

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Ronshine China Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

---



## **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)**

**PROPOSALS FOR**  
**GENERAL MANDATES TO ISSUE SHARES**  
**AND BUY-BACK SHARES**  
**AND**  
**RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of Ronshine China Holdings Limited to be held at Conference Room 1, 11th Floor, L1B Building, Hongqiao World Center, Lane 1588 Zhuguang Road, Qingpu District, Shanghai, the People's Republic of China on, Wednesday, 5 June 2019 at 2:30 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. before 2:30 p.m. on Monday, 3 June 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

---

## CONTENTS

---

	<b>Page</b>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
INTRODUCTION .....	3
GENERAL MANDATE TO ISSUE SHARES .....	4
BUY-BACK MANDATE TO BUY-BACK SHARES .....	4
RE-ELECTION OF RETIRING DIRECTORS .....	4
DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS .....	5
NOTICE OF ANNUAL GENERAL MEETING .....	6
FORM OF PROXY .....	6
VOTING BY WAY OF POLL .....	6
RESPONSIBILITY STATEMENT .....	7
RECOMMENDATION .....	7
<b>APPENDIX I — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION</b> .....	8
<b>APPENDIX II — EXPLANATORY STATEMENT</b> .....	12
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	15

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room 1, 11th Floor, L1B Building, Hongqiao World Center, Lane 1588 Zhuguang Road, Qingpu District, Shanghai, the People’s Republic of China on Wednesday, 5 June 2019 at 2:30 p.m. or any adjournment thereof, the notice of which is set out on pages 15 to 19 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to buy-back Shares not exceeding 10 per cent of the number of issued Shares as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Cayman Company Law”	the Company Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Ronshine China Holdings Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually bought-back under the Buy-back Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20 per cent of the number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate

---

## DEFINITIONS

---

“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 People’s Republic of China
“Latest Practicable Date”	16 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.00001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers

---

LETTER FROM THE BOARD

---



**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)**

*Executive Directors:*

Mr. Ou Zonghong  
Ms. Zeng Feiyan  
Mr. Ruan Youzhi  
Mr. Zhang Lixin  
Ms. Yu Lijuan

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Non-executive Director:*

Ms. Chen Shucui

*Principal place of business in*

*Hong Kong:*

Room 1210, 12/F., ICBC Tower  
3 Garden Road, Central  
Hong Kong

*Independent Non-executive Directors:*

Dr. Lo Wing Yan William  
Mr. Ren Yunan  
Mr. Qu Wenzhou  
Mr. Ruan Weifeng

24 April 2019

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND BUY-BACK SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of General Mandate, the Buy-back Mandate and the Extension Mandate, (ii) the re-election of the retiring Directors.

---

## LETTER FROM THE BOARD

---

### **GENERAL MANDATE TO ISSUE SHARES**

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought for the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. An ordinary resolution no. 5(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20 per cent of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, there was 1,722,927,476 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or bought-back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 344,585,495 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 5(C), the number of Shares bought-back by the Company under ordinary resolution no. 5(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20 per cent limit of the General Mandate as mentioned in the ordinary resolution no. 5(A) provided that such additional number shall not exceed 10 per cent of the issued Shares as at the date of passing of the General Mandate and the Buy-back Mandate.

### **BUY-BACK MANDATE TO BUY-BACK SHARES**

In addition, an ordinary resolution no. 5(B) will be proposed at the Annual General Meeting to grant the Buy-back Mandate to the Directors to exercise the powers of the Company to buy-back Shares representing up to 10 per cent of the number of issued Shares as at the date of passing of the resolution in relation to the Buy-back Mandate. As at the Latest Practicable Date, there was 1,722,927,476 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or bought-back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buy-back a maximum of 172,292,747 Shares.

An explanatory statement required by the Listing Rules in connection with the Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 84(1) of the Articles of Association, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at the annual general meeting at least once every three years.

