

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.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the Securities Act, and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.

The communication of this announcement and any other document or materials relating to the issue of the Additional Notes offered hereby is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom's Financial Services and Markets Act 2000, as amended (the "FSMA"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order")), or who fall within Article 49(2)(a) to (d) of the Financial Promotion Order, or who are any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, the Additional Notes offered hereby are only available to, and any investment or investment activity to which this announcement relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on 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)

**ISSUANCE OF ADDITIONAL US\$150,000,000
8.25% SENIOR NOTES DUE 2021 (TO BE CONSOLIDATED
AND
FORM A SINGLE SERIES WITH THE US\$650,000,000
8.25% SENIOR NOTES DUE 2021)**

Reference is made to the Announcements.

On 30 August 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Haitong International, CEB International, BOCOM International and Morgan Fuel Go Securities Limited in relation to the Additional Notes Issue.

The Company intends to use the net proceeds of the Additional Notes Issue for refinancing 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 the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, 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, and will be, sought in Hong Kong.

Reference is made to the Announcements. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that on 30 August 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Haitong International, CEB International, BOCOM International and Morgan Fuel Go Securities Limited 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) Haitong International;
- (d) CEB International;
- (e) BOCOM International; and
- (f) Morgan Fuel Go Securities Limited.

Haitong International, CEB International, BOCOM International and Morgan Fuel Go Securities Limited have been appointed as the joint lead managers and joint bookrunners of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Haitong International, CEB International, BOCOM International and Morgan Fuel Go Securities Limited 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 26 January 2018, other than the followings:

Notes Offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$150,000,000, to be consolidated and form a single series with the Existing Notes. The Additional Notes will mature on 1 February 2021, unless earlier redeemed in accordance with the terms thereof.

Offering Price

The offering price of the Additional Notes will be 93.311% of the principal amount of the Additional Notes plus accrued interest from (and including) 1 August 2018 to (but excluding) 4 September 2018.

Proposed use of proceeds

The Company intends to use the net proceeds of the Additional Issue for refinancing 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 the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, 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:

“Announcements”	the announcements dated 25 January 2018, 26 January 2018, 12 February 2018, 13 February 2018, 10 July 2018 and 11 July 2018 in respect of the issue of the Existing Notes and 30 August 2018 in respect of the Additional Notes Issue
“BOCOM International”	BOCOM International Securities Limited
“CEB International”	CEB International Capital Corporation Limited
“Existing Notes”	US\$325,000,000 8.25% senior notes due 2021 issued by the Company on 1 February 2018, US\$100,000,000 8.25% senior notes due 2021 issued by the Company on 27 February 2018 and US\$225,000,000 8.25% senior notes due 2021 issued by the Company on 12 July 2018
“Haitong International”	Haitong International Securities Company Limited
“Morgan Fuel Go Securities Limited”	Morgan Fuel Go Securities Limited
“Purchase Agreement”	the agreement dated 30 August 2018 entered into between, among others, the Company, the Subsidiary Guarantors, Haitong International, CEB International, BOCOM International and Morgan Fuel Go Securities Limited in relation to the Additional Notes Issue

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

Hong Kong, 31 August 2018

As at the date of this announcement, Mr. Ou Zonghong, Mr. Wu Jian, Mr. Lin Junling and Ms. Zeng Feiyan 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.