

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

2023 Master Ronshine Property Management and Related Services Agreement

Reference is made to the announcement of the Company dated 3 November 2020 in relation to the 2020 Master Ronshine Property Management and Related Services Agreement, pursuant to which Ronshine Service Group agreed to provide Property Management and Related Services to the Group for a term of three years.

As the 2020 Master Ronshine Property Management and Related Services Agreement is due to expire on 31 December 2022 and since it is anticipated that the Group will continue to procure the Property Management and Related Services from Ronshine Service Group, the Company entered into the 2023 Master Ronshine Property Management and Related Services Agreement with Ronshine Service to renew the 2020 Master Ronshine Property Management and Related Services Agreement for a term of three years commencing from 1 January 2023 to 31 December 2025 (both days inclusive).

2023 Landscape Engineering Services Framework Agreement

Reference is made to the announcement of the Company dated 10 January 2020, in relation to the 2020 Landscape Engineering Services Framework Agreement, pursuant to which Xiujing Landscape agreed to provide the Landscape Engineering Services to the Group. As the 2020 Landscape Engineering Services Framework Agreement is due to expire on 31 December 2022 and since it is anticipated that the Group will continue to procure the Landscape Engineering Services from Xiujing Landscape, the Company entered into the 2023 Landscape Engineering Services Framework Agreement with Xiujing Landscape to renew the 2020 Landscape Engineering Services Framework Agreement for a term of three years commencing from 1 January 2023 to 31 December 2025 (both days inclusive).

LISTING RULES IMPLICATIONS

As at the date of this announcement, Ronshine Service is indirectly owned as to approximately 73.80% by Mr. Ou, a controlling Shareholder, an executive Director, the chief executive officer and the chairman of the Company. Ronshine Service and its subsidiaries are therefore connected persons of the Company for the purpose of the Listing Rules. Accordingly, the entering into of the 2023 Master Ronshine Property Management and Related Services Agreement by the Company with Ronshine Service constitutes continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

As at the date of this announcement, Xiujing Landscape is owned as to 99% by Mr. Ou Guopeng, the son of Mr. Ou, a controlling Shareholder, an executive Director, the chief executive officer and the chairman of the Company, and 1% by an individual who is an Independent Third Party. As Xiujing Landscape is an associate of Mr. Ou, it is therefore a connected person of the Company for the purpose of the Listing Rules. Accordingly, the provision of the Landscape Engineering Services by Xiujing Landscape pursuant to the 2023 Landscape Engineering Services Framework Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

As the highest of all applicable percentage ratios in respect of the proposed annual caps under each of the 2023 Master Ronshine Property Management and Related Services Agreement and the 2023 Landscape Engineering Services Framework Agreement is more than 5%, the 2023 Master Ronshine Property Management and Related Services Agreement and the 2023 Landscape Engineering Services Framework Agreement are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

EGM

The EGM will be convened and held to seek the approval of the Independent Shareholders for the entering into of the New Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions).

The Independent Board Committee comprising all the independent non-executive Directors have been established to advise the Independent Shareholders as to whether the terms of the New Framework Agreements are fair and reasonable, and such continuing connected transactions (including the annual caps in relation thereto) contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM after taking into account the recommendations of the Independent Financial Adviser.

Dongxing Securities (Hong Kong) Company Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the terms of the New Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions).

CIRCULAR

A circular containing, among other things, (i) further information on the New Framework Agreements; (ii) the notice of the EGM; (iii) the letter from the Independent Financial Adviser to both the Independent Board Committee and the Independent Shareholders regarding the New Framework Agreements and the transactions contemplated thereunder; and (iv) the recommendation of the Independent Board Committee to the Independent Shareholders in connection thereto, will be despatched to the Shareholders as soon as practicable. It is currently expected that the circular will be despatched to the Shareholders on or before 14 December 2022.

(1) **2023 MASTER RONSHINE PROPERTY MANAGEMENT AND RELATED SERVICES AGREEMENT**

Reference is made to the announcement of the Company dated 3 November 2020 in relation to the 2020 Master Ronshine Property Management and Related Services Agreement, pursuant to which Ronshine Service Group agreed to provide Property Management and Related Services to the Group for a term of three years.

