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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)**

**(1) CHANGE OF AUDITORS  
AND  
(2) DELAY IN PUBLICATION OF AUDITED ANNUAL RESULTS FOR THE  
YEAR ENDED 31 DECEMBER 2021 AND DELAY IN DESPATCH OF THE  
2021 ANNUAL REPORT**

This announcement is made by Guangzhou R&F Properties Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) and Rules 13.09(2)(a) and 13.51(4) of the Listing Rules.

**RESIGNATION OF AUDITOR**

The board of directors (the “**Board**”) of the Company announces that PricewaterhouseCoopers (“**PwC**”) has resigned as the auditor of the Company with effect from 29 April 2022.

Due to the pandemic prevention and control policy in the PRC and Hong Kong in light of the recent resurgence of COVID-19 cases, the Group’s financial reporting and audit processes have been adversely affected as (i) certain management and employees of the Group have been placed under quarantine in the latest wave of COVID-19 outbreak in the PRC and Hong Kong; and (ii) there has been a delay in sending and receipt of certain external confirmations from third parties for the audit of the Group’s annual results for the year ended 31 December 2021. As a result, the Group was unable to agree with PwC on a mutually acceptable timetable to complete the audit for the Group’s annual results for the year ended 31 December 2021. The Board believes that it is in the best interest of the Company and its shareholders (the “**Shareholders**”) and creditors to move forward and complete the audit as soon as practicable, and hence the Board resolved to suggest that PwC resigned as the Company’s auditor so that the Company might engage another qualified external auditor to complete the audit as soon as practicable. After due and careful consideration, PwC agreed to resign as the auditor of the Company with effect from 29 April 2022.

PwC has stated in its resignation letter that it has not yet received the below information to enable it to complete all necessary audit procedures for the financial year ended 31 December 2021, including (a) the reply to certain bank confirmation and other audit confirmation, certain information to support the calculation for the impairment made by the Group in respect of the carrying value of certain completed properties held for sale and properties under development of the Group as at 31 December 2021, and further explanation and relevant supporting information for the basis of recognizing the deferred income tax assets as at 31 December 2021; and (b) further information on the status of fulfillment of contracts and refinancing arrangements of the Group's loans and other interest-bearing borrowings as well as further information on the Group's cash flow forecast for a period of not less than 12 months from 1 January 2022, which may affect the assessment on the presentation, going concern basis and relevant disclosures of the 2021 annual consolidated financial statements (collectively, the "**Relevant Matters**").

The Company takes the view that the Relevant Matters primarily involve outstanding information, confirmation and/or documents the availability of which has been delayed due to the COVID-19 pandemic, and the Group will revise the required cash flow forecast in due course based on the latest market situation. Subject to completion of audit, the Group's unaudited annual results for the year ended 31 December 2021 as announced on 31 March 2022 may or may not be subject to audit adjustment(s) and the Company will disclose the relevant details (if any) in its audited annual results announcement or other announcement(s) pursuant to the applicable Listing Rules. The Company has discussed the Relevant Matters with the audit committee of the Company (the "**Audit Committee**"). The Audit Committee agreed with the Company's view that the underlying issues associated with the Relevant Matters would not amount to audit issues which cannot be addressed for the purpose of the audit of the Group's annual results for the year ended 31 December 2021.

Save as disclosed above, the Board and the Audit Committee are not aware of any matter in connection with PwC's resignation which should be brought to the attention of the Shareholders or creditors of the Company.

The Board would like to take this opportunity to express its appreciation to PwC for its professional services rendered to the Company in the past years.

## **APPOINTMENT OF AUDITOR**

The Board, has resolved, on the recommendation of the Audit Committee, to propose the appointment of BDO Limited ("**BDO**") as the new auditor of the Company to fill the casual vacancy following the resignation of PwC and to hold office until the conclusion of the next general meeting of the Company. BDO's appointment will take effect upon completion of BDO's new client onboarding procedures. The Company will make a further announcement when such appointment takes effect.

## **DELAY IN PUBLICATION OF AUDITED ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2021 AND DELAY IN DESPATCH OF THE 2021 ANNUAL REPORT**

Reference is made to the Company's announcement dated 25 March 2022 in relation to, among other matters, the delay in publication of the audited annual results for the year ended 31 December 2021 (the "**2021 Audited Annual Results**") to a date falling on or before 30 April 2022.

Due to the impact of the COVID-19 pandemic which restricts the Group's ability to gather necessary information and documents requested by PwC to complete their outstanding audit procedures on a timely basis and the subsequent change of auditors, the Board does not anticipate that the Company will be able to publish the 2021 Audited Annual Results on or before 30 April 2022 as previously intended, nor to send its annual report for the year ended 31 December 2021 (the "2021 Annual Report") to the Shareholders within four months of the financial year end (i.e. by 30 April 2022) as required under Rule 13.46(2)(a). The Board also expects that the Company will not be able to lay the annual financial statements of the Company before its shareholders at its annual general meeting within six months of the financial year end (i.e. by 30 June 2022) as required under Rule 13.46(2)(b).

The Company will cooperate with BDO to complete their audit work as soon as practicable. Subject to completion of the audit by BDO, the Company will publish an announcement containing the 2021 Audited Annual Results on or before 30 June 2022 and despatch the 2021 Annual Report as soon as practicable.

The Company has made an application to the Stock Exchange for a waiver from strict compliance with Rules 13.46(2)(a) and 13.46(2)(b) of the Listing Rules on the basis that the Company will despatch the 2021 Annual Report on or before 15 July 2022 and hold its annual general meeting on or before 15 August 2022.

#### **FURTHER ANNOUNCEMENT(S)**

The Company will make further announcement(s) to provide updates on the above matters as and when appropriate in accordance with the Listing Rules and the SFO.

**Shareholders and potential investors should exercise caution when dealing in the securities of the Company.**

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

29 April 2022, Hong Kong

*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*