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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 pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The relevant document for Guangzhou R&F Properties Co., Ltd. (the “**Company**”) has been uploaded on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>):

- Guangzhou R&F Properties Co., Ltd. – Announcement on Major Matters and Related Progress

To comply with Rule 13.10B of the Listing Rules, the uploaded information are also published on the website “HKExnews” of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>).

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

Hong Kong, 21 October 2026

As at the date of this announcement, the executive directors of the Company are Dr. Li Sze Lim, Mr. Zhang Hui, Mr. Xiang Lijun and Mr. Zhao Feng; the non-executive directors are Ms. Zhang Lin and Ms. Li Helen; and the independent non-executive directors are Mr. Ng Yau Wah, Daniel, Mr. Wong Chun Bong and Mr. Chow Oi Wah, Fergus.

* For identification purpose only

Bond Code: 136360
Bond Code: 136361
Bond Code: 135468
Bond Code: 155061
Bond Code: 155106
Bond Code: 155405

Bond Abbreviation: H16RF4
Bond Abbreviation: H16RF5
Bond Abbreviation: H16RF6
Bond Abbreviation: H18RF8
Bond Abbreviation: H18RF1
Bond Abbreviation: H19RF2

Guangzhou R&F Properties Co., Ltd.

Announcement on Major Matters and Related Progress

All directors of the Company or persons with equivalent responsibilities warrant that the content of this announcement does not contain any false records, misleading statements or material omissions, and bear the corresponding legal responsibility for the authenticity, accuracy and completeness of the content.

Guangzhou R&F Properties Co., Ltd. (hereinafter referred to as the “Company”) hereby announces the major matters involving the Company and its subsidiaries as follows:

I. Situation of Litigation in this Announcement

In relation to the financial loan dispute between a certain bank and Guangzhou R&F Properties Co., Ltd., 廣州富宏投資諮詢有限公司 (Guangzhou Fuhong Investment Consulting Co., Ltd.*), 北京富力城房地產開發有限公司 (Beijing R&F Properties Development Co., Ltd.*), and 天津耀華房地產開發有限公司 (Tianjin Yaohua Properties Development Co., Ltd.*), the Company has disclosed the situation of the case on 31 August 2026 and 19 October 2026. For details, please refer to the website of the Shanghai Stock Exchange at www.sse.com.cn. The progress of the case is now disclosed as follows:

According to the information displayed on the National Enterprise Credit Information Publicity System, pursuant to the enforcement document (2026) Yue 01 Zhi Bao No. 956 issued by the Guangzhou Intermediate People’s Court, certain equity interests in 珠海富力房地產開發有限公司 (Zhuhai R&F Properties Development Co., Ltd.*), a project company held by the Company, have been frozen, the amount of equity frozen is RMB592 million.

Regarding the aforementioned litigation case, the Company and its relevant subsidiaries are actively communicating with relevant institutions to strive to reach appropriate solutions. The Company will continue to closely monitor the progress of relevant matters and fulfill its information disclosure obligations in a timely manner in accordance with relevant laws and regulations. Investors are advised to pay attention to investment risks.

II. New Restriction on High-level Consumption on the Company and its Legal Representative

The Company and its legal representative and chairman, Li Sze Lim, have recently been subject to restrictions on high-level consumption, as detailed below:

Case Number	Enforcement Court	Entities subject to Consumption Restriction Order	Related Persons	Summary of the Restriction
(2026) Hu 0120 Zhi Hui No. 1055	People's Court of Fengxian District, Shanghai	Guangzhou R&F Properties Co., Ltd.	Li Sze Lim	The following high-consumption and non-essential consumption behaviors are prohibited: (i) choosing airplanes, soft sleeper trains, or second-class or higher cabins on ships when traveling; (ii) engaging in high-consumption activities in star-rated hostels, hotels, nightclubs, golf courses, and other similar venues; (iii) purchasing real estate or constructing, expanding, or luxuriously renovating houses; (iv) leasing high-end office buildings,

				hotels, apartments, and other similar venues for office use; (v) purchasing vehicles that are not necessary for business operations; (vi) traveling and vacationing; (vii) sending children to high-fee private schools; (viii) paying high premiums to purchase insurance and wealth management products; (ix) taking any seats on G-series high-speed trains, first-class or higher seats on other high-speed trains, and other non-essential consumption behaviors.
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The Company is actively communicating with relevant authorities regarding the restrictions on high-level consumption. The restrictions on high-level consumption imposed on its legal representative and chairman have not yet had a significant adverse impact on its daily operations or debt repayment ability. The Company will closely monitor the progress of the case and strive to resolve the relevant issues as soon as possible, and will fulfill its information disclosure obligations in accordance with the law. Investors are advised to pay attention to investment risks.

