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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 ISSUE OF SENIOR NOTES

The Company proposes to conduct an international offering of Senior Notes.

The Company is pleased to announce that it proposes to issue the Senior Notes to institutional investors. The Company has appointed UBS, Credit Suisse, Bank of China, BOCOM International, CEB International, China International Capital Corporation, CLSA, CMB International, CMBC Capital, Central Wealth Securities Investment Limited, Deutsche Bank, Guotai Junan International, Haitong International and Orient Securities (Hong Kong) as the joint lead managers and the joint bookrunners in respect of the Proposed Notes Issue.

Completion of the Proposed Notes Issue is subject to market conditions and investor interest. If the Senior Notes are issued, the Company intends to use the proceeds of the Proposed Notes Issue to refinance certain of its existing indebtedness.

The Senior 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 Senior Notes are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. None of the Senior Notes will be offered to the public in Hong Kong.

No PRIIPs key information document (KID) has been prepared as the Senior Notes are not available to retail in the EEA.

Approval in-principle has been received from the SGX-ST for the listing and quotation of the Senior Notes on the SGX-ST. Approval in-principle from, admission to the official list of, and listing and quotation of the Senior Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the JV subsidiary guarantors (if any) or any of their respective associated companies, the Senior 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 Senior Notes has been, or will be, sought in Hong Kong.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed 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 Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to conduct an international offering of the Senior Notes.

The pricing of the Senior Notes, including the aggregate principal amount, the offer price and the interest rate, will be determined through a book building exercise to be conducted by UBS, Credit Suisse, Bank of China, BOCOM International, CEB International, China International Capital Corporation, CLSA, CMB International, CMBC Capital, Central Wealth Securities Investment Limited, Deutsche Bank, Guotai Junan International, Haitong International and Orient Securities (Hong Kong) as the joint lead managers and the joint bookrunners of the Proposed Notes Issue.

As at the date of this announcement, the amount, terms and conditions of the Proposed Notes Issue have yet to be determined. Upon finalising the terms of the Senior Notes, it is expected that UBS, Credit Suisse, Bank of China, BOCOM International, CEB International, China International Capital Corporation, CLSA, CMB International, CMBC Capital, Central Wealth Securities Investment Limited, Deutsche Bank, Guotai Junan International, Haitong International, Orient Securities (Hong Kong) and the Company, among others, will enter into the Purchase Agreement. The Company will make a further announcement in respect of the Proposed Notes Issue upon the signing of the Purchase Agreement.

The Senior 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 Senior Notes are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. None of the Senior Notes will be offered to the public in Hong Kong.

No PRIIPs key information document (KID) has been prepared as the Senior Notes are not available to retail in the EEA.

Proposed use of proceeds

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

Listing

Approval in-principle has been received from the SGX-ST for the listing and quotation of the Senior Notes on the SGX-ST. Approval in-principle from, admission to the official list of, and listing and quotation of the Senior Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the JV subsidiary guarantors (if any) or any of their respective associated companies, the Senior 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 Senior Notes has been, and will be, sought in Hong Kong.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed 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.

DEFINITIONS

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

“Bank of China”	Bank of China Limited;
“Board”	the board of Directors;
“BOCOM International”	BOCOM International Securities Limited;
“CEB International”	CEB International Capital Corporation Limited;
“China International Capital Corporation”	China International Capital Corporation Hong Kong Securities Limited;
“CLSA”	CLSA Limited;
“CMB International”	CMB International Capital Limited;
“CMBC Capital”	CMBC Securities Company Limited;
“Company”	Ronshine China Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange;
“Credit Suisse”	Credit Suisse (Hong Kong) Limited;
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch;
“Directors”	the directors of the Company;
“EEA”	European Economic Area;
“Group”	the Company and its subsidiaries;
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited;
“Haitong International”	Haitong International Securities Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Orient Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited;
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement;

“PRIIPs”	Packaged retail investment and insurance products (2002/92/EC);
“Proposed Notes Issue”	the proposed issue of the Senior Notes by the Company;
“Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company, UBS, Credit Suisse, Bank of China, BOCOM International, CEB International, China International Capital Corporation, CLSA, CMB International, CMBC Capital, Central Wealth Securities Investment Limited, Deutsche Bank, Guotai Junan International, Haitong International and Orient Securities (Hong Kong) in relation to the Proposed Notes Issue;
“Regulation S”	Regulation S under the Securities Act;
“Securities Act”	the United States Securities Act of 1933, as amended;
“Senior Notes”	the USD denominated senior notes proposed to be issued by the Company;
“SGX-ST”	Singapore Exchange Securities Trading Limited;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary Guarantees”	guarantees to be provided by the Subsidiary Guarantors;
“Subsidiary Guarantors”	certain existing subsidiaries of the Group providing guarantees for the Senior Notes;
“UBS”	UBS AG Hong Kong Branch; and
“USD”	United States dollar, the lawful currency of the United States of America.

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

Hong Kong, February 25, 2019

As at the date of this announcement, Mr. Ou Zonghong, Ms. Zeng Feiyan, Mr. Ruan Youzhi and Mr. Zhang Lixin 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.