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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

This overseas regulatory announcement is issued by Guangzhou R&F Properties Co., Ltd. (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

References are made to the announcement of the Company dated 6 February 2024 (the “**Announcement**”) and the circular of the Company dated 27 February 2024 (the “**Circular**”) in relation to, among other things, the Possible Disposal, the Consent Solicitation and the Exchange Offers. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Announcement and the Circular.

Please refer to the attached announcement (the “**Document**”) in relation to, among others, the provision of a consent fee in relation to the Consent Solicitation in the form of a cash payment of US\$1 per US\$1,000 principal amount of the 2025 Notes, the 2027 Notes and the 2028 Notes to each holder whose valid consent instruction in favour of the Extraordinary Resolution is received by Morrow Sodali Limited (acting as the Tabulation and Information Agent in relation to the Consent Solicitation) at or prior to the Expiration Time (as stipulated in the Consent Solicitation Memorandum) subject to the satisfaction of conditions discussed therein, 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, 10 March 2024

As of the date of this announcement, the executive directors of the Company are Dr. Li Sze Lim, 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*

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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 Issuer does not intend to make any public offering of securities in the United States.

This announcement is not a prospectus for the purposes of the Regulation (EU) 2017/1129, including as the same forms part of the domestic law in the United Kingdom.

The communication of this announcement and any other documents or materials relating to the Consent Solicitations are 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 (i) outside of the United Kingdom and (ii) within the United Kingdom to (1) those persons falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"), or within Article 43(2) of the Financial Promotion Order, and (2) any other persons to whom these documents and/or materials may lawfully be communicated (such persons together being "**Relevant Persons**"). The Consent Solicitations are only available to Relevant Persons and the transactions contemplated herein will be available only to, or engaged in only with Relevant Persons, and must not be relied or acted upon by persons other than Relevant Persons.

ANNOUNCEMENT CONSENT FEE IN RELATION TO THE CONSENT SOLICITATIONS

by

EASY TACTIC LIMITED
怡略有限公司

RELATING TO THE FOLLOWING NOTES

| <u>Description of Debt Securities</u> | <u>ISIN</u> | <u>Maturity Date</u> |
|--|--------------|----------------------|
| 6.5% Cash / 7.5% PIK Senior Notes due 2025 | XS2495355674 | 11 July 2025 |
| 6.5% Cash / 7.5% PIK Senior Notes due 2027 | XS2495358009 | 11 July 2027 |
| 6.5% Cash / 7.5% PIK Senior Notes due 2028 | XS2495359403 | 11 July 2028 |

Reference is made to the announcement of the Company dated 6 February 2024 on the website of SEHK and the announcement of the Issuer dated 28 February 2024 on the website of SGX-ST in respect of the Consent Solicitations (collectively, the "**Announcements**"). Unless otherwise defined, capitalized terms used in this announcement have the same meanings defined in the Announcements.

CONSENT FEE

The Issuer values its relationship with the Noteholders and is committed to upholding the rights and interests of each Noteholder. In light of this commitment and following careful consideration, the Issuer has determined to improve the terms of the Consent Solicitations by providing a cash payment of US\$1 per US\$1,000 principal amount of the Notes (the "**Consent Fee**") to each Holder of such Notes whose

valid Consent Instruction in favour of the Extraordinary Resolution is received by the Tabulation and Information Agent at or prior to the Expiration Time, subject to (i) all Meetings being quorate and validly held, (ii) the Extraordinary Resolution with respect to each Series of Notes being approved by the requisite majority at the relevant Meeting, (iii) the Consent Conditions with respect to each Series of Notes being satisfied and (iv) the Notes remained blocked before the relevant Meeting.

Noteholders that have already submitted a Consent Instruction aligned with the above requirements do not need to take further action to be entitled to the Consent Fee.

Subject to the satisfaction of the above conditions, the Issuer currently expects that the Consent Fee will be paid on or as soon as practicable after 25 March 2024 (the “**Payment Date**”). The Issuer will not be obligated to pay the Consent Fee if any of the above conditions is not met (or waived by the Issuer, in whole or in part, in its sole discretion).

In order to be entitled to the Consent Fee, a Noteholder must validly submit its Consent Instruction(s) in favour of the Extraordinary Resolution which shall be received by the Tabulation and Information Agent at or prior to the Expiration Time. Noteholders are reminded that in the case of a Consent Instruction to vote in favour of the Extraordinary Resolution, a Noteholder may choose to (a) vote in favour of the Consent Solicitations and consider participating in the Exchange Offers or (b) vote in favour of the Consent Solicitations only.

