

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.



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)

**(1) EXCHANGE OFFER AND CONSENT SOLICITATION IN RELATION
TO OUTSTANDING SENIOR NOTES**

8.25% SENIOR NOTES DUE 2021

(ISIN (Reg S): XS1747665922, Common Code (Reg S): 174766592)

AND

(2) PROPOSED ISSUANCE OF NEW NOTES

Reference is made to the announcement of Ronshine China Holdings Limited (融信中國控股有限公司) (the “**Company**”) dated February 8, 2019 in respect of the Exchange Offer and the Consent Solicitation in relation to the Company’s outstanding 8.25% Senior Notes due 2021 and the Concurrent New Money Issuance (the “**Announcement**”). Unless the context herein defines otherwise, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

The minimum interest rate of the New Notes (the “**Minimum Interest Rate**”) to be issued in connection with the Exchange Offer will be 11.25% per annum. The final yield of any additional New Notes to be issued pursuant to the Concurrent New Money Issuance will be set at the pricing of the Concurrent New Money Issuance. The Company reserves the right to adjust the interest rate (subject to the Minimum Interest Rate) or extend the Exchange Expiration Deadline in the Company’s sole discretion.

In addition, the Company announces that the Exchange Offer will be amended such that the Maximum Acceptance Amount (the “**Maximum Acceptance Amount**”) will be US\$400,000,000 in principal amount of the 8.25% Senior Notes due 2021 (the “**Old Notes**”). The aggregate principal amount of Old Notes that may be exchanged pursuant to the Exchange Offer will not exceed the Maximum Acceptance Amount. If the aggregate principal amount of Old Notes validly tendered at the Exchange Expiration Deadline exceeds the Maximum Acceptance Amount, the Company will accept tendered Old Notes on a pro rata basis so as not to exceed the Maximum Acceptance Amount. In the event of any such scaling, the Company will only accept offers of Old Notes for exchange to the extent such scaling will not result in the relevant holder of such Old Notes (a) offering a principal amount of Old Notes or (b) the principal amount of Old Notes returned back, of less than US\$200,000.

The Exchange Consideration will also be amended such that for each US\$1,000 in principal amount of outstanding Old Notes that is validly tendered and not accepted for exchange prior to the Exchange Expiration Deadline, holders will receive the Consent Fee for each US\$1,000 principal amount of outstanding Old Notes held by such holder, subject to the conditions of the consent solicitation set forth in the Exchange Offer Memorandum, including receipt of the Requisite Consents to the Proposed Amendments and the Supplemental Indenture having been executed and becoming effective.

Old Notes not accepted for purchase by the Company in the Exchange Offer will be promptly credited to the account of the registered holder of such Old Notes with Euroclear or Clearstream or otherwise returned in accordance with the Exchange Offer Memorandum.

All documentation relating to the Exchange Offer and the Consent Solicitation, including any updates, will be available via the Exchange and Consent Website: <https://sites.dfkingltd.com/ronshine>.

GENERAL

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or elsewhere. No securities of the Company or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement, including, among others, those statements relating to the Exchange Offer, the Consent Solicitation and the Concurrent New Money Issuance are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Old Notes and/or the New Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the property industry and changes in the capital markets in general.

The distribution of the Exchange Offer Memorandum is restricted by law in certain jurisdictions. Persons who come into possession of the Exchange Offer Memorandum are required to inform themselves of and to observe any of these restrictions. The Exchange Offer Memorandum does not constitute, and may not be used in connection with, an offer to buy Old Notes or New Notes or a solicitation to sell Old Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No assurance can be given that any of the Exchange Offer, the Consent Solicitation and the Concurrent New Money Issuance will be completed and the Company reserves the right, in its sole and absolute discretion, to extend, withdraw or terminate the Exchange Offer, the Consent Solicitation and the Concurrent New Money Issuance and amend, modify or waive any of the terms and conditions of the Exchange Offer, the Consent Solicitation and the Concurrent New Money Issuance, in each case in whole or in part, at any time before their expiration dates. As the Exchange Offer, the Consent Solicitation and the Concurrent New Money Issuance may or may not proceed, noteholders, holders of the Old Notes and potential investors in any securities of the Company should exercise caution when dealing in the securities of the Company or the Old Notes.

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

Hong Kong, February 12, 2019

As at the date of this announcement, Mr. Ou Zonghong, Ms. Zeng Feiyan, Mr. Ruan Youzhi and Mr. Zhang Lixin 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.