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RiseSun Real Estate Development Co., Ltd.

荣盛房地产发展股份有限公司

(incorporated with limited liability in the People's Republic of China)

**OFFER TO EXCHANGE AND CONSENT SOLICITATION
RELATING TO THE OUTSTANDING 8.95% SENIOR NOTES DUE 2022
(ISIN: XS2280638607; Common Code: 228063860)
AND
THE OUTSTANDING 8.0% SENIOR NOTES DUE 2022
(ISIN: XS1979285571; Common Code: 197928557)**

**RESULTS OF THE EXCHANGE OFFER AND THE CONSENT
SOLICITATION AND EXTENSION OF THE EXPIRATION DEADLINE**

Reference is made to the announcement of the Company dated December 16, 2021 (the “**Announcement**”) in relation to the Exchange Offer and Consent Solicitation. Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcement.

Results of the Exchange Offer and Consent Solicitation

The Company is pleased to announce that it has obtained sufficient support to secure a successful transaction as proposed by the Company in the Exchange Offer and Consent Solicitation Memorandum. As of 4:00 p.m., London Time on December 30, 2021, the Company has received support for the Exchange Offer and Consent Solicitation as well as the Creditor Support Agreement from Eligible Holders holding in aggregate over 75% of the Existing Notes outstanding, which has secured a successful liability management to enable it to effectively extend the maturity profile of its offshore debt through an exchange of its Existing Notes.

The swift move and approval by the significant majority holders would provide much needed long term stability for the Company and enable it to effectively manage its obligations under the Existing Notes in an orderly manner through an exchange of the Existing Notes, whether pursuant to a scheme of arrangement or not, at its discretion. The implementation of the exchange will enable the Company to improve its overall financial condition, extend its debt maturity profile, strengthen its balance sheet, improve its cash flow management and enhance its ability to satisfy its debt obligations.

The Company would like to express its deepest gratitude to the holders for their generous support and prompt response, which has enabled them to achieve the significant majority within a short period of

time. This is testimony to the confidence of the holders in the Company. The Company would also like to thank the dealer manager Haitong International Securities Company Limited and legal advisors Sidley Austin and Linklaters and the other professional parties involved for their exemplary professionalism and tireless efforts which enabled the Company to present a comprehensive and balanced proposal to the holders in a timely and speedy manner.

Extension of the Expiration Deadline

In addition, many holders have communicated to the Company their willingness to participate in the Exchange Offer and Consent Solicitation but were not able to submit their instructions in time due to practicable difficulties arising from the holiday season. As a gesture of goodwill, the Company is pleased to extend the Expiration Deadline from 4:00 p.m., London Time on December 30, 2021 to 4:00 p.m., London Time on January 7, 2022 (the “**Extended Expiration Deadline**”).

Eligible Holders who have not tendered their Existing Notes may tender their Existing Notes at or prior to the Extended Expiration Deadline and be entitled to receive the Base Exchange and Consent Consideration in accordance with the terms and conditions in the Exchange Offer and Consent Solicitation Memorandum, as supplemented by the supplemental exchange offer and consent solicitation memorandum dated December 31, 2021 (the “**Supplemental Exchange Offer and Consent Solicitation Memorandum**”). By validly tendering Existing Notes at or prior to the Extended Expiration Deadline, Eligible Holders will be deemed to have given Consent to the Proposed Amendments and the Proposed Waivers. Instructions in connection with the Exchange Offer and Consent Solicitation are irrevocable.

Except for the modifications set forth above and in the Supplemental Exchange Offer and Consent Solicitation Memorandum, all other terms and conditions of the Exchange Offer and the Consent Solicitation as set out in the Exchange Offer and Consent Solicitation Memorandum shall remain unchanged. All documents and materials related to the Exchange Offer and Consent Solicitation will be made available, subject to eligibility, on the Transaction Website: <https://bonds.morrowsodali.com/risesun>. Requests for copies of the Exchange Offer and Consent Solicitation Memorandum, the Supplemental Exchange Offer and Consent Solicitation Memorandum, the Creditor Support Agreement and all related documents may be directed to the Information, Exchange and Tabulation Agent at the address and telephone number as set forth in the Exchange Offer and Consent Solicitation Memorandum. The contact information of the Information, Exchange and Tabulation Agent is set out as follows:

Morrow Sodali Limited

Telephone: (in London) +44 20 4513 6933 and (in Hong Kong) +852 2319 4130

Email: risesun@investor.morrowsodali.com

Transaction Website: <https://bonds.morrowsodali.com/risesun>

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE EXISTING NOTES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE EXCHANGE OFFER AND CONSENT SOLICITATION MEMORANDUM.

SHAREHOLDERS, ELIGIBLE HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE

EXCHANGE OFFER AND THE CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AND THE CONSENT SOLICITATION AS SET FORTH IN THE EXCHANGE OFFER AND CONSENT SOLICITATION MEMORANDUM AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE EXCHANGE OFFER AND CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE EXCHANGE OFFER AND CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AND CONSENT SOLICITATION. AS THE EXCHANGE OFFER AND CONSENT SOLICITATION MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE EXISTING NOTES.

The Exchange Offer and Consent Solicitation are not being made to (nor will the tender of the Existing Notes and delivery of Consents be accepted from or on behalf of) Holders in any jurisdiction where the making or acceptance of the Exchange Offer and Consent Solicitation would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Exchange Offer and Consent Solicitation or the delivery of Consents would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Exchange Offer and Consent Solicitation will not be made to (nor will tenders or Consents be accepted from or on behalf of) any Holder residing in such jurisdiction.

By order of the Board
RiseSun Real Estate Development Co., Ltd.
Geng Jianming
Director

December 31, 2021

As of the date of this announcement, the directors of the Company are Mr. Geng Jianming, Mr. Liu Shan, Mr. Zhuang Qingfeng, Mr. Jing Zhonghua and Mr. Qin Desheng.