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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)

**ISSUANCE OF ADDITIONAL US\$100,000,000 8.25% SENIOR NOTES
DUE 2021 (TO BE CONSOLIDATED AND FORM A SINGLE SERIES
WITH THE US\$325,000,000 8.25% SENIOR NOTES
DUE 2021 ISSUED ON 1 FEBRUARY 2018)**

Reference is made to the Announcements.

On 12 February 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Guotai Junan International, Haitong International, Oriental Securities (Hong Kong), Dongxing Securities (Hong Kong), VTB Capital, Yue Xiu Securities, China Industrial Securities International and Zhongtai International in relation to the Additional Notes Issue.

The estimated net proceeds of the Additional Notes Issue, after deduction of underwriting discounts and commissions and other estimated expenses in connection with the Additional Notes Issue, will amount to approximately US\$97.0 million, which the Company intends to use for refinancing certain of its existing indebtedness.

The Original Notes are listed on the SGX-ST. Application has been 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.

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

The Board is pleased to announce that on 12 February 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Guotai Junan International, Haitong International, Oriental Securities (Hong Kong), Dongxing Securities (Hong Kong), VTB Capital, Yue Xiu Securities, China Industrial Securities International and Zhongtai International in connection with the Additional Notes Issue.

THE PURCHASE AGREEMENT

Parties to the Purchase Agreement

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors;
- (c) Guotai Junan International;
- (d) Haitong International;
- (e) Oriental Securities (Hong Kong);
- (f) Dongxing Securities (Hong Kong);
- (g) VTB Capital;
- (h) Yue Xiu Securities;
- (i) China Industrial Securities International; and
- (j) Zhongtai International.

Guotai Junan International, Haitong International, Oriental Securities (Hong Kong), Dongxing Securities (Hong Kong), VTB Capital, Yue Xiu Securities, China Industrial Securities International and Zhongtai International have been appointed as the joint global coordinators, joint lead managers and joint bookrunners of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Guotai Junan International, Haitong International, Oriental Securities (Hong Kong), Dongxing Securities (Hong Kong), VTB Capital, Yue Xiu Securities, China Industrial Securities International and Zhongtai International is an independent third party and not a connected person of the Company and its connected persons.

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.

Principal terms of the Additional Notes

The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 26 January 2018, other than the followings:

Notes Offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$100,000,000, to be consolidated and form a single series with the Original Notes. The Additional Notes will mature on 1 February 2021, unless earlier redeemed in accordance with the terms thereof.

Offering Price

The offering price of the Additional Notes will be 98.688% of the principal amount of the Additional Notes plus accrued interest from (and including) 1 February 2018 to (but excluding 27 February 2018).

Proposed use of proceeds

The estimated net proceeds of the Additional Notes Issue, after deduction of underwriting discounts and commissions and other estimated expenses in connection with the Additional Notes Issue, will amount to approximately US\$97.0 million, which the Company intends to use for refinancing certain of its existing indebtedness.

Listing

The Original Notes are listed on the SGX-ST. Application has been 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, or will be, sought in Hong Kong.

DEFINITIONS

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

“Announcements”	the announcements dated 25 January 2018 and 26 January 2018 in respect of the issue of the Original Notes and 12 February 2018 in respect of the Additional Notes Issue;
“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;
“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;
“Haitong International”	Haitong International Securities Company Limited, one of the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue;
“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;
“Purchase Agreement”	the agreement dated 12 February 2018 entered into between, among others, the Company, the Subsidiary Guarantors, Guotai Junan International, Haitong International, Oriental Securities (Hong Kong), Dongxing Securities (Hong Kong), VTB Capital, Yue Xiu Securities, China Industrial Securities International and Zhongtai International in relation to the Additional Notes Issue;

“VTB Capital”	VTB Capital plc, one of the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue;
“Yue Xiu Securities”	Yue Xiu Securities Company Limited, one of the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue; and
“Zhongtai International”	Zhongtai International Securities Limited, 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, 13 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.