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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 convening of new meetings of holders of each series of the 2025 Notes, the 2027 Notes and the 2028 Notes in relation to the Consent Solicitation, and the change in consent fee 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.

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, 14 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 NEW 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, 8 March 2024 and 13 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.

**CONVENING OF NEW MEETINGS**

Further to the cancellation of the Original Meetings, the Issuer has decided to convene new Meetings to be held at 10:00 a.m. (Hong Kong time) on 5 April 2024 (the "**New Meetings**").

**For the avoidance of doubt, no change has been made to the Proposals, and Noteholders are asked to consider and if, thought fit, pass the relevant Extraordinary Resolution at the relevant New Meeting to implement the same Proposals as those set forth in the Consent Solicitation Memorandum. Except as otherwise set out herein, the Consent Solicitations shall remain subject to the terms and conditions set forth in the Consent Solicitation Memorandum.**

A separate notice of meeting regarding each of the New Meetings (each, a “**Notice of New Meeting**”) will be published and delivered to the Clearing Systems for communication to Direct Participants on 14 March 2024.

**Consent Instructions in respect of the Original Meetings shall be null and void and will NOT be valid in respect of the New Meetings. Noteholders wishing to attend and/or vote at a New Meeting, regardless of whether they have submitted Consent Instructions in respect of the Original Meetings or not, will have to submit new Consent Instructions in respect of the New Meetings according to the procedures set out in the relevant Notice of New Meeting.**

Consent Instructions in respect of the New Meetings must be received by the Tabulation and Information Agent at or prior to 4:00 p.m. London time on 2 April 2024 (the “**New Expiration Time**”).

#### **CHANGE IN CONSENT FEE**

Subject to (i) all New 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 New Meeting, (iii) the Consent Conditions with respect to each Series of Notes being satisfied, (iv) the consummation of the Transaction and (v) the Notes remaining blocked before the relevant New Meeting, the Issuer will make (a) a cash payment of US\$5 per US\$1,000 principal amount of Notes (the “**Early Consent Fee**”) to each Holder whose valid Consent Instruction in favour of the Extraordinary Resolution in respect of the New Meetings is received by the Tabulation and Information Agent at or prior to 4:00 p.m. London time on 28 March 2024 (the “**Early Consent Deadline**”) and (b) a cash payment of US\$2.5 per US\$1,000 principal amount of the Notes (the “**Base Consent Fee**”, together with the Early Consent Fee, the “**Consent Fee**”) to each Holder whose valid Consent Instruction in favour of the Extraordinary Resolution in respect of the New Meetings is received by the Tabulation and Information Agent after the Early Consent Deadline but at or prior to the New Expiration Time.

Subject to the satisfaction of the above conditions, the Consent Fee will be paid concurrently with the consummation of the Transaction (such date, the “**New 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 in respect of the New Meetings which shall be received by the Tabulation and Information Agent at or prior to the Early Consent Deadline or the New Expiration Time, as the case may be. 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. **For the avoidance of doubt, Noteholders who choose option (a) or (b) above are eligible to receive the Consent Fee, subject to the satisfaction of the conditions mentioned herein, and do not have any payment obligations under the terms and conditions of the Consent Solicitations.**

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 Early Consent Deadline (in respect to the Early Consent Fee) or the New Expiration Time (in respect of the Base Consent Fee), as the case may be, of a valid Consent Instruction in favour of the Extraordinary Resolution in respect of the New Meetings, 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 New Meeting; (ii) attend, or seek to attend, or make any other arrangement to be represented at the relevant New 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 Early Consent Deadline (in respect of the Early Consent Fee) or the New Expiration Time (in respect of the Base Consent Fee); or (iv) unblock their Notes before the relevant New Meeting.

Instructions in connection with the Consent Solicitations are irrevocable. Noteholders may not withdraw Consent Instructions at any time once delivered in accordance with the terms herein.

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.

## **MODIFIED INDICATIVE TIMETABLE**

The indicative timetable for the Consent Solicitations is hereby amended as set out below.

<b>Date</b>	<b>Event</b>
14 March 2024	<b><i>Notice of New Meetings:</i></b> Each Notice of New Meeting to be published and delivered to the Clearing Systems for communication to Direct Participants.
4:00 p.m, London time on 28 March 2024	<b><i>Early Consent Deadline:</i></b> Final deadline for receipt by the Tabulation and Information Agent of valid Consent Instructions from Beneficial Owners in order to be eligible to receive the Early Consent Fee.
4:00 p.m, London time on 2 April 2024	<b><i>New Expiration Time:</i></b> Final deadline for receipt by the Tabulation and Information Agent of valid Consent Instructions from Beneficial Owners in respect of the New Meetings, subject to extension at the Issuer's discretion in accordance with the Consent Solicitation Memorandum.
10:00 a.m. Hong Kong time on 5 April 2024	<b><i>The New Meetings:</i></b> New Noteholder meetings for each Series of Notes to consider and, if thought fit, approve the Proposals.
On or as soon as reasonably practicable after 5 April 2024	<b><i>Announcement of Results:</i></b> Date on which the results of the Consent Solicitations are published on the Transaction Website and the websites of SGX-ST and SEHK

and delivered to the Clearing Systems for communication to Direct Participants.

***New Effective Date:***

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.

Concurrently with, and subject to, the consummation of the Transaction

***New Payment Date:***

Date on which the applicable Consent Fee is paid to the Noteholders entitled to such payment, pursuant to the terms and conditions of the Consent Solicitations.

*Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary needs to receive instructions from a Noteholder in order for that Noteholder to be able to participate in the Consent Solicitations before the applicable deadlines set out above.*

**All of the above dates are subject to earlier deadlines that may be set by the Clearing Systems or any intermediary and to the right of the Issuer to extend, re-open, amend, terminate and/or withdraw the relevant Consent Solicitations, as described in the Consent Solicitation Memorandum.**

**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](mailto: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 (<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 New 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.**