As the 2020 Master Ronshine Property Management and Related Services Agreement is due to expire on 31 December 2022 and since it is anticipated that the Group will continue to procure the Property Management and Related Services from Ronshine Service Group, the Company entered into the 2023 Master Ronshine Property Management and Related Services Agreement with Ronshine Service to renew the 2020 Master Ronshine Property Management and Related Services Agreement for a term of three years commencing from 1 January 2023 to 31 December 2025 (both days inclusive).

Set out below are the principal terms of the 2023 Master Ronshine Property Management and Related Services Agreement:

- Date: 23 November 2022
- Parties: (a) the Company
(b) Ronshine Service
- Subject: Pursuant to the 2023 Master Ronshine Property Management and Related Services Agreement, the parties agreed that Ronshine Service Group will provide property management and related services to the properties owned or used by the Group in the PRC, including but not limited to (i) preliminary planning and design consultancy services and pre-delivery services which primarily include cleaning and inspection, (ii) property sales offices and display units management services which primarily include security, cleaning and customer reception services, (iii) property management services for the properties (including unsold units and car parking spaces) owned or used by the Group, (iv) value-added services which primarily include house and facility repair and maintenance, marketing promotion, property agency services, (v) commercial operational services, (vi) sales agency services in respect of certain car parking spaces owned by the Group, and (vii) sales of goods or services related to property activities (collectively, the “**Property Management and Related Services**”).
- Term: Subject to the Independent Shareholders’ approval at the EGM, the 2023 Master Ronshine Property Management and Related Services Agreement has a fixed term commencing from 1 January 2023 to 31 December 2025 (both days inclusive).

Pricing: As a general principle, the price and terms of the individual services agreements in respect of the Property Management and Related Services to be provided pursuant to the 2023 Master Ronshine Property Management and Related Services Agreement will be determined in the ordinary course of business, on normal commercial terms, negotiated on arm's length basis and at prices and on terms no less favorable than those provided by Independent Third Parties to the Group.

Subject to the general principle disclosed above, the service fees payable by the Company to Ronshine Service for the Property Management and Related Services shall be determined with reference to:

- (i) the total area, locations, and conditions of the property projects of the Group in the PRC for which Property Management and Related Services are required by the Group for the respective periods;
- (ii) the costs to be incurred by Ronshine Service for the provision of the Property Management and Related Services (including the scope of the services and the anticipated operation costs including but not limited to labor costs, administration costs and costs of materials, salaries and benefits, costs incurred for the use of facilities and disbursements to third parties etc.);
- (iii) the quality of services provided by Ronshine Service and level of customer satisfaction;
- (iv) Ronshine Service's ability to improve the branding and marketing prospects of the Group's property projects through Ronshine Service's quality pre-delivery and property management services; and
- (v) the comparable market price where the normal costs of property management services concerned will be taken into account.

Payment: Payment for the Property Management and Related Services will be settled by bank transfer at credit terms to be agreed by the parties in accordance with market practice.

The 2023 Master Ronshine Property Management and Related Services Agreement is the framework agreement which provides the mechanism for the operation of the continuing connected transactions contemplated thereunder. It is envisaged that from time to time and as required, separate agreements may be entered into between Ronshine Service (and/or its subsidiaries) and the Company (and/or its subsidiaries) for the transactions contemplated under the 2023 Master Ronshine Property Management and Related Services Agreement.