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his/her appointment and shall be eligible for re-election at that meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

---

## LETTER FROM THE BOARD

---

Accordingly, Ms. Zeng Feiyan and Dr. Lo Wing Yan William shall retire by rotation as Directors at the Annual General Meeting according to Article 84(1) of the Articles of Association. Ms. Zeng Feiyan, being eligible, has offered herself for re-election as Director at the Annual General Meeting. Dr. Lo Wing Yan William will not offer himself for re-election as Director at the Annual General Meeting as he would like to devote more time to his other personal commitments. The Board would like to take this opportunity to extend its gratitude to Dr. Lo Wing Yan William for his valuable contribution to the Company during his tenure of service. Further, Ms. Chen Shucui (who was appointed as a non-executive Director with effect from 18 June 2018), Mr. Ruan Youzhi (who was appointed as an executive Director with effect from 16 November 2018), Mr. Zhang Lixin (who was appointed as an executive Director with effect from 16 November 2018), Ms. Yu Lijuan (who was appointed as an executive Director with effect from 22 March 2019) and Mr. Ruan Weifeng (who was appointed as an independent non-executive Director with effect from 22 March 2019) shall retire office at the Annual General Meeting according to Article 83(3) of the Articles of Association and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting. Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Recommendations to the Board for the proposal for re-election of each of Ms. Zeng Feiyan, Mr. Ruan Youzhi, Mr. Zhang Lixin, Ms. Yu Lijuan, Ms. Chen Shucui and Mr. Ruan Weifeng as Directors were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

With reference to the qualifications and working experience of Mr. Ruan Weifeng as set out in Appendix I to this circular, the Board is of the view that Mr. Ruan Weifeng can bring technical knowledge and business insights to the Board and contribute to the Board's diversity. Given that he has confirmed in writing to the Company of his independence with reference to various factors set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and believes he is independent.

### **DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

As mentioned in the annual results announcement of the Company dated 22 March 2019, the Board recommended the payment of a final dividend of HK\$0.365 (equivalent to RMB0.32) per Share in respect of the year ended 31 December 2018, which is subject to the approval of Shareholders at the Annual General Meeting.

The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on or before Friday, 30 August 2019 to Shareholders whose name appear on the register of members of the Company as at the close of business on Thursday, 1 August 2019.

For the purpose of determining the Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Saturday, 1 June 2019 to Wednesday, 5 June 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 31 May 2019.

---

## LETTER FROM THE BOARD

---

For the purpose of determining the entitlement of final dividend, the register of members of the Company will also be closed from Monday, 29 July 2019 to Thursday, 1 August 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to the payment of final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 26 July 2019.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 15 to 19 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (i) the grant to the Directors of General Mandate, the Buy-back Mandate and the Extension Mandate, (ii) the re-election of the retiring Directors.

### FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. before 2:30 p.m. on Monday, 3 June 2019) or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.



---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate, the Buy-back Mandate and the Extension Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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

---

## APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

---

*The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

### EXECUTIVE DIRECTORS

**Ms. Zeng Feiyan**, aged 43, has been an executive Director since 27 July 2015. She joined the Group in August 2013. She has been the joint company secretary of the Company from 15 December 2014 to 20 February 2019. Before joining the Group, Ms. Zeng has more than 10 years of finance related experiences in various entities. Ms. Zeng had served as the manager of the operation and financial management center and the vice director of the supervisory committee in Hopson Development Holdings Limited (a property development company listed on the Main Board of the Stock Exchange, stock code: 754) from May 2003 to October 2007. She was the vice general manager responsible for finance and investment management of Guangdong Pearl River Investment Management Group Company Limited (a company principally engaged in the investment in energy and infrastructure projects) from October 2007 to September 2011, and the vice president and secretary of the board of directors of Cnhomeland Environmental Co., Ltd. (an environmental protection company engaged in the provision of environmental solutions services) from September 2011 to August 2013.

As at the Latest Practicable Date, Ms. Zeng Feiyan was interested in 4,681,205 underlying Shares, which were the share options granted by the Board under the share option scheme of the Company.

Ms. Zeng Feiyan had entered into a service contract with the Company for a term of 3 years commencing from 18 June 2016 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The director's remuneration of Ms. Zeng Feiyan for 2018 was RMB2,039,000, which has been determined by the remuneration committee of the Company and the Board with reference to her performance, duties and responsibilities with the Company and the prevailing market condition.

