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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\$235,000,000 8.75% SENIOR NOTES DUE 2022 (TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE US\$200,000,000 8.75% 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 April 17, 2019 and April 18, 2019 in respect of the issue of the Existing Notes, and June 6, 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 June 6, 2019, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Bank of America Merrill Lynch, Barclays, CEB International, China International Capital Corporation, CLSA, Deutsche Bank, Guotai Junan International, Haitong International and CM Financial in relation to the Additional Notes Issue.

The gross proceeds (plus accrued interest) from this offering, before deducting the underwriting discounts and commissions and other expenses payable in connection with this offering, will be US\$236,022,250. 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 June 6, 2019, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Bank of America Merrill Lynch, Barclays, CEB International, China International Capital Corporation, CLSA, Deutsche Bank, Guotai Junan International, Haitong International and CM Financial 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) Bank of America Merrill Lynch;
- (d) Barclays;
- (e) CEB International;
- (f) China International Capital Corporation;
- (g) CLSA;
- (h) Deutsche Bank;
- (i) Guotai Junan International;
- (j) Haitong International; and
- (k) CM Financial.

Bank of America Merrill Lynch, Barclays, CEB International, China International Capital Corporation, CLSA, Deutsche Bank, Guotai Junan International, Haitong International and CM Financial have been appointed as the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue. In respect of the offer and sale of the Additional Notes, Bank of America Merrill Lynch, Barclays, CEB International, China International Capital Corporation, CLSA, Deutsche Bank, Guotai Junan International, Haitong International and CM Financial 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 Bank of America Merrill Lynch, Barclays, CEB International, China International Capital Corporation, CLSA, Deutsche Bank, Guotai Junan International, Haitong International and CM Financial 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 April 18, 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\$235,000,000, to be consolidated and form a single series with the Existing Notes. The Additional Notes will mature on October 25, 2022, unless earlier redeemed in accordance with the terms thereof.

Offering price

The offering price of the Additional Notes will be 99.268% of the principal amount of the Additional Notes plus accrued interest from (and including) April 25, 2019 to (but excluding) June 13, 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:

“CM Financial”	CM Securities (Hongkong) Company Limited;
“Initial Purchasers”	Bank of America Merrill Lynch, Barclays, CEB International, China International Capital Corporation, CLSA, Deutsche Bank, Guotai Junan International, Haitong International and CM Financial; and
“Purchase Agreement”	the agreement dated June 6, 2019 entered into between, among others, the Company, Bank of America Merrill Lynch, Barclays, CEB International, China International Capital Corporation, CLSA, Deutsche Bank, Guotai Junan International, Haitong International and CM Financial in relation to the Additional Notes Issue.

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

Hong Kong, June 9, 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, Mr. Ren Yunan and Mr. Ruan Weifeng are the independent non-executive Directors.