Annual caps and basis of determination

Pursuant to the 2023 Master Ronshine Property Management and Related Services Agreement, it is proposed that the cap amounts for the Property Management and Related Services for the three financial years ending 31 December 2025 are expected not to exceed the following:

	For the year ending 31 December 2023	For the year ending 31 December 2024	For the year ending 31 December 2025
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
Provision of the Property Management and Related Services by Ronshine Service Group to the Group	<u>150,000,000</u>	<u>150,000,000</u>	<u>150,000,000</u>

Historical transaction amount

The historical transaction amounts under the 2020 Master Ronshine Property Management and Related Services Agreement are as follows:

	For the year ended 31 December 2020	For the year ended 31 December 2021	For the ten months ended 31 October 2022
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i> (unaudited)
Provision of the Property Management and Related Services by Ronshine Service Group to the Group	<u>268,828,086</u>	<u>331,228,000</u>	<u>136,891,805</u>

Note: The original annual cap for the year ended 31 December 2020 was RMB250 million, and the actual transaction amount during this period was approximately RMB228,694,086. Upon entering into of the 2020 Master Ronshine Property Management and Related Services Agreement on 3 November 2020, the annual cap for the period from 3 November 2020 till 31 December 2020 was adjusted to RMB62 million, and the actual transaction amount during this period was RMB40,134,000. Please refer to pages 53 to 54 of the Company's 2020 annual report published on 29 April 2021 for details.

The annual caps under the 2020 Master Ronshine Property Management and Related Services Agreement for the period from 3 November 2020 till 31 December 2020 (both days inclusive) and for each of the two financial years ending 31 December 2022 are RMB62 million (see note above), RMB342 million and RMB368 million, respectively. As at the date of this announcement, the annual cap for the year ending 31 December 2022 under the 2020 Master Ronshine Property Management and Related Services Agreement has not been exceeded.

The proposed annual caps for the Property Management and Related Services for each of the three financial years ending 31 December 2025 were determined by reference to: (i) the historical transaction amounts payable by the Group to Ronshine Service Group for the two years ended 31 December 2021 and ten months ended 31 October 2022; and (ii) the expected amount of service fees payable to Ronshine Service for the provision of Property Management and Related Services with reference to (a) the anticipated decrease in the demand for the Property Management and Related Services required by the Group during the term of the 2023 Master Ronshine Property Management and Related Services Agreement taking into account of the number of property development projects of the Group in the PRC and the expected area to be completed for each year during the term of the 2023 Master Ronshine Property Management and Related Services Agreement; and (b) the unit price per square meter as agreed from time to time.

It is expected that there will be a decrease in demand for the Property Management and Related Services by the Group from the year ending 31 December 2023 to the year ending 31 December 2025 owing to the decrease in number of property development projects.

(2) 2023 LANDSCAPE ENGINEERING SERVICES FRAMEWORK AGREEMENT

Reference is made to the announcement of the Company dated 10 January 2020, in relation to the 2020 Landscape Engineering Services Framework Agreement, pursuant to which Xiujing Landscape agreed to provide the Landscape Engineering Services to the Group. As the 2020 Landscape Engineering Services Framework Agreement is due to expire on 31 December 2022 and since it is anticipated that the Group will continue to procure the Landscape Engineering Services from Xiujing Landscape, the Company entered into the 2023 Landscape Engineering Services Framework Agreement with Xiujing Landscape to renew the 2020 Landscape Engineering Services Framework Agreement for a term of three years commencing from 1 January 2023 to 31 December 2025 (both days inclusive).

Set out below are the principal terms of the 2023 Landscape Engineering Services Framework Agreement:

Date: 23 November 2022

Parties: (a) the Company
(b) Xiujing Landscape

Subject: Pursuant to the 2023 Landscape Engineering Services Framework Agreement, the parties agreed that Xiujing Landscape will provide, among other services, (i) landscape engineering design services; (ii) landscape construction; and (iii) sale and nursery of horticultural plants (collectively, the “**Landscape Engineering Services**”) to the property projects of the Group in the PRC, including but not limited to those in Fuzhou, Xiamen, Zhangzhou, Shanghai, Hangzhou and Chengdu.

Term: Subject to the Independent Shareholders' approval at the EGM, the 2023 Landscape Engineering Services Framework Agreement has a fixed term commencing from 1 January 2023 to 31 December 2025 (both days inclusive).

Pricing: As a general principle, the price and terms of the individual services agreements in respect of the Landscape Engineering Services to be provided pursuant to the 2023 Landscape Engineering Services Framework Agreement will be determined in the ordinary course of business, on normal commercial terms, negotiated on arm's length basis and at prices and on terms no less favorable than those provided by Independent Third Parties to the Group.

