THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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)

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

A notice convening the annual general meeting of Ronshine China Holdings Limited to be held physically at 1st Meeting Room, Floor 5, A5 Building, Phase Three, Ronshine Greenland International, Lane 226, Panyang Road, Huacao Town, Minhang District, Shanghai, China on Friday, 5 June 2026 at 10:00 a.m. is set out on pages 16 to 20 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 websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.rongxingroup.com). 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 10:00 a.m. on Wednesday, 3 June 2026) 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.

30 April 2026

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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 physically at 1st Meeting Room, Floor 5, A5 Building, Phase Three, Ronshine Greenland International, Lane 226, Panyang Road, Huacao Town, Minhang District, Shanghai, China on Friday, 5 June 2026 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 16 to 20 of this circular
"Articles of Association"	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
"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% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting the Buy-back Mandate
"Cayman Company Act"	the Company Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
"CCASS"	has the meaning ascribed to it under the Listing Rules
"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 and treasury shares of the Company which may be resold or transferred 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 and/or to resell or transfer treasury shares of the Company not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting the General Mandate
"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"	27 April 2026, 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 of Hong Kong Limited
"Nomination Committee"	the nomination committee of the Company
"Ou Family Trust"	the family trust established on 21 November 2014 by Mr. Ou Guofei as the settlor, with TMF (Cayman) Ltd. acting as the trustee and Mr. Ou Zonghong acting as the protector
"RMB"	Renminbi, the lawful currency of the People's Republic of China
"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 issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time

"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

* *The English translation of the Chinese names in this circular where indicated is included for information only.*

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
(Chairman and Chief Executive Officer)
Ms. Yu Lijuan
Ms. Zeng Feiyan
Mr. Wu Jianxing

Independent Non-executive Directors:
Mr. Ren Yunan
Mr. Ruan Weifeng
Mr. Feng Dongcheng

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

Principal place of business in Hong Kong:
Level 20, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan, Hong Kong

30 April 2026

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 RE-APPOINTMENT OF THE AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

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

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 from the Shareholders, pursuant to the Listing Rules, for the General Mandate. An ordinary resolution no 4(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 and/or to resell or transfer treasury shares of the Company not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, there were 1,683,431,417 Shares in issue and the Company had no treasury shares. 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 new Shares and/or to resell or transfer treasury shares of the Company involving a maximum of 336,686,283 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares bought back by the Company under ordinary resolution no. 4(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the General Mandate as mentioned in the ordinary resolution no. 4(A) provided that such additional number shall not exceed 10% of the issued Shares (excluding treasury 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. 4(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% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation to the Buy-back Mandate. As at the Latest Practicable Date, there were 1,683,431,417 Shaes in issue and the Company did not have any treasury shares. 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 168,343,141 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 provided that every Director shall be subject to retirement by rotation at the annual general meeting at least once every three years.

Accordingly, Ms. Yu Lijuan, Ms. Zeng Feiyan and Mr. Ruan Weifeng shall retire by rotation and, being eligible, have offered themselves for re-election as the Directors at the Annual General Meeting in accordance with Article 84(1) of the Articles of Association. 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. Yu Lijuan, Ms. Zeng Feiyan and Mr. Ruan Weifeng as the 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.

In recommending Mr. Ruan for re-election as an independent non-executive Director, the Nomination Committee reviewed the Board's current composition and skills mix and considered Mr. Ruan's professional background, experience and capacity to provide independent judgement and objective challenge. With reference to the qualifications and working experience of Mr. Ruan as set out in Appendix I to this circular, the Board is of the view that Mr. Ruan can bring technical knowledge and business insights to the Board and contribute to the Board's diversity. In particular, Mr. Ruan is a practising PRC lawyer advising financial institutions and enterprises and handling corporate legal matters and non-contentious work in areas such as finance, insurance, investment and mergers and acquisitions, as well as complex litigation and arbitration. The Board considers that such experience will strengthen the Board's oversight on legal and regulatory compliance, risk identification and governance matters. Mr. Ruan contributes to Board diversity by bringing a distinct professional perspective grounded in PRC legal practice and corporate advisory experience, which complements the expertise and experience of Board members. 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 considers Mr. Ruan to be independent.

RE-APPOINTMENT OF THE AUDITOR

KTC Partners CPA Limited ("**KTC Partners**"), the auditor of the Company, who shall retire and, being eligible, have offered themselves for reappointment at the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to re-appoint KTC Partners as the auditor of the Company and to authorise the Board to fix its remuneration.

The preliminary estimated audit fee for the audit services in respect of the consolidated financial statements of the Group for the financial year ending 31 December 2026 is approximately RMB2,600,000. The estimated audit fee was determined after taking into account factors including the complexity and scale of the Group's business operations, the expected scope of the audit work, the audit timetable and the level of resources required for the audit engagement.

