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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

Reference is made to the announcement of the Company dated 15 December 2021 (the “**Announcement**”) in relation to the Tender Offer and the Consent Solicitation. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Announcement.

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Listing Rules on the Stock Exchange.

Please refer to the attached announcement (the “**Document**”) in relation to the maximum principal amount of the Existing Notes that the Company will accept for purchase under the Tender Offer and the Consent Solicitation, which was published on the website of SGX-ST.

The posting of the Document on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

The Document does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities.

The Document must not be regarded as an inducement to subscribe for or purchase any securities of the Company, and no such inducement is intended. No investment decision should be based on the information contained in the Document.

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

Hong Kong, 29 December 2021

*As at the date of this announcement, the executive directors of the Company are Dr. Li Sze Lim, Mr. Zhang Li, Mr. Zhang Hui and Mr. Xiang Lijun; 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 purpose only*

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.*

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*The communication of this announcement and any other document or materials relating to the Tender Offer and the Consent Solicitation is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the United Kingdom's Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom.*

*The communication of such documents and/or materials as a financial promotion is only being made to (1) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) any other persons to whom these documents and/or materials may lawfully be communicated (such persons together being "Relevant Persons"). In the United Kingdom, the Notes offered hereby are only available to, and any investment or investment activity to which this announcement relates will be engaged in only with, Relevant Persons. Any person in the United Kingdom that is not a Relevant Person should not act or rely on this announcement or any of its contents.*

**ANNOUNCEMENT  
TENDER OFFER AND CONSENT SOLICITATION**

**by**

**EASY TACTIC LIMITED  
怡略有限公司**

**(THE "COMPANY")**

**FOR US\$265,000,000 5.75% SENIOR NOTES DUE 2022 ISSUED ON 13 JANUARY 2017  
AND US\$460,000,000 5.75% SENIOR NOTES DUE 2022 ISSUED ON 20 JANUARY 2017,  
CONSOLIDATED AND FORMING A SINGLE SERIES THEREWITH  
(ISIN: XS1545743442; COMMON CODE: 154574344)**

**(TOGETHER, THE "NOTES")**

Reference is made to the announcement of the Company dated 15 December 2021 (the “**Launch Announcement**”) in relation to the Tender Offer and Consent Solicitation. Capitalized terms used in this announcement shall have the same meanings ascribed to them in the Launch Announcement.

## **ESCROW ACCOUNT AND MAXIMUM ACCEPTANCE AMOUNT**

Since the Launch Announcement, there has been further negative events relating to certain Chinese property companies. This has had a further negative impact on, and resulted in continuing volatility in, the property sector in China. Against this backdrop, the Group is continuing to take active measures to shore up its liquidity position, including to earmark funds in respect of this Tender Offer and Consent Solicitation.

As of the date of this announcement, the Company has opened an escrow account with Citibank, N.A., Hong Kong Branch and deposited certain available funds. Prior to the Settlement Date, the Company expects to earmark funds in an aggregate amount of approximately US\$300.0 million, comprising funds in the escrow account and cash on hand (the actual amount so earmarked on the Settlement Date, the “**Funds**”), to facilitate settlement of the Purchase Price and Accrued Interest for the Notes tendered in the Option A Offer and/or the Option B Offer in an aggregate principal amount of up to US\$725,000,000 (but subject to the Maximum Acceptance Amount) and other fees and expenses payable in connection with the Tender Offer and the Consent Solicitation.

The Maximum Acceptance Amount in respect of the Option A Offer and/or the Option B Offer shall refer to the maximum principal amount of the Notes that can be accepted for purchase by the Company utilizing the Funds in full as of the Settlement Date. No other “Maximum Acceptance Amount” will be set by the Company.

## **OTHER INFORMATION**

This announcement should be read together with the Tender Offer and Consent Solicitation Memorandum. Noteholders should refer to the Tender Offer and Consent Solicitation Memorandum for more detailed information about the Tender Offer and Consent Solicitation. The Tender Offer and Consent Solicitation Memorandum also contains certain risk factors for Noteholders’ consideration, including but not limited to the fact that Company may, at its sole discretion, extend, re-open, amend, waive any condition of or terminate the Tender Offer, the Consent Solicitation or both at any time, until it has decided to accept valid tenders of Notes pursuant to the Tender Offer.

This announcement, and all documents related to the Tender Offer and Consent Solicitation, can be found on the Tender Offer and Consent Website: <https://bonds.morrowsodali.com/GuangzhouRF>. Questions may be directed to the Dealer Manager at J.P. Morgan Securities plc, Liability Management Desk (+852 2800 7632 / +852 2800 0875 or [Liability\\_Management\\_HK@jpmorgan.com](mailto:Liability_Management_HK@jpmorgan.com)), or the Information, Tender and Tabulation Agent at the following addresses: in London - 103 Wigmore Street, W1U 1QS, London, United Kingdom; in Hong Kong - The Hive, 33-35 Hillier Street, Sheung Wan, Hong Kong) and telephones or by email to +44 20 4513 6933; + 852 2319 4130 or [GuangzhouRF@investor.morrowsodali.com](mailto:GuangzhouRF@investor.morrowsodali.com).

29 December 2021