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Ronshine China Holdings Limited

融信中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3301)

**RESIGNATION AND APPOINTMENT OF
JOINT COMPANY SECRETARY
AND
WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

RESIGNATION OF JOINT COMPANY SECRETARY

The board (the “**Board**”) of directors (the “**Directors**”) of Ronshine China Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Ms. Zeng Feiyan (曾飛燕) (“**Ms. Zeng**”) has resigned as the joint company secretary of the Company with effect from 20 February 2019, in order to focus on her existing role as executive Director of the Company.

Ms. Zeng has confirmed that, as at the date of this announcement, (i) she does not have any claims against the Company in respect of her resignation as joint company secretary; (ii) she does not have any disagreement with the Board, and (iii) there are no other matters in relation to her resignation as joint company secretary that need to be brought to the attention of the shareholders of the Company and the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF JOINT COMPANY SECRETARY

The Board of the Company is pleased to announce that Mr. Yu Zuoyi (余作億) (“**Mr. Yu**”) has been appointed as the joint company secretary of the Company with effect from 20 February 2019.

The biographical details of Mr. Yu are set out as follows:

Mr. Yu, born in September 1973, holds a Bachelor of Accounting degree from Hainan University (formerly known as South China University of Tropical Agriculture) in the People’s Republic of China. From August 1995 to March 2011, Mr. Yu worked as a company accountant, finance manager, audit manager, finance director and securities manager within Tahoe Group Co., Ltd. (泰禾集團股份有限公司), a company listed on the Shenzhen Stock Exchange with the stock code 000732, during which he was mainly responsible for financial management, financial and auditing related matters, internal system construction, asset and debt restructuring, mergers and acquisitions, internal standardization and administration, disclosure of information, and other matters related to listing.

Since April 2011, Mr. Yu has been serving variously as the Company’s finance supervisor, senior manager and senior director and is mainly responsible for other matters related to listing, such as financial management and disclosure of information.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) of the Stock Exchange, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience. Having considered Mr. Yu’s background and experience, the Board is of the view that Mr. Yu is capable of discharging his duty as the joint company secretary of the Company notwithstanding that Mr. Yu does not currently possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of Mr. Yu’s appointment as a joint company secretary of the Company (the “**Waiver Period**”) on the grounds that Ms. Ng Wing Shan (“**Ms. Ng**”), the other joint company secretary of the Company who possesses the relevant professional qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules, will provide assistance and guidance to Mr. Yu in discharging his duties as one of the joint company secretaries of the Company.

The waiver is conditioned upon Ms. Ng's assistance to Mr. Yu during the Waiver Period so as to enable Mr. Yu to acquire the relevant experience and to discharge the functions as the joint company secretary. The waiver will be revoked immediately at the time Ms. Ng ceases to provide assistance to Mr. Yu, or be revoked or altered, as the circumstances of the Company may be. The Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. After having the benefit of Ms. Ng's assistance, it is expected that, after the end of the Waiver Period, Mr. Yu would be able to satisfy the requirements of Rule 3.28 and Rule 8.17 of the Listing Rules such that a further waiver would not be necessary.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Zeng for her valuable contribution to the Company during her tenure as the joint company secretary of the Company, and extend its welcome to Mr. Yu on his new appointment.

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

Hong Kong, 20 February 2019

As at the date of this announcement, Mr. Ou Zonghong, Ms. Zeng Feiyuan, 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.