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廣州富力地產股份有限公司
GUANGZHOU R&F PROPERTIES CO., LTD.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 2777)

VOLUNTARY ANNOUNCEMENT
ENTERING INTO THE FRAMEWORK AGREEMENT IN RESPECT OF
HAINAN PROJECT

The Board is pleased to announce that on 20 April 2018, Hainan R&F (a wholly-owned subsidiary of the Company) and HNA Real Estate Group reached an agreement in respect of the land use rights for development and construction and construction in progress on the Project Land and entered into the Framework Agreement. The cooperation consideration is approximately RMB 5.7 billion. The specific cooperation form and cooperation consideration shall be subject to the formal agreement.

The Project Assets are land use rights for development and construction and construction in progress on the Project Land, with a gross floor area of approximately 670,000 square meters.

The Company believes that the entering into of the Framework Agreement will benefit the Company's business development in Hainan by expanding the Company's land bank in Hainan, and consolidate the Company's market position in Hainan.

The development and construction on the Project Land is carried out in the ordinary and usual course of business of the Company and is of a revenue nature. Therefore, the entering into of the Framework Agreement does not constitute a notifiable transaction of the Company under the Listing Rules.

ENTERING INTO THE FRAMEWORK AGREEMENT

The Board is pleased to announce that on 20 April 2018, Hainan R&F (a wholly-owned subsidiary of the Company) and HNA Real Estate Group reached an agreement in respect of the land use rights for development and construction and construction in progress on the Project Land and entered into the Framework Agreement.

FRAMEWORK AGREEMENT

Date: 20 April 2018

Parties: (a) Hainan R&F
(b) HNA Real Estate Group

HNA Real Estate Group is independent of and not connected with the Company or any of its connected persons.

Subject Matter: HNA Real Estate Group agreed to establish sole and exclusive partnership with Hainan R&F to ensure that no further negotiation and consultation with any other third party in respect of the Project Land (including construction in progress) and in respect of equity cooperation of the project company shall be commenced from the date of entering into of the Framework Agreement. There shall be no negotiation or entering into related agreements, contracts or intentions with any other third party.

Cooperation Consideration: It is expected that the cooperation consideration is approximately RMB 5.7 billion. The specific cooperation form and cooperation consideration shall be subject to the formal agreement.

The cooperation consideration was determined through direct negotiations with HNA Real Estate Group. The Board believes that after taking into consideration of current market conditions in Hainan and the development potential of the Project Assets, the cooperation consideration is fair and reasonable.

INFORMATION ON THE PROJECT ASSETS

The Project Assets are land use rights for development and construction and construction in progress on the Project Land. The Project Land is located at both sides of Guoxing Avenue in Haikou City, on the east side of the CBD of the Dayingshan and west side of the Haifu Avenue. The land use rights area is of approximately 93,900 square meters, and the land use is for urban residential and commercial use, with a gross floor area of approximately 670,000 square meters.

REASONS FOR ENTERING INTO THE FRAMEWORK AGREEMENT

The Company believes that the entering into of the Framework Agreement will benefit the Company's business development in Hainan by expanding the Company's land bank in Hainan, and consolidate the Company's market position in Hainan. Therefore, the Board is of the view that the terms and conditions of the Framework Agreement are on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and the shareholders as a whole.

GENERAL INFORMATION

The Group is principally engaged in the development and sale of properties, property investment, hotel operations and other property development related services in the PRC. The development and construction on the Project Land is carried out in the ordinary and usual course of business of the Company and is of a revenue nature. Therefore, the entering into the Framework Agreement does not constitute a notifiable transaction of the Company under the Listing Rules.

Shareholders and potential investors should note that the transactions contemplated under the Framework Agreement are subject to satisfaction of certain conditions under the Framework Agreement. Shareholders and potential investors are therefore reminded to exercise caution when dealings in the shares and any other securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Board”	the board of Directors of the Company
“Company”	Guangzhou R&F Properties Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H-shares of which are listed on the main board of the Stock Exchange;
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Framework Agreement”	the framework agreement dated 20 April 2018 entered into between Hainan R&F and HNA Real Estate Group in respect of the land use rights for development and construction and construction in progress on the Project Land
“Group”	the Company and its subsidiaries
“HNA Real Estate Group”	HNA Real Estate Group Co., Ltd.

“Hainan R&F”	Hainan R&F Properties Development Co., Ltd., a wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Project Assets”	land use rights for development and construction and construction in progress on the Project Land
“Project Land”	located at both sides of Guoxing Avenue in Haikou City, on the east side of the CBD of the Dayingshan and west side of the Haifu Avenue, with land use rights area of approximately 93,900 square meters
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Guangzhou R&F Properties Co., Ltd.
Li Sze Lim
Chairman

Hong Kong, 20 April 2018

As at the date of this announcement, the executive Directors are Mr. Li Sze Lim, Mr. Zhang Li, Mr. Zhou Yaonan and Mr. Lu Jing; the non-executive Directors are Ms. Zhang Lin and Ms. Li Helen; and the independent non-executive Directors are Mr. Zheng Ercheng, Mr. Ng Yau Wah, Daniel and Mr. Wong Chun Bong.

* *for identification purposes only*