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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\$200,000,000 10.5% 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, and April 29, 2019 in respect to the Additional Notes Issue (the "**Announcements**"). Unless the context herein defines otherwise, capitalized terms used in this announcement shall have the same meanings as defined in the Announcements.

On April 29, 2019, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with CEB International, Industrial Bank Co., Ltd. Hong Kong Branch and Orient Securities (Hong Kong) in relation to the Additional Notes Issue.

The gross proceeds from this offering, before deducting the underwriting discounts and commissions and other expenses payable in connection with this offering, will be US\$209,794,000. Company intends to use the net proceeds of the Additional Notes Issue to refinance 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 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.

The Board is pleased to announce that on April 29, 2019, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with CEB International, Industrial Bank Co., Ltd. Hong Kong Branch and Orient Securities (Hong Kong) 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) CEB International;
- (d) Industrial Bank Co., Ltd. Hong Kong Branch; and
- (e) Orient Securities (Hong Kong).

CEB International has been appointed as the sole global coordinator and the joint bookrunner and Industrial Bank Co., Ltd. Hong Kong Branch and Orient Securities (Hong Kong) have been appointed as the joint bookrunners of the Additional Notes Issue. In respect of the offer and sale of the Additional Notes, CEB International, Industrial Bank Co., Ltd. Hong Kong Branch and Orient Securities (Hong Kong) are also the Initial Purchasers of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of CEB International, Industrial Bank Co., Ltd. Hong Kong Branch and Orient Securities (Hong Kong) 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 February 26, 2019, other than the following:

Notes offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$200,000,000, to be consolidated and form a single series with the Existing Notes. The Additional Notes will mature on March 1, 2022, unless earlier redeemed in accordance with the terms thereof.

Offering price

The offering price of the Additional Notes will be 104.897% of the principal amount of the Additional Notes plus accrued interest from (and including) March 1, 2019 to (but excluding) May 6, 2019.

PROPOSED USE OF PROCEEDS

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.

DEFINITIONS

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

“Initial Purchasers”	CEB International, Industrial Bank Co., Ltd. Hong Kong Branch and Orient Securities (Hong Kong); and
“Purchase Agreement”	the agreement dated April 29, 2019 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.

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

Hong Kong, April 30, 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.