**Mr. Ruan Youzhi**, aged 44, was appointed as an executive Director on 16 November 2018. Mr. Ruan graduated from Fujian Normal University (福建師範大學) in July 2005 with a bachelor's degree in Chinese literature. Mr. Ruan currently serves as the vice president of the Company and is mainly responsible for managing the Company's investments and public relations. From August 1997 to August 2001, Mr. Ruan taught at Xianyou Fengjiang Middle School (仙遊楓江中學). From March 2003 to May 2008, he was the reporter for Straits News (海峽都市報). Since joining the Company in June 2008, Mr. Ruan successively worked as the director of the president office, the general manager of the brand center, the general manager of the investment development center, the assistant to the chairman of the Board and the vice president of the Company.

As at the Latest Practicable Date, Mr. Ruan Youzhi was deemed to be interested in 5,951,705 Shares, of which 4,681,205 underlying Shares held pursuant to the share options granted by the Board under the share option scheme of the Company, 406,500 Shares owned by his spouse and 864,000 Shares held on his personal capacity within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Ruan Youzhi had entered into a service contract with the Company for a term of 3 years commencing from 16 November 2018 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The director's remuneration of Mr. Ruan Youzhi for 2018 was RMB2,039,000, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and the prevailing market condition.

**Mr. Zhang Lixin**, aged 41, was appointed as an executive Director on 16 November 2018. Mr. Zhang is the chief financial officer and is primarily responsible for the financial affairs of the Company. Mr. Zhang graduated from Dongbei University of Finance and Economics in July 2001 with a bachelor's degree in Management. He further obtained a master degree of Economics (Regional Economics) in April 2004. Mr. Zhang has extensive experience in the financial management. From April 2003 to September 2007, Mr. Zhang held various positions, as the finance supervisor, deputy finance manager and finance manager within a subsidiary of Dalian Wanda Group (大連萬達集團). From September 2009 to April 2012, Mr. Zhang served initially as the deputy finance manager and subsequently as the chief financial officer in the business department of Shanghai Greenland Holdings Corporation Limited (綠地控股集團股份有限公司房地產業務部). From May 2012 to August 2015, he was the general manager of the financial management center within Hailiang International Holdings Limited (海亮地產集團財務管理中心). From August 2015 to date, Mr. Zhang is the general manager of the Company's finance center (財務資金中心).

As at the Latest Practicable Date, Mr. Zhang Lixin was deemed to be interested in 1,282,256 underlying Shares, which were the share options granted by the Board under the share option scheme of the Company.

Mr. Zhang Lixin had entered into a service contract with the Company for a term of 3 years commencing from 16 November 2018 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The director's remuneration of Mr. Zhang Lixin for 2018 was RMB1,439,000, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and the prevailing market condition.

**Ms. Yu Lijuan**, aged 37, was appointed as an executive Director on 22 March 2019. Ms. Yu possesses extensive experience in real estate development and management. She has been engaged in the real estate industry for 15 years. Ms. Yu first joined the Group in September 2007, she has since served in various positions within the Group, including serving as the marketing director of the Group, the deputy general manager of the East China region of the Company and the general manager of the Hangzhou region of the Company. Ms. Yu is currently the vice president of the Group, and concurrently serves as the president of division 1 and division 3 of the Group. Ms. Yu graduated from Fuzhou University (福州大學) in Fujian Province, China with a bachelor's degree in administrative management in July 2004. In November 2018, Ms. Yu was also awarded the title of "Top Ten Outstanding Professional Managers of Zhejiang Province for 2018" (2018年度浙江省十大傑出職業經理人).

As at the Latest Practicable Date, Ms. Yu Lijuan was deemed to be interested in 1,202,174 Shares, of which 1,032,756 underlying Shares held pursuant to the share options granted by the Board under the share option scheme of the Company and 169,418 Shares held on her personal capacity within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Yu Lijuan had entered into a service contract with the Company for a term of 3 years commencing from 22 March 2019 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Yu Lijuan is entitled to a director's fee of RMB1,920,000 per annum, which has been determined by the remuneration committee of the Company and the Board with reference to her performance, duties and responsibilities with the Company and the prevailing market condition.

