
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 your registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GUANGZHOU R&F PROPERTIES CO., LTD. (廣州富力地產股份有限公司), you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, the registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED ELECTION OF EXECUTIVE DIRECTOR
AND
NOTICE OF THE EGM**

The notice of the EGM of the Company (the “**Notice**”) to be held on Friday, 9 October 2020 at the Conference Room, 54/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, PRC is set out on pages 4 to 5 of the circular.

A form of proxy (the “**Proxy Form**”) for use at the EGM is enclosed with this circular. Whether or not Shareholders are able to attend the meeting, they are requested to complete the Proxy Form in accordance with the instructions printed thereon and deliver the form to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or in the case of holders of Domestic Shares, to the Company's registered office, at 45/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, the PRC (Postal Code 510623), not less than 24 hours before the time designated for the commencement of the EGM (i.e. Thursday, 8 October 2020). Completion and return of the Proxy Form will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meetings should they so desire.

16 September 2020

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LETTER FROM THE BOARD



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)

Executive Directors:

Li Sze Lim
Zhang Li
Zhou Yaonan
Zhang Hui

*Registered office, head office and
principal place of business in PRC:*

45-54/F.,
R&F Center,
No. 10 Huaxia Road,
Pearl River New Town,
Guangzhou,
PRC

Non-executive Directors:

Zhang Lin
Li Helen

Principal place of business in Hong Kong:

Room 6303, The Center,
No. 99 Queen's Road Central,
Hong Kong

Independent Non-executive Directors:

Zheng Ercheng
Ng Yau Wah, Daniel
Wong Chun Bong

Dear Sir or Madam,

PROPOSED ELECTION OF EXECUTIVE DIRECTOR AND NOTICE OF THE EGM

1. INTRODUCTION

Reference is made to the announcement of the Company dated 11 September 2020 in relation to the proposed appointment of executive director.

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM and give you the Notice of the EGM.

2. PROPOSED ELECTION OF EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the EGM to seek the approval of the Shareholders for the election of Mr. Xiang Lijun as an executive director of the Company.

The Board considers Mr. Xiang Lijun is suitable for appointment as an executive director of the Company.

The biography of Mr. Xiang Lijun is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RECOMMENDATION

The Directors believe that the proposed resolution is necessary and in the interest of the Company. Accordingly, the Directors recommend all Shareholders to vote in favour of the aforementioned resolution at the EGM.

4. ACTION TO BE TAKEN

The Proxy Form for use at the EGM is enclosed with this circular. Whether or not Shareholders are able to attend the meeting, they are requested to complete the Proxy Form in accordance with the instructions printed thereon and deliver the form to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or in the case of holders of Domestic Shares, to the Company's registered office, at 45/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, the PRC (Postal Code 510623), not less than 24 hours before the time designated for the commencement of the EGM (i.e. Thursday, 8 October 2020). Completion and return of the Proxy Form will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meetings should they so desire.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

16 September 2020, Hong Kong

APPENDIX I BIOGRAPHY OF EXECUTIVE DIRECTOR PROPOSED FOR ELECTION

Mr. Xiang Lijun, aged 48, is a vice president of the Company and chairman of Northwestern China region of the Company. Upon joining the Company in 2005, Mr. Xiang had held the position of a vice general manager of Guangzhou Tianli Construction Co., Ltd., a subsidiary of the Company. Since March 2013, he was appointed as a vice general manager of the Company. He has been appointed as a vice president of the Company since July 2016 and was appointed as chairman of Northwestern China region in October 2018. Save as disclosed above, Mr. Xiang is also a director of certain subsidiaries of the Company.

Mr. Xiang did not hold any directorship in any public listed companies in the last three years. Mr. Xiang is not connected with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the latest practicable date, Mr. Xiang is interested in 1,800,000 H shares of the Company, representing approximately 0.05% of the total issued share capital of the Company. Save as disclosed, Mr. Xiang did not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval of his appointment at the EGM, the Company will enter into a service contract with Mr. Xiang for a term of three years from 9 October 2020, subject to retirement by rotation and re-election at general meetings of the Company in accordance with the articles of association of the Company. Mr. Xiang will be entitled to receive a basic annual director's fee of RMB1,300,000 or such fee to be fixed by the Board from time to time pursuant to the authority granted by the Shareholders at general meeting.

Save as disclosed above, there is no other information relating to the appointment of Mr. Xiang as an executive director that need to be brought to the attention of the Shareholders and there is no information discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.



廣州富力地產股份有限公司

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Guangzhou R&F Properties Co., Ltd. (the “Company”) will be held at 11:00 a.m. on Friday, 9 October 2020 at the Conference Room, 54/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, the PRC to consider, approve and authorize the following matters:

ORDINARY RESOLUTION

1. To consider and elect Mr. Xiang Lijun as the Company's executive director, and authorize the board of directors of the Company to fix his remuneration (*Note 1*).

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

16 September 2020, Hong Kong

Notes:

1. The biographical details of the candidate of director are set out on page 3 of the circular dated 16 September 2020.
2. The Register of Members of the Company will be closed for the following period:

The holders of the Company's H Shares are reminded that pursuant to the Articles of Association and for determining the right of shareholders to attend and vote at the EGM, the register of the shareholders of the Company shall be closed from Monday, 5 October 2020 to Friday, 9 October 2020 (both days inclusive), during which period, no transfer of shares will be registered. Shareholders, who intend to attend the EGM, must deliver their instruments of transfer together with the relevant share certificates and form of transfer to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 30 September 2020.

3. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a shareholder of the Company. Where a shareholder of the Company appoints more than one proxy, his/her/its proxies can only vote in a poll.

APPENDIX II NOTICE OF EXTRAORDINARY GENERAL MEETING

4. To be valid, the proxy form is to be used by shareholder of the Company (both Domestic Share and H Share) wishing to appoint a proxy and, if such proxy form is signed by a person authorized by a shareholder pursuant to a power of attorney or other authority, a notarized copy of that power of attorney or other authority must be delivered together with the proxy form to the Company or the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the commencement of the EGM.
5. A shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a corporate shareholder appoints its representative to attend the meeting, such representative shall produce proof of identity and a copy of the resolution of the Board or governing body of such shareholder.
6. In accordance with the Articles of Association, where there are joint registered shareholders, only the first named shareholder in the register of shareholders has the right to receive this notice, attend the EGM and exercises the voting right.
7. The EGM is expected to last for about half a day. Shareholders of the Company or their proxies attending the EGM shall be responsible for their own transportation, food and lodging.

As at the date of this announcement, the executive directors of the Company are Dr. Li Sze Lim, Mr. Zhang Li, Mr. Zhou Yaonan and Mr. Zhang Hui; 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*