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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you have sold or transferred** all your shares in GUANGZHOU R&F PROPERTIES CO., LTD. (廣州富力地產股份有限公司), you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED ISSUE OF DOMESTIC MEDIUM TERM NOTES IN THE PRC  
ADDITIONAL APPROVAL FOR GUARANTEES EXTENDED ON BEHALF  
OF SUBSIDIARIES**

**AMENDMENT TO THE ARTICLES OF ASSOCIATION  
SHAREHOLDERS' RESOLUTION ON THE TRANSFER OF  
DOMESTIC SHARES**

**AND**

**NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING**

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A notice convening the 2nd EGM to 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, is set out on pages 10 to 13 of this circular. Whether or not shareholders are able to attend the said meeting, they are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and deliver the form to the Company's share registrar for H Shares, Computershare Hong Kong Investors Services Limited, at 17M/F., Hopewell Centre, 183 Queen's Road East, Hong Kong, or in the case of holders of Domestic Shares, to the Company's registered address, at 45/F., R&F Center, No.10 Huaxia Road, Pearl River New Town, Guangzhou, the PRC (Postal Code 510623), not less than 24 hours before the time designated for the commencement of the said meeting (i.e. Wednesday, 22 October 2014). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the extraordinary general meeting or any adjourned meeting should they so desire.

22 September 2014

\* for identification purpose only

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
 <b>LETTER FROM THE BOARD</b>	
I. Introduction .....	3
II. Proposed Issue of Domestic Medium Term Notes in the PRC .....	4
III. Additional Approval For Guarantees Extended on Behalf of Subsidiaries .....	6
IV. Amendment to the Articles of Association .....	7
V. Shareholders' Resolution on the Transfer of Domestic Shares .....	7
VI. Recommendation .....	7
VII. Second Extraordinary General Meeting .....	8
VIII. Book Close Period .....	8
IX. Responsibility Statement .....	8
X. General Information .....	9
 <b>APPENDIX – NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING</b> .....	 10

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“2nd EGM”	the second extraordinary general meeting of the Company for 2014 to 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;
“Articles of Association”	the articles of association of the Company;
“Board”	the Board of Directors of the Company;
“Company”	Guangzhou R&F Properties Co., Ltd. (廣州富力地產股份有限公司), a joint stock company incorporated in the People’s Republic of China with limited liability and listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Domestic Medium Term Notes”	medium term notes to be issued by the Company in the PRC, the terms of which are summarised in this circular and will be registered with the National Association of Financial Markets Institutional Investors pursuant to the requirements of the Administrative Rules on Debt Financing Instruments for Non-financial Enterprises on the Inter-bank Bond Market 《銀行間債券市場非金融企業債務融資工具管理辦法》;
“Domestic Share(s)”	ordinary shares in the capital of the Company, with a nominal value of RMB0.25 each, which are subscribed for and credited as fully paid up in Renminbi;
“H Share(s)”	ordinary shares in the capital of the Company listed on the Stock Exchange, with a nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“NAFMI”	the National Association of Financial Markets Institutional Investors;
“PRC”	the People’s Republic of China;

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholders”	shareholders (both Domestic Shares and H Shares) of the Company;
“Shares”	shares (both Domestic Shares and H Shares) of the Company; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Li Sze Lim  
Mr. Zhang Li  
Mr. Zhou Yaonan  
Mr. Lu Jing

*Registered Office, head office and  
principal place of business:*

R&F Center  
No. 10 Huaxia Road  
Pearl River New Town  
Guangzhou  
PRC

*Non-executive Directors:*

Ms. Zhang Lin  
Ms. Li Helen

*Independent Non-executive Directors:*

Mr. Huang Kaiwen  
Mr. Lai Ming, Joseph  
Mr. Zheng Ercheng

Dear Sir or Madam,

**PROPOSED ISSUE OF DOMESTIC MEDIUM TERM NOTES IN THE PRC  
ADDITIONAL APPROVAL FOR GUARANTEES EXTENDED ON BEHALF  
OF SUBSIDIARIES**

**AMENDMENT TO THE ARTICLES OF ASSOCIATION  
SHAREHOLDERS' RESOLUTION ON THE TRANSFER OF  
DOMESTIC SHARES**

**AND**

**NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2nd EGM with regard to the proposed issue of Domestic Medium Term Notes in the PRC, the additional approval for guarantees extended on behalf of subsidiaries, the amendment to the Articles of Association, the transfer of Domestic Shares and the notice for convening the 2nd EGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED ISSUE OF DOMESTIC MEDIUM TERM NOTES IN THE PRC

#### 1. Background

Reference is made to the Company's announcement of 19 September 2014.

