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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\$225,000,000 8.25%
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.

On 10 July 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Haitong International, CEB International, China Industrial Securities International and Southwest Securities International in relation to the Additional Notes Issue.

The Company intends to use the net proceeds of the Additional Notes Issue for refinancing certain of its existing indebtedness.

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.

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 10 July 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Haitong International, CEB International, China Industrial Securities International and Southwest Securities 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) Haitong International;
- (d) CEB International;
- (e) China Industrial Securities International; and
- (f) Southwest Securities International.

Haitong International, CEB International, China Industrial Securities International and Southwest Securities International have been appointed as the 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 Haitong International, CEB International, China Industrial Securities International and Southwest Securities 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.

Principal terms of the Additional Notes

The principal terms of the Additional Notes are the same as the terms of the Existing 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\$225,000,000, to be consolidated and form a single series with the Existing 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 92.971% of the principal amount of the Additional Notes plus accrued interest from (and including) 1 February 2018 to (but excluding) 12 July 2018.

Proposed use of proceeds

The Company intends to use the net proceeds of the Additional Issue for refinancing 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, 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, 12 February 2018 and 13 February 2018 in respect of the issue of the Existing Notes and 10 July 2018 in respect of the Additional Notes Issue
“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 dated 10 July 2018 entered into between, among others, the Company, the Subsidiary Guarantors, 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, 11 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 Director; and Dr. Lo, Wing Yan William, Mr. Ren Yunan and Mr. Qu Wenzhou are the independent non-executive Directors.