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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 cancellation of the meetings of holders of each series of the 2025 Notes, the 2027 Notes and the 2028 Notes in relation to 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.

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

Hong Kong, 13 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 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
NOTICE OF CANCELLATION OF MEETINGS
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 announcements of the Issuer dated 28 February 2024 and 8 March 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.

CANCELLATION OF MEETINGS

In light of the complexity of the Consent Solicitations and the separate Exchange Offers being conducted by the Purchaser, the recent introduction of the Consent Fee, the request from certain

Noteholders for more time to submit their Consent Instructions, the Issuer would like to provide Noteholders with additional time to better understand and evaluate their voting options and go through any required internal procedure to submit their Consent Instructions. Accordingly, the Issuer has decided to cancel the Meetings originally scheduled to be held at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong at 10:00 a.m. (Hong Kong time) on 21 March 2024 (the “**Original Meetings**”).

The exact date and time of the new Meetings (the “**New Meetings**”) will be notified to Noteholders as soon as reasonably practicable. In addition, the Issuer has been informed by the Purchaser that minor modifications to the terms of the Exchange Offers will also be announced on or around the date when the Consent Solicitations are relaunched.

Consent Instructions in respect of the Original Meetings shall be null and void and will NOT be valid, in respect of the New Meetings.

No Consent Fee will be payable or paid to Noteholders who have submitted Consent Instructions in respect of the Original Meetings.

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).

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 (<https://projects.morrowsodali.com/optimus>), 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 or any prior announcements of the Issuer in respect of the Consent Solicitations 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.