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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 SENIOR NOTES DUE 2021 (TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE US\$425,000,000 8.25% SENIOR NOTES DUE 2021)

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

The Company proposes to conduct a further international offering of US\$-denominated senior notes on terms and conditions of the Existing 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 Haitong International, CEB International, China Industrial Securities International, Southwest 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.

The Existing Notes are listed on the SGX-ST. Approval in-principle has been received from 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 Existing 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 Existing 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 Haitong International, CEB International, China Industrial Securities International and Southwest Securities International as the 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 Haitong International, CEB International, China Industrial Securities International, Southwest 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.

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 Existing Notes are listed on the SGX-ST. Approval in-principle has been received from 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 Existing Notes)
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Company
“Announcements”	the announcements dated 25 January 2018, 26 January 2018, 12 February 2018 and 13 February 2018 in respect of the issue of the Existing Notes
“CEB International”	CEB International Capital Corporation Limited
“China Industrial Securities International”	China Industrial Securities International Brokerage Limited
“Existing Notes”	US\$325,000,000 8.25% senior notes due 2021 issued by the Company on 1 February 2018 and US\$100,000,000 8.25% senior notes due 2021 issued by the Company on 27 February 2018
“Haitong International”	Haitong International Securities Company Limited
“Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company, Haitong International, CEB International, China Industrial Securities International and Southwest Securities International in relation to the Additional Notes Issue
“Southwest Securities International”	Southwest Securities (HK) Brokerage Limited

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

Hong Kong, 10 July 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; Ms. Chen Shucui is the non-executive Directors and Dr. Lo, Wing Yan William, Mr. Ren Yunan and Mr. Qu Wenzhou are the independent non-executive Directors.