The estimated audit fee is based on the information currently available as at the Latest Practicable Date. The final audit fee may be adjusted if there is a material change in the basis or assumptions on which the estimated audit fee was determined, including any material change in the scope of the audit work or other relevant circumstances arising in the course of the audit. Save for such material changes (if any), the final audit fee is not expected to differ materially from the estimated audit fee disclosed above.

CLOSURE OF REGISTER OF MEMBERS

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 Tuesday, 2 June 2026 to Friday, 5 June 2026 (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 transfers of Shares 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 Monday, 1 June 2026. Shareholders whose names appear on the register of members of the Company on Friday, 5 June 2026, which is the record date, shall be entitled to attend and vote at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 20 of this circular is the notice of Annual General Meeting at which ordinary resolutions will be proposed to the Shareholders to consider and approve, inter alia, (i) the grant to the Directors of the General Mandate, the Buy-back Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors; and (iii) re-appointment of the auditor of the Company.

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 websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.rongxingroup.com). 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 10:00 a.m. on Wednesday, 3 June 2026) 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 instrument appointing a 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 (in the case of a physical meeting) 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.

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, the re-election of the retiring Directors and the re-appointment of the auditor of the Company 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

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 the 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. Yu Lijuan, aged 44, has been an executive Director since 22 March 2019. Ms. Yu possesses extensive experience in real estate development and management and has over 15 years of experience in the real estate industry. 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, the general manager of the Hangzhou region of the Company, vice president of the Group and the president of division 1 and division 3 of the Group. Ms. Yu is currently the president 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).

Ms. Yu has renewed her service contract with the Company for a further term of three years commencing from 22 March 2025 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Yu is entitled to a director's remuneration of RMB2,800,000 per annum and a discretionary bonus which have 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. For the year ended 31 December 2025, the total emolument paid by the Group to Ms. Yu amounted to RMB2,431,000 (including salaries, other benefits and pension costs).

As at the Latest Practicable Date, Ms. Yu was interested in 169,418 Shares (representing approximately 0.01% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Zeng Feiyan, aged 50, has been an executive Director since 27 July 2015. She currently serves as the senior vice president of the Company and a member of the Nomination Committee. She joined the Group in August 2013. Ms Zeng was the joint company secretary of the Company from 15 December 2014 to 20 February 2019. Before joining the Group, Ms. Zeng Feiyan has more than 10 years of finance related experiences in various entities. Ms. Zeng Feiyan had served as the manager of the operation and financial management centre 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* (廣東珠江投資管理集團有限公司) (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.* (浩藍環保股份有限公司) (an environmental-protection company engaged in the provision of environmental solutions services) from September 2011 to August 2013.

Ms. Zeng Feiyan has been a certified public accountant authorised by the Institute of Certified Public Accountants of Guangdong Province since 7 January 2003. She has also been a senior economist as credentialed by the Senior Professional Titles Evaluation Committee of Dezhou Private Economic Organisations since 26 September 2013 and a Registered Tax Agents authorised by the Certified Tax Agents Association of Guangdong Province since 13 December 2011. Ms. Zeng Feiyan graduated from Changsha Communication College* (長沙交通學院) (now known as Changsha University of Science and Technology)* (長沙理工大學)) in Changsha, Hunan province in June 1998 where she obtained a bachelor's degree in accounting. Ms. Zeng Feiyan has also obtained the executive master of business administration from the Guanghua School of Management of Peking University* (北京大學光華管理學院) in July 2016.

Ms. Zeng has renewed her service contract with the Company for a further term of three years commencing from 5 June 2025 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Zeng is entitled to a salary of RMB2,400,000 per annum and a discretionary bonus which have 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. For the year ended 31 December 2025, the total emolument paid by the Group to Ms. ZENG amounted to RMB2,031,000 (including salaries, other benefits and pension costs).

As at the Latest Practicable Date, Ms. Zeng did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Ruan Weifeng, aged 49, has been an independent non-executive Director since 22 March 2019. He is currently the chairman of the Nomination Committee and a member of the Audit Committee. Mr. Ruan is a practising full-time lawyer in the PRC for 20 years. He graduated from the Faculty of Law of the Northwest University of Political Science and Law (西北政法大學) (formerly 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 the PRC 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 nonperforming 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 entered into a letter of appointment with the Company for a term of three years commencing from 22 March 2025 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ruan is entitled to a director's remuneration of HK$300,000 per annum, which have 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. For the year ended 31 December 2025, the total emolument paid by the Group to Mr. Ruan amounted to RMB271,000 (including director's fee).

As at the Latest Practicable Date, Mr. Ruan did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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 1,683,431,417 Shares and the Company did not have any treasury 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 168,343,141 Shares which represent 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting the Buy-back Mandate. The Buy-back Mandate will end 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 any applicable laws 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-BACKS

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. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation 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. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the memorandum of association and the Articles of Association, and the laws of the Cayman Islands. Share buy-backs 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 Act and the Listing Rules. The Cayman Company Act 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 Act. 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 Act.