Subject to the general principle disclosed above, the service fee payable by the Company to Xiujing Landscape for the Landscape Engineering Services shall be determined with reference to:

- (i) the total area of the property projects of the Group in the PRC for which the Landscape Engineering Services are required;
- (ii) the costs to be incurred by Xiujing Landscape for the provision of the Landscape Engineering Services (including the salaries and benefits in respect of the employment of the relevant employees of Xiujing Landscape, the raw material costs and the costs of purchase or rental of facilities or equipment for the provision of the Landscape Engineering Services); and
- (iii) the comparable market price for the provision of the Landscape Engineering Services by other similar providers.

In determining the costs to be incurred by Xiujing Landscape, the internal control department of the Company will conduct regular research and study on market data such as (i) compensation package of personnel in similar industry; (ii) prevailing market prices of relevant raw materials required for landscape construction; and (iii) the number and types of facilities or equipment required for landscape construction, and review and assess the reasonableness of the quotations (including the incurred costs) submitted by Xiujing Landscape to the Group for approval.

In addition, the Group will obtain at least two quotations from other Independent Third Parties providing similar services in the market (the “**Independent Quotations**”) and conduct online research in respect of similar services provided by other independent service providers in the market, and make comparison with respect to the Independent Quotations. In the event that the Group is able to obtain a price from comparable Independent Third Party service providers which is more favourable than those offered by Xiujing Landscape, the Group will negotiate the pricing terms with Xiujing Landscape. The Group will only procure Landscape Engineering Services from Xiujing Landscape if the service fees payable to Xiujing Landscape will not exceed what could be offered by other Independent Third Party service providers in the market.

Payment: Payment for the Landscape Engineering Services will be settled by bank transfer or any other means to be agreed by the parties to the 2023 Landscape Engineering Services Framework Agreement.

The 2023 Landscape Engineering Services Framework Agreement is the framework agreement which provides the mechanism for the operation of the continuing connected transactions contemplated thereunder. It is envisaged that from time to time and as required, separate agreements may be entered into between Xiujing Landscape and/or its subsidiaries and the Company and/or its subsidiaries for the transactions contemplated under the 2023 Landscape Engineering Services Framework Agreement.

Annual caps and basis of determination

Pursuant to the 2023 Landscape Engineering Services Framework Agreement, it is proposed that the cap amounts for the Landscape Engineering Services for the three financial years ending 31 December 2025 are expected not to exceed the following:

	For the year ending 31 December 2023	For the year ending 31 December 2024	For the year ending 31 December 2025
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
Provision of the Landscape Engineering Services by Xiujing Landscape to the Group	150,000,000	30,000,000	30,000,000

Historical transaction amount

The historical transaction amounts under the 2020 Landscape Engineering Services Framework Agreement are as follows:

	For the year ended 31 December 2020 <i>RMB</i>	For the year ended 31 December 2021 <i>RMB</i>	For the ten months ended 31 October 2022 <i>RMB</i> (unaudited)
Provision of the Landscape Engineering Services by Xiujing Landscape to the Group	<u>210,753,000</u>	<u>315,109,000</u>	<u>289,156,000</u>

The annual caps under the 2020 Landscape Engineering Services Framework Agreement for the period from the date of the 2020 Landscape Engineering Services Framework Agreement (i.e. 10 January 2020) and ending on 31 December 2020 (both days inclusive), and each of the two years ending 31 December 2022 are RMB400 million, RMB500 million and RMB600 million, respectively. As at the date of this announcement, the annual cap for the year ending 31 December 2022 under the 2020 Landscape Engineering Services Framework Agreement has not been exceeded.

