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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 2022
(TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE
US\$300,000,000 10.5% SENIOR NOTES DUE 2022)**

Reference is made to the announcements of Ronshine China Holdings Limited (融信中國控股有限公司) (the "**Company**") dated February 25, 2019 and February 26, 2019 in respect of the issue of the Existing Notes (the "**Announcements**"). Unless the context herein defines otherwise, capitalized terms used 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.

Completion of the Additional Notes Issue is subject to, among others, market conditions and investor interest. Upon finalizing the terms of the Additional Notes, it is expected that CEB International, Industrial Bank Co., Ltd. Hong Kong Branch, Orient Securities (Hong Kong), the Company and the Subsidiary Guarantors will enter into the Purchase Agreement. If the Additional Notes are issued, the Company intends to use the net 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.

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

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 of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any of their respective associated companies, 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.

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

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 CEB International as the sole global coordinator and the joint bookrunner and Industrial Bank Co., Ltd. Hong Kong Branch and Orient Securities (Hong Kong) as the joint bookrunners of the Additional Notes Issue.

Completion of the Additional Notes Issue is subject to market conditions and investor interest. Upon finalizing the terms of the Additional Notes, it is expected that CEB International, Industrial Bank Co., Ltd. Hong Kong Branch, Orient Securities (Hong Kong), 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 the signing of 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.

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

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 of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any of their respective associated companies, 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.

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;
“Existing Notes”	US\$300,000,000 10.5% senior notes due 2022 issued by the Company on March 1, 2019;
“JV Subsidiary Guarantees”	limited-recourse guarantees given by the JV Subsidiary Guarantors;
“JV Subsidiary Guarantors”	certain subsidiaries of the Company, other than the Subsidiary Guarantors, that guarantee the Company’s obligations under the Additional Notes;
“Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company, CEB International, Industrial Bank Co., Ltd. Hong Kong Branch and Orient Securities (Hong Kong) in relation to the Additional Notes Issue;
“Subsidiary Guarantees”	guarantees to be provided by the Subsidiary Guarantors; and
“Subsidiary Guarantors”	certain existing subsidiaries of the Group providing guarantees for the Additional Notes.

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

Hong Kong, April 29, 2019

As at the date of this announcement, Mr. Ou Zonghong, Ms. Zeng Feiyan, Mr. Ruan Youzhi, Mr. Zhang Lixin and Ms. Yu Lijuan are the executive Directors; Ms. Chen Shucui is the non-executive Director; and Mr. Qu Wenzhou, Dr. Lo Wing Yan William, Mr. Ren Yunan and Mr. Ruan Weifeng are the independent non-executive Directors.