The Directors would only exercise the power to buy back Shares 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 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 2025, 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 will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

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, each of Mr. Ou Zhonghong (being beneficiary of a trust) and Mr. Ou Guofei (being settlor of a trust) were interested in the same block of 1,097,137,411 Shares, representing approximately 65.17% of the issued Shares.

The Ou Family Trust is a discretionary trust established by Mr. Ou Guofei (as the settlor) with Mr. Ou Zonghong being the protector. Honesty Global Holdings Limited ("**Honesty Global**"), which is the holding vehicle of the Ou Family Trust and is wholly owned by TMF (Cayman) Ltd. as the trustee of the Ou Family Trust, held 1,097,137,411 Shares through its wholly owned subsidiary, Dingxin Company Limited. Accordingly, each of Mr. Ou Zonghong, Mr. Ou Guofei, Honesty Global and TMF (Cayman) Ltd. is deemed or taken to be interested in the Shares held by Dingxin Company Limited under the Securities and Futures Ordinance.

In the event that the Directors should exercise in full the Buy-back Mandate and assuming such shareholdings remains the same and the Company does not have any treasury shares, the shareholding in the Company in which Mr. Ou Zonghong and Mr. Ou Guofei are taken to have an interest under the Securities and Futures Ordinance will be increased to approximately 72.41% 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. The Directors are not aware of any consequences which would arise under the Takeover Codes as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

The Listing Rules prohibit a company from buying back its own shares on the Stock Exchange if the buy-back would result in the number of listed shares which are in the hands of the public falling below the applicable prescribed minimum threshold under the Listing Rules. The Directors do not propose to buy back Shares which would result in less than the applicable prescribed minimum threshold of Shares in public hands.

The Company confirms that neither this explanatory statement nor the proposed buy-back has any unusual features.

For the treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company has appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as treasury shares. The Company has implemented the following measures in place: (i) the Company would procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company would withdraw the treasury shares from CCASS, and either re-register them in the Company's own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

SHARE BUY-BACK MADE BY THE COMPANY

No repurchase 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:

Month	Highest traded prices *HK$*	Lowest traded prices *HK$*
2025		
April	0.285	0.182
May	0.275	0.196
June	0.247	0.193
July	0.249	0.199
August	0.220	0.194
September	0.230	0.190
October	0.206	0.155
November	0.175	0.135
December	0.162	0.122
2026		
January	0.158	0.123
February	0.149	0.124
March	0.135	0.100
April (up to the Latest Practicable Date)	0.117	0.097

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 physically at 1st Meeting Room, Floor 5, A5 Building, Phase Three, Ronshine Greenland International, Lane 226, Panyang Road, Huacao Town, Minhang District, Shanghai, China on Friday, 5 June 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

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 2025.

2. (A) To re-elect Ms. Yu Lijuan as an executive director of the Company.

   (B) To re-elect Ms. Zeng Feiyan as an executive director of the Company.

   (C) To re-elect Mr. Ruan Weifeng as an independent non-executive director of the Company.

   (D) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint KTC Partners CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

4. 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 and/or to resell or transfer treasury 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 of the Company allotted or agreed conditionally or unconditionally to be allotted and treasury shares of the Company to be resold or transferred (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 of the Company 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% of the total number of issued shares of the Company (excluding treasury shares) 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;

(2) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or the articles of association of the Company; 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 of the Company 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 of the Company (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-backs 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% of the total number of issued shares of the Company (excluding treasury shares) 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

(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 to be held by any applicable laws or the articles of association of the Company; 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 4(A) and 4(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/or to resell or transfer treasury 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 4(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 4(B) set out in the notice convening this meeting, provided that such amount of shares of the Company shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) 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, 30 April 2026

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

Principal place of business in Hong Kong:
Level 20, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan, Hong Kong

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 10:00 a.m. on Wednesday, 3 June 2026) 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 Friday, 5 June 2026, the register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026 (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 transfer of shares 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

Monday, 1 June 2026. Shareholders whose names appear on the register of members of the Company on Friday, 5 June 2026, which is the record date, shall be entitled to attend and vote at the AGM.

(v) In respect of ordinary resolution numbered 2(A) to (C) above, Ms. Yu Lijuan, Ms. Zeng Feiyan and Mr. Ruan Weifeng shall retire from office by rotation and, being eligible, have 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 30 April 2026.

(vi) In respect of ordinary resolution numbered 4(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 30 April 2026.

As at the date of this notice, Mr. Ou Zonghong, Ms. Yu Lijuan, Ms. Zeng Feiyan, and Mr. Wu Jianxing are the executive Directors; and Mr. Ren Yunan, Mr. Ruan Weifeng and Mr. Feng Dongcheng are the independent non-executive Directors.