The proposed annual caps for the Landscape Engineering Services under the 2023 Landscape Engineering Services Framework Agreement were determined with reference to, among others, (i) the historical transaction amounts payable by the Group to Xiujing Landscape for the two years ended 31 December 2021 and ten months ended 31 October 2022; (ii) the number of existing property projects together with the expected total area of such property projects that require the Landscape Engineering Services and the number of property projects together with the total area of such property projects expected to be undertaken by the Group in each of the years ending 31 December 2022, 2023 and 2024 based on the Group's five-year plan, which require the Landscape Engineering Service and the estimated service fee to be charged by Xiujing Landscape; (iii) the historical costs incurred by the Group on landscape engineering in respect of the Group's previous property projects; and (iv) the general market prices in respect of the Landscape Engineering Services by obtaining at least two Independent Quotations.

It is expected that there will be a decrease in demand for the Landscape Engineering Services by the Group from the year ending 31 December 2023 to the year ending 31 December 2025 owing to the decrease in number of property development projects.

REASONS FOR AND BENEFITS OF ENTERING INTO THE NEW FRAMEWORK AGREEMENTS

2023 Master Ronshine Property Management and Related Services Agreement

Based on the established long-term cooperation relationship with Ronshine Service Group, and taking into consideration of the quality of the management services previously provided to the Group by Ronshine Service Group, the Board is of the view that Ronshine Service Group has competitive strengths over other independent service providers of similar management services in the PRC.

As customer feedback and ranking are important indicators of the quality of property management services, and quality property management services will elevate the Group's property branding and customer ratings, and increase the market share of the Company's properties, it is industry practice to pay branding support fee to good property management companies to achieve the aforesaid. At the same time, the early involvement of pre-delivery property management conforms to the concept of "complete cycle management" of properties. The aforesaid involvement in the planning, design and development of the properties serves important and irreplaceable purposes in the improvement of properties function. It ensures quality of property construction, reduction of early stage capital investment, and reduction of costly late-stage alteration fees.

Accordingly, the Directors (excluding the independent non-executive Directors who are members of the Independent Board Committee and will express their opinion after taking into consideration the advice of the Independent Financial Adviser and excluding the Interested Director) considered that the terms of the 2023 Master Ronshine Property Management and Related Services Agreement (including the proposed annual caps) and the transactions contemplated thereunder are fair and reasonable and the entering into of the 2023 Master Ronshine Property Management and Related Services Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group and is in the interests of the Group and the Shareholders as a whole.

2023 Landscape Engineering Services Framework Agreement

Based on the established long-term cooperation relationship with Xiujing Landscape, and taking into consideration of the quality of the Landscape Engineering Services provided to the Group by Xiujing Landscape, the Board is of the view that Xiujing Landscape has competitive strengths over other independent service providers of similar landscape engineering services in the PRC and considers that the 2023 Landscape Engineering Services Framework Agreement will enable the Group to obtain stable landscape engineering service provision for the Group's property development projects from time to time, and continue to maintain the excellent and established cooperation relationship with Xiujing Landscape.

Accordingly, the Directors (excluding the independent non-executive Directors who are members of the Independent Board Committee and will express their opinion after taking into consideration the advice of the Independent Financial Adviser and excluding the Interested Director) considered that the terms of the 2023 Landscape Engineering Services Framework Agreement (including the proposed annual caps) and the transactions contemplated thereunder are fair and reasonable and the entering into of the 2023 Landscape Engineering Services Framework Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group and is in the interests of the Group and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Ronshine Service is indirectly owned as to approximately 73.80% by Mr. Ou, a controlling Shareholder, an executive Director, the chief executive officer and the chairman of the Company. Ronshine Service and its subsidiaries are therefore connected persons of the Company for the purpose of the Listing Rules. Accordingly, the transactions contemplated under the 2023 Master Ronshine Property Management and Related Services Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As at the date of this announcement, Xiujing Landscape is owned as to 99% by Mr. Ou Guopeng, the son of Mr. Ou, a controlling Shareholder, an executive Director, the chief executive officer and the chairman of the Company, and 1% by an individual who is an Independent Third Party. As Xiujing Landscape is an associate of Mr. Ou, it is therefore a connected person of the Company for the purpose of the Listing Rules. Accordingly, the transactions contemplated under the 2023 Landscape Engineering Services Framework Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the highest of all applicable percentage ratios in respect of the proposed annual caps under each of the 2023 Master Ronshine Property Management and Related Services Agreement and the 2023 Landscape Engineering Services Framework Agreement is more than 5%, the 2023 Master Ronshine Property Management and Related Services Agreement and the 2023 Landscape Engineering Services Framework Agreement are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTERNAL CONTROL