#### **NON-EXECUTIVE DIRECTOR**

**Ms. Chen Shucui**, aged 45, was appointed as a non-executive Director on 18 June 2018. Ms. Chen graduated from Hebei University of Economics and Business (河北經貿大學) in the People's Republic of China, where she obtained a bachelor degree of trade economics in June 1997. She further obtained a master degree of currency banking from Xiamen University (廈門大學) in October 2000. Ms. Chen has over 20 years of experience in asset management and securities trading. She has been the general manager assistant of China Everwin Asset Management Co., Ltd. (華夏久盈資產管理有限責任公司) since June 2017. From July 1997 to November 2006, Ms. Chen was the general manager assistant of (i) the sales department in Beijing and (ii) the securities and asset management department in Hebei of Hebei Securities Co., Ltd. (河北證券有限責任公司). From December 2006 to April 2009, she was serving as the deputy general manager at the securities investment department of New Times Securities Co., Ltd. (新時代證券有限責任公司). From April 2009 to February 2013, Ms. Chen has been serving a number of positions in Huarong Securities Co., Ltd. (華融證券股份有限公司), including (i) deputy general manager of the asset management department and (ii) deputy general manager of its futures intermediate business. From February 2013 to December 2016, she was the general manager of the securities investment department of Dongxing Securities Co., Ltd. (東興證券股份有限公司). From December 2016 to June 2017, Ms. Chen was the assistant to the president of New Times Trust Co., Ltd. (新時代信託股份有限公司). Ms. Chen currently serves as an independent director of the board at Xinhu Zhongbao Co., Ltd. (新湖中寶股份有限公司) since June 2018, a company listed on the Shanghai Stock Exchange (stock code: 600208).

Ms. Chen Shucui had entered into a service contract with the Company for a term of 1 year commencing from 18 June 2018 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The director's remuneration of Ms. Chen Shucui for 2018 was HK\$Nil, which has been determined by the remuneration committee of the Company and the Board with reference to her performance, duties and responsibilities with the Company and the prevailing market condition.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Ruan Weifeng**, aged 42, was appointed as an independent non-executive Director on 22 March 2019. Mr. Ruan is a practicing full-time lawyer in the People's Republic of China for 19 years. He graduated from the Faculty of Law of the Northwest University of Political Science and Law (西北政法學院) (previously known as Northwest College of Political Science and Law) in July 1999, and obtained a bachelor's degree in law upon finishing its full-time legal undergraduate program. Mr. Ruan was admitted as a lawyer in 1999. From June 2000 to September 2001, he served as a full-time lawyer of Fujian Mentors Law Firm (福建名仕律師事務所), where he was mainly responsible for handling non-performing asset businesses for financial institutions and asset management companies. From October 2001 to April 2006, he served as a full-time lawyer in Fujian Huiyang Law Firm (福建輝揚律師事務所). He also successively served as a legal advisor to a number of banks, enterprises and institutions, and had handled nearly 100 civil and commercial cases. From April 2006 to July 2012, he served as a partner of the Fuzhou branch of Beijing Horizon Lawyers (北京市地平線律師事務所福州分所), where he was primarily responsible for the business development and management of the non-litigation department. Since August 2012, he has established Fujian Gong Lue Law Firm (福建攻略律師事務所), where he held the position of partner and director. Fujian Gong Lue Law Firm is mainly engaged in advising on corporate legal matters, non-contentious legal practice areas such as finance, insurance, investment, mergers and acquisitions, global wealth planning (civil trust) matters, as well as handling other complex litigation and arbitration cases.

Mr. Ruan Weifeng had entered into an appointment letter with the Company for a term of 3 years commencing from 22 March 2019 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ruan Weifeng is entitled to a director's fee of HK\$300,000 per annum, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and the prevailing market condition.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.*

**SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 1,722,927,476 Shares. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought-back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buy-back a maximum of 172,292,747 Shares which represent 10 per cent of the total number of issued Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Cayman Company Law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

**REASONS AND FUNDING OF BUY-BACK**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy-back its Shares on the Stock Exchange. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

Buy-backs of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Cayman Company Law and the Listing Rules. The Cayman Company Law provides that the amount of capital repaid in connection with a share buy-back may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the buy-back or out of capital subject to and in accordance with the Cayman Company Law. The amount of premium payable on buy-back may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are bought-back in the manner provided for in the Cayman Company Law.

