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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)

PROPOSED ADDITIONAL ISSUE OF US\$ DENOMINATED SENIOR NOTES

Reference is made to the Announcements in respect of the Original Notes.

The Company proposes to conduct a further international offering of US\$-denominated senior notes on terms and conditions of the Original Notes, save for the issue date and the offer price.

Completion of the Additional Notes Issue is subject to, among others, market conditions and investors' interest. Upon finalising the terms of the Additional Notes, it is expected that Guotai Junan International, Haitong International, Oriental Securities (Hong Kong), Dongxing Securities (Hong Kong), VTB Capital and China Industrial Securities International, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement. If the Additional Notes are issued, the Company intends to use the proceeds of the Additional Notes Issue to refinance certain of its existing indebtedness.

The Additional Notes and the Subsidiary Guarantees have not been, and will not be registered, under the Securities Act or any state securities law and, unless so registered, may not be offered or sold within the United States and may only be offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. Accordingly, the Additional Notes are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. None of the Additional Notes will be offered to the public in Hong Kong.

MiFID II professionals/ECPs-only/No PRIIPs KID — Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as the Additional Notes not available to retail in the EEA.

The Original Notes are listed on the SGX-ST. Application will be made to the SGX-ST for the listing and quotation of the Additional Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Additional Notes on, the SGX-ST are not to be taken as an indication of the merits the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Additional Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. No listing of the Additional Notes has been, and will be, sought in Hong Kong.

As no binding agreement in relation to the Additional Notes Issue has been entered into as at the date of this announcement, the Additional Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the Additional Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE ADDITIONAL NOTES ISSUE

Introduction

Reference is made to the Announcements in respect of the Original Notes. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements.

The Company proposes to conduct a further international offering of US\$-denominated senior notes on terms and conditions of the Original Notes, save for the issue date and the offer price.

Details of the Additional Notes Issue, including the aggregate principal amount and the offer price for the Additional Notes, will be determined through a book building exercise to be conducted by Guotai Junan International, Haitong International, Oriental Securities (Hong Kong), Dongxing Securities (Hong Kong), VTB Capital and China Industrial Securities International as the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes.

Completion of the Additional Notes Issue is subject to market conditions and investors' interest. Upon finalising the terms of the Additional Notes, it is expected that Guotai Junan International, Haitong International, Oriental Securities (Hong Kong), Dongxing Securities (Hong Kong), VTB Capital, China Industrial Securities International, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement. The Company will make a further announcement in respect of the Additional Notes Issue upon signing the Purchase Agreement.

The Additional Notes and the Subsidiary Guarantees have not been, and will not be registered, under the Securities Act or any state securities law and, unless so registered, may not be offered or sold within the United States and may only be offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. Accordingly, the Additional Notes are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. None of the Additional Notes will be offered to the public in Hong Kong.

MiFID II professionals/ECPs-only/No PRIIPs KID — Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA.

Proposed use of proceeds

Completion of the Additional Notes Issue is subject to market conditions and investor interest. If the Additional Notes are issued, the Company intends to apply the net proceeds from the Additional Notes Issue to refinance certain of its existing indebtedness.

Listing

The Original Notes are listed on the SGX-ST. Application will be made to the SGX-ST for the listing and quotation of the Additional Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Additional Notes on, the SGX-ST are not to be taken as an indication of the merits the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Additional Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement.

No listing of the Additional Notes has been, and will be, sought in Hong Kong.

GENERAL

As no binding agreement in relation to the Additional Notes Issue has been entered into as at the date of this announcement, the Additional Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the Additional Notes Issue will be made by the Company should the Purchase Agreement be signed.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Additional Notes”	the guaranteed US\$-denominated senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement (to be consolidated and form a single series with the Original Notes);
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Company;
“Announcements”	the announcements dated 25 January 2018 and 26 January 2018 in respect of the issue of the Original Notes;
“China Industrial Securities International”	China Industrial Securities International Brokerage Limited, one of the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue;
“Dongxing Securities (Hong Kong)”	Dongxing Securities (Hong Kong) Company Limited, one of the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue;
“Haitong International”	Haitong International Securities Company Limited, one of the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue;

“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited, one of the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue;
“MiFID II”	Markets in Financial Instruments Directive (II) (2014/65/EU);
“Oriental Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited, one of the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue;
“Original Notes”	the 8.25% senior notes due 2021 in the aggregate principal amount of US\$325,000,000 issued by the Company on 1 February 2018;
“Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company, Guotai Junan International, Haitong International, Oriental Securities (Hong Kong), Dongxing Securities (Hong Kong), VTB Capital and China Industrial Securities International, in relation to the Additional Notes Issue; and
“VTB Capital”	VTB Capital plc, one of the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue.

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

Hong Kong, 12 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.