III. The Offshore Debt Restructuring of the Company and the Related Progress

Regarding the offshore debt restructuring of the Company and the related progress, the Company has previously made disclosures on 19 December 2024, 24 January 2025, 4 March 2025, 2 April 2025, 19 May 2025, 4 August 2025, 15 September 2025, 29 September 2025, 13 October 2025, 15 October 2025, 17 November 2025, 1 December 2025 and 30 September 2026, for details, please refer to the website of the Shanghai

Stock Exchange at www.sse.com.cn. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the aforementioned announcements. The progress regarding the aforementioned matters are disclosed as follows:

1. Results of the Extraordinary Resolutions

To facilitate the smooth implementation of the Company's offshore debt restructuring, the Company has invited all holders of offshore notes to vote in favor of an extraordinary resolution to approve the change of governing law of each series of notes and relevant contractual documentation from English law to laws of Hong Kong China. As at 20 October 2026, the Extraordinary Resolutions relating to the 2025 Notes and the 2028 Notes were approved by the Requisite Majority of the respective Noteholders at duly convened and quorate Meetings. The Meeting relating to the 2027 Notes convened by the Issuer on 20 October 2026 was adjourned on account of a quorum not being achieved. Notice convening an adjourned Meeting will be given to the 2027 Noteholders in due course and in accordance with the terms of the 2027 Notes Trust Deed.

2. Progress on the Offshore Debt Restructuring and Extension of the Longstop Date

The Company and the Transaction Companies entered into an amendment agreement on 14 October 2025 to effect certain amendments to the Restructuring Support Agreement ("RSA") and the Term Sheet (the "2025 Amendment Agreement", the RSA as amended by the 2025 Amendment Agreement, the "2025 Amended RSA" and the Term Sheet as amended by the 2025 Amendment Agreement, the "2025 Amended Term Sheet").

Under the terms of the 2025 Amended RSA, the Transaction Companies may extend the Longstop Date from 31 December 2026 to 31 March 2027 at their sole discretion.

1. Progress on the Restructuring

By way of an update, the Transaction Companies have been making good progress on the Restructuring, which is to be implemented by way of a scheme of arrangement to be proposed by R&F Properties (HK) Company Limited (“R&F HK”) in Hong Kong (“Hong Kong Scheme”). R&F HK has since obtained a hearing date before the High Court of Hong Kong in respect of an application for leave of the Court to convene a meeting of creditors to consider and approve the Hong Kong Scheme. The Hong Kong Scheme Convening Hearing has been fixed to be heard on 30 October 2026, at 10 a.m. Hong Kong time.

Concurrently, the Issuer is conducting a consent solicitation exercise to amend the governing law of the Notes from English law to the laws of Hong Kong, so as to facilitate the inclusion and restructuring of the Notes under the Hong Kong Scheme (the “Governing Law Consent Solicitation”). The Governing Law Consent Solicitation commenced on 28 September 2026 and are currently ongoing, and it is anticipated that the Governing Law Consent Solicitation will be completed prior to the scheme meeting in respect of the Hong Kong Scheme.

2. Extension of the Longstop Date

While the Transaction Companies have been expeditiously making progress on the Hong Kong Scheme, further time is required for the Transaction Companies to implement the Restructuring. Accordingly, the Company announces that the Transaction Companies have, on 20 October 2026, exercised its discretion pursuant to the terms of the 2025 Amended RSA to extend the Longstop Date from 31 December 2026 to 31 March 2027.

3. Amendment and restatement of the 2025 Amended RSA

The Company hereby announces that the Transaction Companies have entered into an amendment and restatement agreement on 20 October 2026 to effect certain amendments to the 2025 Amended RSA (the “Amended and Restated RSA”), which (amongst other things) include (a) a term loan facility borrowed by Trillion Glory Limited and guaranteed by (amongst others) R&F HK (the “Hotel Loan”) as In-Scope Debt under the Hong Kong Scheme; and (b) provide for a new accession deadline (the

“Additional Debt Instrument Accession Deadline”) for lenders of the Hotel Loan (the “Hotel Lenders”) to accede to the Amended and Restated RSA and, subject to the terms of the Amended and Restated RSA, receive the Consent Fee.