The Directors would only exercise the power to buy-back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors consider that if the Buy-back Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2018, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**GENERAL**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is exercised.

If as a result of a buy-back of Shares by the Company pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Dingxin Company Limited ("**Dingxin**") was interested in 1,072,685,411 Shares, approximately 62.26 per cent of the issued Shares.

Dingxin was wholly owned by Honesty Global Holdings Limited ("**Honesty Global**"), the holding vehicle incorporated in the British Virgin Islands used by TMF (Cayman) Ltd., the trustee of the Ou Family Trust which is a discretionary trust established by Mr. Ou Guofei (as the settlor) with Mr. Ou Zonghong (the chairman, executive director and chief executive officer of the Company) being the protector. Accordingly, each of Honesty Global, Mr. Ou Guofei and Mr. Ou Zonghong was deemed to be interested in the Shares held by Dingxin.

In the event that the Directors should exercise in full the Buy-back Mandate, the shareholding of Dingxin in the Company will be increased to approximately 69.18 per cent of the issued Shares. To the best knowledge and belief of the Directors, such increase would not give rise to any obligation to make a mandatory offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to buy-back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE BUY-BACK MADE BY THE COMPANY**

No buy-back of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest traded prices HK\$</b>	<b>Lowest traded prices HK\$</b>
<b>2018</b>		
April	13.58	10.50
May	12.18	10.96
June	12.78	9.09
July	10.08	8.75
August	10.04	8.60
September	10.01	8.26
October	9.83	8.01
November	9.78	8.58
December	9.97	8.50
<b>2019</b>		
January	9.59	8.53
February	10.44	9.10
March	14.02	10.20
April ( <i>up to the Latest Practicable Date</i> )	12.82	11.16





## 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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Ronshine China Holdings Limited (the “**Company**”) will be held at Conference Room 1, 11th Floor, L1B Building, Hongqiao World Center, Lane 1588 Zhuguang Road, Qingpu District, Shanghai, the People’s Republic of China on Wednesday, 5 June 2019 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2018.
2. To declare a final dividend of HK\$0.365 per share for the year ended 31 December 2018.
3. (a) To re-elect the following retiring directors of the Company:
  - (i) Ms. Zeng Feiyan as executive director;
  - (ii) Mr. Ruan Youzhi as executive director;
  - (iii) Mr. Zhang Lixin as executive director;
  - (iv) Ms. Yu Lijuan as executive director;
  - (v) Ms. Chen Shucui as non-executive director; and
  - (vi) Mr. Ruan Weifeng as independent non-executive director.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

5. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:
  - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (1) the conclusion of the next annual general meeting of the Company;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
  - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “That:

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-back and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company, which may be bought-back pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
  - (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company bought-back by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount of shares of the Company shall not exceed 10 per cent of the total number of issued shares of the Company at the date of passing of the said resolutions.”

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

Hong Kong, 24 April 2019

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*  
Room 1210, 12/F., ICBC Tower  
3 Garden Road, Central  
Hong Kong

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 2:30 p.m. on Monday, 3 June 2019) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) For the purpose of determining the shareholders' eligibility to attend and vote at the above meeting to be held on Wednesday, 5 June 2019, the register of members of the Company will be closed from Saturday, 1 June 2019 to Wednesday, 5 June 2019 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the above meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 31 May 2019.
- (v) For the purpose of determining the entitlement of final dividend, the register of members of the Company will also be closed from Monday, 29 July 2019 to Thursday, 1 August 2019 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to the payment of final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 26 July 2019.
- (vi) In respect of ordinary resolution numbered 3(a) above, Ms. Zeng Feiyan, Mr. Ruan Youzhi, Mr. Zhang Lixin, Ms. Yu Lijuan, Ms. Chen Shucui and Mr. Ruan Weifeng shall retire and, being eligible, offered themselves for re-election as directors of the Company. Details of the above retiring directors are set out in Appendix I to the circular of the Company dated 24 April 2019.
- (vii) In respect of ordinary resolution numbered 5(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to buy-back shares of the Company in circumstances where they consider that the buy-back would be in the best interest of the Company and its shareholders. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to buy-back shares of the Company, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 24 April 2019.