Subject to the general principle disclosed above, the pricing policy will be supervised and monitored by the relevant personnel from the finance department, the legal department and the management of the Group in charge to ensure that the New Framework Agreements are conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its Shareholders as a whole. The relevant personnel and management of the Group will also conduct regular checks on a quarterly basis to review and assess whether the transactions contemplated under each of the New Framework Agreements are conducted in accordance with their respective terms and in accordance with the aforesaid pricing policy. The independent non-executive Directors will continue to review the transactions contemplated under each of the New Framework Agreements and the Company's auditors will also conduct an annual review on the pricing terms and annual caps thereof. Accordingly, the Directors consider that the internal control mechanism is effective to ensure that the transactions contemplated under the New Framework Agreements have been and will be conducted on normal commercial terms and not prejudicial to the interests of the Company and the Shareholders as a whole.

EGM

The Company will convene and hold the EGM to seek the approval of the Independent Shareholders for entering into the 2023 Master Ronshine Property Management and Related Services Agreement and the 2023 Landscape Engineering Services Framework Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder.

The Independent Board Committee comprising all the independent non-executive Directors have been established to advise the Independent Shareholders as to whether the terms of the New Framework Agreements are fair and reasonable, and such continuing connected transactions (including the annual caps in relation thereto) contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM after taking into account the recommendations of the Independent Financial Adviser.

Dongxing Securities (Hong Kong) Company Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the terms of the 2023 Master Ronshine Property Management and Related Services Agreement and the 2023 Landscape Engineering Services Framework Agreement.

CIRCULAR

A circular containing, among other things, further information on the (i) 2023 Master Ronshine Property Management and Related Services Agreement and the 2023 Landscape Engineering Services Framework Agreement; (ii) the notice of the EGM; (iii) the letter from the Independent Financial Adviser to both the Independent Board Committee and the Independent Shareholders regarding the New Framework Agreements and the transactions thereunder; and (iv) the recommendation of the Independent Board Committee to the Independent Shareholders in connection thereto, will be despatched to the Shareholders as soon as possible. It is currently expected that the circular will be despatched to the Shareholders on or before 14 December 2022.

INFORMATION ABOUT THE COMPANY, THE GROUP, RONSHINE SERVICE, RONSHINE SERVICE GROUP AND XIUJING LANDSCAPE

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 that are integrated with or in the vicinity of its residential properties, including office buildings, retail shops and other commercial properties.

Ronshine Service is an investment holding company, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2207). Ronshine Service Group is a comprehensive and fast-growing property management services provider in the PRC, offering diversified property management services for both residential and non-residential properties. The Ronshine Service Group is primarily engaged in the provision of (i) property management services, (ii) value-added services to non-property owners, and (iii) community value-added services.

Xiujing Landscape is a company established in the PRC with limited liability and is principally engaged in design and construction of landscape engineering, greening engineering, three-dimensional flower engineering, and municipal engineering; landscaping and garden maintenance; planting, wholesale, purchasing and selling and online sales of flowers and seedlings; eco-tourism development; and environmental governance services.

As at the date of this announcement, Ronshine Service is indirectly controlled as to approximately 73.80% by Mr. Ou, a controlling shareholder, an executive Director, the chief executive officer and the chairman of the Company. Xiujing Landscape is owned as to 99% by Mr. Ou Guopeng (the son of Mr. Ou) and 1% by an individual who is an Independent Third Party, and therefore Xiujing Landscape is an associate of Mr. Ou. Accordingly, Mr. Ou is considered to have a material interest in the transactions contemplated under the New Framework Agreements and therefore has abstained from voting on the Board resolutions approving the New Framework Agreements and the transactions contemplated thereunder.

Save as disclosed above, none of the Directors has significant interests in the New Framework Agreements, or is required to abstain from voting on the relevant Board resolutions.

