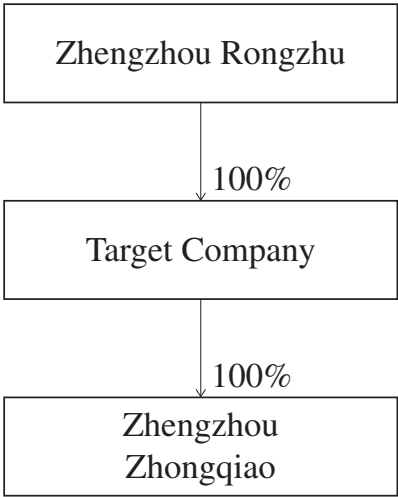
The Target Company is a limited liability company established in the PRC in December 2017. As at the date of this announcement, the Target Company is principally engaged in investment holding.

The following charts set forth the group structure of the Target Group (i) as at the date of this announcement; and (ii) immediately upon completion of the Acquisition:

As at the date of this announcement



Immediately upon completion of the Acquisition



The Target Company holds the entire equity interest in Zhengzhou Zhongqiao, a limited liability company established in the PRC, which is principally engaged in real estate development in the PRC. The land use rights concerning the Land is the sole asset of Zhengzhou Zhongqiao, and Zhengzhou Zhongqiao was acquired by the Target Company in December 2017. Save for acquiring Zhengzhou Zhongqiao, the Target Company has not conducted any business activities since its establishment nor have any other material assets as at the date of this announcement.

The Land is located at Zhengzhou City, Henan Province, the PRC, with a total site area of approximately 295,335 square meters.

As at 31 December 2017, the unaudited total net asset of Zhengzhou Zhongqiao was approximately RMB254,676,393. Zhengzhou Zhongqiao was established in December 2016, the unaudited net profits/(loss) of Zhengzhou Zhongqiao for the period from the date of its establishment to 31 December 2016 and for the financial year ended 31 December 2017 were as follows:

	For the period from the date of establishment to 31 December 2016 (approximate RMB)	For the year ended 31 December 2017 (approximate RMB)
Net loss before taxation	—	1,725,483
Net loss after taxation	—	1,724,806

Reasons for and benefit of the Acquisition

With the continuous steady development of the real estate market in the PRC, the Directors believe that the Acquisition will increase the land bank of the Group, enhance the Group's position and market presence in the PRC property market and will provide the Group with a better opportunity for project development in Henan province.

Through the Acquisition, not only that the Group could consolidate the financial results of the Target Group to the Group's financial statements, but could also strengthen the Group's market position in cities in southern part of the PRC.

Accordingly, the Directors (including the independent non-executive Directors) consider that the Acquisitions are carried out on normal commercial terms which are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Information about parties to the Equity Transfer Agreement

The Company

The Company is an investment holding company. The Group is a property developer in the PRC, focusing on the development of residential properties in cities in the Western Taiwan Straits Economic Zone and selected first- and second-tier cities. The Group is primarily engaged in the development of mid- to high-end residential properties, and also develops commercial properties integrated with or in the vicinity of its residential properties, including office buildings, retail shops and other commercial properties.

Zhengzhou Rongzhu

Zhengzhou Rongzhu is a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company which is principally engaged in property development in the PRC.

Zhengzhou Qinghuayuan

Zhengzhou Qinghuayuan is a limited liability company established in the PRC, which is principally engaged in property development in the PRC.

Listing Rules Implications

As one or more of the applicable percentage ratios as set out in the Listing Rules in respect of the Acquisition is/are more than 5% but less than 25%, the entering into of the Equity Transfer Agreement constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules. As such, the Acquisition is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

Definitions

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Acquisition”	the acquisition of the entire equity interest in the Target Company pursuant to the Equity Transfer Agreement
“Board”	the board of Directors
“Company”	Ronshine China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Deposit”	a deposit in the sum of RMB50,694,444 provided by Zhengzhou Rongzhu to Zhengzhou Qinghuayuan in relation to the Acquisition
“Director(s)”	director(s) of the Company
“Equity Transfer Agreement”	the equity transfer agreement dated 9 February 2018 and entered into between Zhengzhou Rongzhu and Zhengzhou Qinghuayuan in relation to the Acquisition
“Group”	the Company and its subsidiaries
“Independent Third Party(ies)”	independent third party(ies) who is/are not connected person(s) (has the meaning ascribed to it under the Listing Rules) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates

“Land”	four parcels of land located in Zhengzhou City, Henan Province, the PRC, with Real Property Ownership Certificate (不動產權證書) of Yu (2017) Xingyang Real Property No. 0014884* (豫 (2017) 滎陽市不動產權第 0014884 號), Yu (2017) Xingyang Real Property No. 0014885* (豫 (2017) 滎陽市不動產權第 0014885 號), Yu (2017) Xingyang Real Property No. 0014886* (豫 (2017) 滎陽市不動產權第 0014886 號) and Yu (2017) Xingyang Real Property No. 0014870* (豫 (2017) 滎陽市不動產權第 0014870 號)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	ordinary shares of HK\$0.00001 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Zhengzhou Keboke Enterprise Management Consultancy Co., Ltd.* (鄭州克博克企業管理諮詢有限公司), a limited liability company established in the PRC and is wholly-owned by Zhengzhou Qinghuayuan as at the date of this announcement
“Target Group”	the Target Company and Zhengzhou Zhongqiao
“Zhengzhou Qinghuayuan”	Zhengzhou Qinghuayuan Property Development Co., Ltd.* (鄭州清華園房地產開發有限公司), a limited liability company established in the PRC and an Independent Third Party
“Zhengzhou Rongzhu”	Zhengzhou Rongzhu Property Development Co., Ltd.* (鄭州融築房地產開發有限公司), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company

“Zhengzhou Zhongqiao”

Zhengzhou Zhongqiao Real Estate Development Company Limited* (鄭州中喬房地產開發有限公司), a limited liability company established in the PRC and is wholly-owned by the Target Company as at the date of this announcement

“%”

per cent.

By order of the Board
Ronshine China Holdings Limited
Ou Zonghong
Chairman

Hong Kong, 9 February 2018

As at the date of this announcement, Mr. Ou Zonghong, Mr. Wu Jian, Mr. Lin Junling and Ms. Zeng Feiyan are the executive Directors; and Mr. Lo, Wing Yan William, Mr. Ren Yunan and Mr. Qu Wenzhou are the independent non-executive Directors.

* *for identification purposes only*