The summary above provides an overview of the key changes to the 2025 Amended RSA, and is intended for informational purposes only. It is not exhaustive and does not constitute legal, financial, or investment advice. For the specific details of the modifications to the 2025 Amended RSA, Scheme Creditors should refer to the full transaction documents available on the Transaction Website and seek independent professional advice. The Transaction Companies believe that such amendments, when considered together, does not have a material adverse effect on, the interests of the Scheme Creditors and other stakeholders as a whole. The form of the Amended and Restated RSA is available on the Transaction Website (at <https://clients.dfkingltd.com/guangzhourf>). The Amended and Restated RSA shall replace the 2025 Amended RSA in its entirety.

4. Invitation to Hotel Lenders to accede to the Amended and Restated RSA

Under the terms of the Amended and Restated RSA, the Additional Debt Instrument Accession Deadline expires on 5:00 p.m. Hong Kong time on 17 November 2026. The Company invites all Hotel Lenders to review the Amended and Restated RSA as soon as possible and to accede to the Amended and Restated RSA by delivering to the Information Agent a validly completed and executed Accession Letter via the Transaction Website (<https://clients.dfkingltd.com/guangzhourf>) in respect of all of its In-Scope Debt prior to the Additional Debt Instrument Accession Deadline.

For the avoidance of doubt, holders of the Existing Notes who have validly acceded to the Amended and Restated RSA (including prior to the amendment and restatement of the RSA in this announcement) as Consenting Creditors do not need to take any action. Holders of the Existing Notes who have validly acceded to the Amended and Restated RSA (including prior to the amendment and restatement of the RSA in this announcement) as Consenting Creditors are reminded of the terms of and their obligations under the Amended and Restated RSA, which include the following:

(1) It is a condition to receiving the relevant Consent Fee pursuant to the Amended and Restated RSA that the relevant Noteholder (who is a Consenting Creditor) has complied with its obligations as set out in the Amended and Restated RSA, including the obligation to deliver a valid Consent Instruction or, as applicable, Ineligible Noteholder Instruction;

(2) Under Clause 6.4 of the Amended and Restated RSA, no Consenting Creditor shall sell, assign, novate or otherwise transfer or dispose of (whether directly or indirectly) all or any part of its legal and/or beneficial interests, rights, benefits or obligations under or in respect of any of the In-Scope Debt (including the Notes) held by it or implement any transaction of a similar or equivalent economic effect other than in accordance with Clause 6.5 of the Amended and Restated RSA;

(3) Under Clause 3.1(p) of the Amended and Restated RSA, Consenting Creditors shall not sell, transfer or otherwise dispose of, or instruct any Account Holder or Intermediary that holds an interest in the In-Scope Debt (including the Notes) on its behalf to sell, transfer or otherwise dispose of its economic and/or beneficial interest in all or any part of its Restricted Debt Instruments (including the Notes) and any additional In-Scope Debt (including the Notes) purchased or otherwise acquired by that Consenting Creditor after the date of the Amended and Restated RSA or its Accession Letter (as applicable) unless the transfer has been made in accordance with Clause 6 of the Amended and Restated RSA; and

(4) Consenting Creditors are required under Clause 3.1(q) of the Amended and Restated RSA to notify the Transaction Companies via the Information Agent of any purported change (whether an increase or decrease) to its holdings of Restricted Debt Instruments (including the Notes) as soon as reasonably practicable, and in any event within five (5) Business Days from the date of such change. In order to effect a Transfer under the Amended and Restated RSA, Consenting Creditors should:

a) deliver a validly completed Transfer Notice to the Information Agent via email to GuangzhouRF@dfkingltd.com;

b) provide the Information Agent with evidence of the Transferor and

Transferee's positions in the Restricted Debt Instruments through either of the following means:

i. provide evidence of holdings from both the Transferor and the Transferee to the Information Agent via email to GuangzhouRF@dfkingltd.com (this can be in the same email that delivers the Transfer Notice to the Information Agent); or

ii. provide confirmation to the Information Agent that the existing custody instructions from the Transferor have been cancelled, if submitted previously for Governing Law Consent Solicitation, and new custody voting and/or blocking instructions submitted by the Transferee in connection with the Governing Law Consent Solicitation,

c) deliver a validly updated Accession Letter via the Transaction Website.

For details of the above Restructuring matters, please refer to:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2026/1020/2026102001303.pdf> and
<https://www1.hkexnews.hk/listedco/listconews/sehk/2026/1020/2026102001559.pdf>

The aforementioned offshore debt restructuring is not expected to have any material adverse impact on the normal business operations and onshore bond repayment ability of the Company. The Company will continue to pay close attention to the progress of the above matters and fulfill its information disclosure obligations in accordance with relevant laws and regulations.

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Guangzhou R&F Properties Co., Ltd.

21 October 2026