DEFINITIONS

Unless otherwise stated, the terms in this announcement have the following meanings:

“2020 Landscape Engineering Services Framework Agreement”	the agreement dated 10 January 2020 entered into between Xiujing Landscape and the Company in relation to the provision of the Landscape Engineering Services by Xiujing Landscape to the Group for the term commencing from the date of the 2020 Landscape Engineering Services Framework Agreement and ending on 31 December 2022 (both days inclusive)
“2020 Master Ronshine Property Management and Related Services Agreement”	the agreement dated 3 November 2020 entered into between Ronshine Service and the Company in relation to the provision of Property Management and Related Services by Ronshine Service and its subsidiaries to the Group for a term from 3 November 2020 and ending on 31 December 2022 (both days inclusive)
“2023 Landscape Engineering Services Framework Agreement”	the agreement dated 23 November 2022 entered into between Xiujing Landscape and the Company in relation to the provision of the Landscape Engineering Services by Xiujing Landscape to the Group for the term commencing from 1 January 2023 and ending on 31 December 2025 (both days inclusive)

“2023 Master Ronshine Property Management and Related Services Agreement”	the agreement dated 23 November 2022 entered into between Ronshine Service and the Company in relation to the provision of Property Management and Related Services by Ronshine Service and its subsidiaries to the Group for a term commencing from 1 January 2023 and ending on 31 December 2025 (both days inclusive)
“associate(s)”	has the same meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Ronshine China Holdings Limited (融信中國控股有限公司), 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 (stock code: 3301)
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to, among others, consider and if thought fit, approve the New Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps for those transactions)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent board committee comprising all independent non-executive Directors, namely Mr. Ren Yunan, Mr. Ruan Weifeng and Mr. He Jiarong, formed to advise the Independent Shareholders in relation to the New Framework Agreements, the transactions contemplated thereunder and proposed annual caps for those transactions for the three years ending 31 December 2025

“Independent Financial Adviser”	Dongxing Securities (Hong Kong) Company Limited, a licensed corporation permitted to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the New Framework Agreements and the transactions contemplated thereunder
“Independent Shareholders”	the Shareholders other than Shareholders with a material interest in the transactions contemplated under the New Framework Agreements
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons
“Landscape Engineering Services”	as defined under the paragraph headed “(2) 2023 LANDSCAPE ENGINEERING SERVICES FRAMEWORK AGREEMENT” of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Ou” or “Interested Director”	Mr. Ou Zonghong, a controlling Shareholder, an executive Director, the chief executive officer and the chairman of the Company
“New Framework Agreements”	the 2023 Master Ronshine Property Management and Related Services Agreement and the 2023 Landscape Engineering Services Framework Agreement, collectively
“PRC”	the People’s Republic of China
“Property Management and Related Services”	as defined under the paragraph headed “(1) 2023 MASTER RONSHINE PROPERTY MANAGEMENT AND RELATED SERVICES AGREEMENT” of this announcement
“RMB”	Renminbi, the lawful currency of the PRC

“Ronshine Service”	Ronshine Service Holding Co., Ltd (融信服務集團股份有限公司), a company established in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2207), and is indirectly owned as to approximately 73.80% by Mr. Ou as at the date of this announcement
“Ronshine Service Group”	Ronshine Service and its subsidiaries
“Share(s)”	ordinary shares with a nominal value of HK\$0.00001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Xiujing Landscape”	Xiujing (Fujian) Landscape Engineering Company Limited* (秀景(福建)園林工程有限公司), a company established in the PRC and is owned as to 99% by Mr. Ou Guopeng (the son of Mr. Ou) and 1% by an individual who is an Independent Third Party as at the date of this announcement
“%”	per cent

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

Hong Kong, 23 November 2022

As at the date of this announcement, Mr. Ou Zonghong, Ms. Yu Lijuan, Ms. Zeng Feiyan, Mr. Zhang Lixin and Mr. Wu Jianxing are the executive Directors; Mr. Li Shupe is the non-executive Director; Mr. Ren Yunan, Mr. Ruan Weifeng and Mr. He Jiarong are the independent non-executive Directors.

* *For identification purpose only*