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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 RELATING TO PROVISION OF GUARANTEE FOR A JOINT VENTURE**

### **PROVISION OF GUARANTEE**

On 29 August 2018, Rongxin Investment, as guarantor, entered into the Guarantee Agreement in favour of the Creditor, pursuant to which Rongxin Investment has agreed to provide guarantee for the due performance of the repayment obligations of the JV Company to the Creditor under the Loan Agreement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Creditor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

### **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the provision of the guarantee under the Guarantee Agreement are more than 5% but are less than 25%, the provision of the guarantee under the Guarantee Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

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To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Creditor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

### **Principal terms of the Guarantee Agreement**

Date:	29 August 2018
Parties:	(1) Rongxin Investment (as guarantor); and  (2) the Creditor
Guarantee:	Rongxin Investment, as guarantor, has agreed to provide guarantee in favour of the Creditor for the due performance of the JV Company's debt obligations under the Loan Agreement, including but not limited to that with respect to up to RMB1,300 million of the principal amount under the Loan Agreement, interest, penalties, compensations, liquidated damages and other expenses incurred by the Creditor from the realisation of its debt and guarantee rights.
Term of the guarantee:	commencing from the effective date of the Guarantee Agreement and ending on the date of two years after the expiry of the repayment obligations of the debts under the Loan Agreement
Effective date of the Guarantee Agreement:	the Guarantee Agreement shall become effective upon it is being duly sealed by the parties, being 29 August 2018

### **REASONS FOR AND BENEFITS OF THE PROVISION OF GUARANTEE**

The principal loan amount extended from the Creditor to the JV Company under the Loan Agreement amounted to RMB1,300 million. The Directors are of the view that the provision of the guarantee will facilitate the JV Company to meet its working capital requirement for the development of a property project in Nanjing, which is expected to generate substantial profits to the Group and is in line with the Group's business strategy and overall interest. The other joint venture partner of the JV Company, namely 南京嵩申置業有限公司 (Nanjing Song Shen Property Company Limited\*), has also agreed to provide guarantee for the entire repayment obligation of the JV Company to the Creditor under the same terms and conditions of the Guarantee Agreement.

The Directors are of the view that the terms of the Guarantee Agreement are on normal commercial terms, are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

# **INFORMATION ON THE COMPANY, RONGXIN INVESTMENT, THE JV COMPANY AND THE CREDITOR**

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.

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

The JV Company is a joint venture of the Group established in the PRC with limited liability which is principally engaged in property development in the PRC.

The Creditor is a licensed bank established under the laws of the PRC which is principally engaged in, among others, the provision of financing services in the PRC.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the provision of the guarantee under the Guarantee Agreement are more than 5% but are less than 25%, the provision of the guarantee under the Guarantee Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

In this announcement, the following terms shall have the following meanings unless the context requires otherwise:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Ronshine China Holdings Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

“Creditor”	渤海銀行股份有限公司上海分行 (Bank of Bohai Co., Ltd., Shanghai Branch*), a licensed bank established under the laws of the PRC
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantee Agreement”	the guarantee agreement dated 29 August 2018 and entered into by Rongxin Investment, as guarantor, and the Creditor, pursuant to which Rongxin Investment has agreed to provide guarantee in favour of the Creditor for the due performance of the debt obligations of the JV Company to the Creditor under the Loan Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“JV Company”	南京愷璟晟房地產開發有限公司 (Nanjing Kaijingsheng Property Development Co., Ltd.*), a company established in the PRC with limited liability which, as at the date of this announcement, is indirectly owned as to 49% by the Company through Hemei (Shanghai) Property Development Company Limited and Rongtai Company Limited and 51% by Nanjing Songshen
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	the loan agreement dated 29 August 2018 entered into between the JV Company and the Creditor in relation to the grant of a loan in the principal amount of RMB1,300 million by the Creditor to the JV Company (as amended and supplemented)
“Nanjing Songshen”	南京嵩申置業有限公司 (Nanjing Songshen Property Company Limited*), a company established in the PRC with limited liability and a third party independent of the Company and its connected persons
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

“Rongxin Investment”	融信(福建)投資集團有限公司 (Rongxin (Fujian) Investment Company Limited*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of nominal value of HK\$0.00001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 29 August 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.*

\* *for identification purpose only*