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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**”), the overseas regulatory announcement of the Company dated 14 March 2024 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 results of the Consent Solicitations, 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, 5 April 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 RESULTS OF THE CONSENT SOLICITATIONS

by

**EASY TACTIC LIMITED**  
**怡略有限公司**

### RELATING TO THE FOLLOWING NOTES

Description of Debt Securities	ISIN	Maturity Date
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, 13 March 2024 and 14 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.

### RESULTS OF THE CONSENT SOLICITATIONS

The Issuer is pleased to announce that, in respect of each Series of Notes, (i) the Extraordinary Resolution was approved by the requisite majority of Noteholders at a duly convened and quorate New Meeting held on 5 April 2024, and the Consent Conditions have been satisfied; and (ii) the Amendment

Documents giving effect to the Proposed Amendments were executed on 5 April 2024. The Amendment Documents have become effective upon execution, but shall only become operative upon (i) the consummation of the Transaction and (ii) payment of the Consent Fee.

Subject to the terms and conditions of the Consent Solicitations and the consummation of the Transaction, the Issuer expects to make payment of the Consent Fee concurrently with consummation of the Transaction.

## **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.

5 April 2024