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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 company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2777)**

### **NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING**

**Notice is hereby given** that the second extraordinary general meeting (the “2nd EGM”) of Guangzhou R&F Properties Co., Ltd. (the “Company”) for 2014 will be held at 11:00 a.m. on Thursday, 23 October 2014 at the Conference Room, 54/F., R&F Center, No.10 Huaxia Road, Pearl River New Town, Guangzhou, the PRC, to consider and if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 22 September 2014:

#### **AS SPECIAL RESOLUTIONS**

1. “**THAT** each of the following proposed items in respect of the proposed issue of the Domestic Medium Term Notes in the PRC be and is hereby individually approved (subject to registration with the National Association of Financial Market Institutional Investors and the conditions of the bonds market in the PRC):

- (i) Issuer: Guangzhou R&F Properties Co., Ltd.;
- (ii) Place of issue: the PRC;
- (iii) Size of issue: Not exceeding RMB7.0 billion;
- (iv) Maturity: 3 to 10 years;
- (v) Use of proceeds: To be used for the development of ordinary commodity housing projects, to replenish working capital of the Company, and to repay the bank loans for welfare housing projects and ordinary commodity housing projects;

- (vi) Method of issue: To be underwritten by registered financial institution(s) in the PRC engaged by the Company; and
  - (vii) Target investors: Investors of the Inter-bank Bond Market in the PRC (save for investors who are prohibited by the laws and regulations from investing in such instruments).”
2. “**THAT** the board of directors of the Company be and is hereby authorised to deal with all matters in connection with the issue of the Domestic Medium Term Notes in the PRC, including but not limited to the following:
- (i) implement a specific plan for the issue of the Domestic Medium Term Notes according to market conditions, including but not limited to the timing of issue, issue size, issue price, maturity, whether to issue the Domestic Medium Term Notes in tranches and their respective size and maturity, interest rate and method of determination, conditions for redemption or repurchase, rating arrangement, guarantees, the terms of the issue and trading of the Domestic Medium Term Notes, other terms of the Domestic Medium Term Notes and all other matters relating to the issue of the Domestic Medium Term Notes;
  - (ii) determine the final use of the proceeds in accordance with the needs of the Company;
  - (iii) decide and appoint intermediaries for the proposed issue of the Domestic Medium Term Notes;
  - (iv) apply to the relevant PRC regulatory authorities to issue the Domestic Medium Term Notes and make appropriate adjustments to the plan for the issue and terms of the Domestic Medium Term Notes in accordance with the feedback (if any) from the relevant PRC regulatory authorities;
  - (v) deal with any matters relating to the issue of the Domestic Medium Term Notes, make application for the necessary approval and registration with the competent authority, to execute necessary legal document in respect of the issue of the Domestic Medium Term Notes and to deal with matters relating to the registration and listing of the Domestic Medium Term Notes for the Company and to make appropriate disclosure;
  - (vi) approve, confirm and ratify the actions and steps taken by the Board with respect to the issue of the Domestic Medium Term Notes; and
  - (vii) take all necessary actions to determine and make arrangements for all matters relating to the proposed issue and listing of the Domestic Medium Term Notes, including exercising discretion to delay or temporarily suspend the issue of the Domestic Medium Term Notes should such event of force majeure or other situations make the issue of the Domestic Medium Term Notes difficult or would not be beneficial to the Company even if it could be issued.

The authority granted to the Board to deal with the above matters will take effect from the date of the passing of this resolution at the 2nd EGM until all the authorized matters in relation to the issue of the Domestic Medium Term Notes have been completed.”

3. “**THAT** approval be granted to the Company to extend guarantee up to an amount of RMB40 billion in aggregate on behalf of the Company’s subsidiaries when any of the following circumstances exists:
- (i) total external guarantees (including guarantees to subsidiaries) of the Company and its subsidiaries exceed 50% of the latest audited net assets value;
  - (ii) total external guarantees (including guarantees to subsidiaries) of the Company exceed 30% of the latest audited total assets value;
  - (iii) the debt to asset ratio of the subsidiary for which guarantee is to be provided is over 70%; or
  - (iv) the guarantee to be provided to a subsidiary exceed 10% of the Company’s latest audited net assets value.

Guarantees so extended will have to be confirmed at the next annual general meeting of the shareholders of the Company.”

4. “**THAT** approval be granted to amend paragraph 2 of Article 13 of the Articles of Association as follow:

The scope of business of the Company includes property development, property consultation services, warehousing services, premises leasing, production, processing and wholesaling of wooden doors, aluminum and alloy windows, metal accessories and kitchen cabinets, decoration works, hotel management, hotel facilities and hotel services, food and beverage, lodging, car park operation, exhibition and venue rental, conferencing services, gymnasium and SPA operation, merchandise consignment and furnished shop (retail only) leasing.”

#### **AS ORDINARY RESOLUTION**

5. “**THAT** approval is hereby granted to the shareholders of the domestic shares of the Company to transfer their domestic shares.”

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

Hong Kong, 22 September 2014

*Notes:*

1. The holders of the Company's H Shares are reminded that pursuant to the Articles of Association of the Company and for determining the right of shareholders to attend and vote at the 2nd EGM, the register of the shareholders of the Company shall be closed from 17 October 2014 to 23 October 2014 (both days inclusive), during which period, no transfer of shares will be registered. Shareholders, who intend to attend the 2nd EGM, must deliver their instruments of transfer together with the relevant share certificates to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 16 October 2014.
2. Any shareholder of the Company entitled to attend and vote at the 2nd EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Company. Where a shareholder of the Company appoints more than one proxy, his proxies can only vote in a poll.
3. To be valid, the proxy form is to be used by shareholder of the Company (both Domestic Share and H Share) wishing to appoint a proxy and, if such proxy form is signed by a person authorized by a shareholder pursuant to a power of attorney or other instruments, a notarized copy of that power of attorney or other instrument must be delivered together with the proxy form to the Company or the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the commencement of the EGM.
4. Shareholders who intend to attend the 2nd EGM, are required to return the notice of attendance to the Company no later than 4:30 p.m. on 3 October 2014 (20 days before the date of meeting).
5. A shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or governing body of such shareholder.
6. In accordance with the Company's Articles of Association, where there are joint registered shareholders, only the first named shareholder in the register of shareholders has the right to receive this notice, attend the 2nd EGM and exercises the voting right in relation to the relevant shares.
7. The 2nd EGM is expected to last for about half a day. Shareholders of the Company or their proxies attending the 2nd EGM shall be responsible for their own transportation, food and lodging.

*As at the date of this announcement, the executive directors of the Company are Mr. Li Sze Lim, Mr. Zhang Li, Mr. Zhou Yaonan and Mr. Lu Jing; the non-executive directors are Ms. Zhang Lin and Ms. Li Helen; and the independent non-executive directors are Mr. Huang Kaiwen, Mr. Lai Ming Joseph and Mr. Zheng Ercheng.*

*\* For identification purpose only*