Noteholders who wish to be eligible for the Consent Fee must make the necessary arrangements for the receipt by the Tabulation and Information Agent by the Expiration Time of a valid Consent Instruction in favour of the Extraordinary Resolution, and Noteholders will not be eligible for the Consent Fee if they (i) appoint a proxy other than the Tabulation and Information Agent (or its nominee) to attend and vote at the relevant Meeting; (ii) attend, or seek to attend, or make any other arrangement to be represented at the relevant Meeting (other than by way of their Consent Instructions in favour of the Extraordinary Resolution); (iii) submit a Consent Instruction against the relevant Extraordinary Resolution or do not submit a Consent Instruction at or prior to the Expiration Time; or (iv) unblock their Notes before the relevant Meeting.

As soon as practicable after the approval of the Extraordinary Resolutions and the satisfaction of the Consent Conditions, the Amendment Documents will be executed. The Amendment Documents shall become effective upon execution, but shall only become operative upon (i) the consummation of the Transaction and (ii) payment of the Consent Fee. The Proposed Amendments and the Amendment Documents will become void if the Transaction is not consummated by the Long Stop Date.

REVOCATION RIGHT

Noteholders who have validly submitted a Consent Instruction on or prior to the date of this announcement may revoke their instructions by submitting a revocation instruction to the Clearing Systems, via their custodian if applicable, at or prior to 4:00 p.m., London time on 18 March 2024 (the “**Revocation Deadline**”). If no revocation instruction was received from such Noteholders via the Clearing Systems on or prior to the Revocation Deadline, their instructions will remain valid and irrevocable after the Revocation Deadline. Noteholders who have not submitted a Consent Instruction may submit a Consent Instruction at or prior to the Expiration Time in accordance with the terms and conditions set forth in the Consent Solicitation Memorandum, and any Consent Instruction submitted after the date of this announcement is irrevocable.

OTHER INFORMATION

The Issuer has retained J.P. Morgan Securities (Asia Pacific) Limited to act as the Solicitation Agent for the Consent Solicitations, and Morrow Sodali Limited to act as the Tabulation and Information Agent in relation to the Consent Solicitations (as stipulated in the Consent Solicitation Memorandum and related documents). Any questions relating to the Consent Solicitations should be directed to the Solicitation Agent at J.P. Morgan Securities (Asia Pacific) Limited (+852 2800 7632, +852 2800 8006, [Liability Management GZRF@jpmorgan.com](mailto:Liability_Management_GZRF@jpmorgan.com)). Questions on how to participate in the Consent Solicitation may be directed to the Tabulation and Information Agent at the following addresses: in London - 103 Wigmore Street, W1U 1QS, London, United Kingdom; in Hong Kong – 29/F, No. 28 Stanley Street, Central, Hong Kong) and by telephone or by email to +44 20 4513 6933; +852 2319 4130 or gzrf@investor.morrowsodali.com

Unless stated otherwise, announcements in connection with the Consent Solicitations will be made through the website of the SGX-ST and SEHK and the Transaction Website, the issue of a press release to a Notifying News Service and/or the delivery of notices to the Clearing Systems for communication to Direct Participants. Copies of the announcements, press releases and notices can also be obtained from the Transaction Website. Significant delays may be experienced where notices are delivered to the Clearing Systems, and Noteholders are urged to contact the Tabulation and Information Agent for the relevant announcements during the course of the Consent Solicitations. In addition, Noteholders may contact the Solicitation Agent for information.

This announcement is supplemental to, and should be read and construed together with, the Consent Solicitation Memorandum. To the extent that any term of the Consent Solicitations set forth in the Consent Solicitation Memorandum is inconsistent with that in this announcement, the term set forth in this announcement shall prevail.

The Issuer may, in its sole discretion, waive any of the conditions of, in whole or in part, at any time and from time to time or otherwise amend, the Consent Solicitations at any time prior to the Expiration Time.

If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial and legal advice, including with regard to any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. None of the Issuer, the Solicitation Agent, the Tabulation and Information Agent or any of their respective directors, officers, employees, agents or affiliates makes any recommendation as to whether Noteholders should consent to the amendments to the provisions relating to the Notes pursuant to the Consent Solicitations.