In anticipation of the approval to be granted by the regulatory authorities in the PRC with respect to the issue of medium term notes in the inter-bank market by listed properties enterprises, the Company intends to apply for registration with the NAFMI pursuant to the requirements of the Company Laws of the PRC and the Administrative Rules on Debt Financing Instruments for Non-financial Enterprises on the Inter-bank Bond Market for the issuance of the Domestic Medium Term Notes. The proceeds raised will be used for the development of ordinary commodity housing projects which are supported by the policy of the State, to replenish the working capital of the Company, and to repay the bank loans for welfare housing projects and ordinary commodity housing projects.

Pursuant to Article 87 of the Articles of Association, the issuance of the Domestic Medium Term Notes is subject to the approval of the Shareholders by way of a special resolution and the registration of the issue with the NAFMI.

#### 2. Proposed Issue of Domestic Medium Term Notes

Details of the Domestic Medium Term Notes to be issued are as follows:–

- (i) Issuer : the Company;
- (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 project;
- (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 any investors who are prohibited by the laws and regulations from investing in such instruments).

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## LETTER FROM THE BOARD

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### 3. **Granting of authority to the Board to deal with matters relating to the issue of the Domestic Medium Term Notes**

To ensure the proper issue of the Domestic Medium Term Notes, it is proposed that a special resolution be passed by the Shareholders generally and unconditionally at the 2nd EGM to authorize the Board to handle all matters relating to the proposed issue of the Domestic Medium Term Notes, 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 for 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 for the issue of 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 documents 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 the 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.

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## LETTER FROM THE BOARD

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

#### **4. Reasons for the Proposed Issue of Domestic Medium Term Notes**

The proposed issue of the Domestic Medium Term Notes by the Company is to broaden the source of financing and the Company intends to use the proceeds from the issue of the Domestic Medium Term Notes to improve the debt structure of the Company, reduce finance costs, facilitate sustainable and steady development of the Company and support the strategic development and financing needs of the Company in the coming years.

### **III. ADDITIONAL APPROVAL FOR GUARANTEES EXTENDED ON BEHALF OF SUBSIDIARIES**

Pursuant to special resolution no. 8 passed by the Shareholders at the 2013 annual general meeting held on 29 May 2014, the Company is authorized to extend guarantee up to an amount of RMB30 billion in aggregate on behalf of the Company's subsidiaries when any of the following circumstances exist:

- (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 extended will have to be confirmed at the next annual general meeting of the Company.

Based on the Company's updated financing plan, it is proposed to seek from the Shareholders an approval to increase the limit of the above guarantee to RMB40 billion to ensure the proper management of working capital of the Group.



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## LETTER FROM THE BOARD

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### IV. AMENDMENT TO THE ARTICLES OF ASSOCIATION

In order to undertake certain business activities ancillary to the hotel operation of the Company, it is necessary to add to the business scope of the Company such activities including 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.

In this connection, it is proposed to amend paragraph 2 of Article 13 of the Articles of Association to: “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.”

### V. SHAREHOLDERS’ RESOLUTION ON THE TRANSFER OF DOMESTIC SHARES

Article 24 of the Articles of Association provides that “unless otherwise provided by laws and administrative regulations, the shares of the Company are freely transferrable without any pledge attached thereto”, and therefore no approval from Shareholders is required for the transfer of Domestic Shares. However, when completing the procedures for the transfer of Domestic Shares in practice, the relevant government authority would normally require the provision of documents including a resolution of the Shareholders consenting to such transfer of Shares. The Company therefore proposes to seek such a resolution from the Shareholders for record purpose to facilitate the efficient transfer of Domestic Shares in the future.

### VI. RECOMMENDATION

The Directors consider that the resolutions with regard to (1) the proposed issue of the Domestic Medium Term Notes, (2) the additional approval for guarantees extended on behalf of subsidiaries, (3) the amendment to the Articles of Association and (4) the transfer of Domestic Shares are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the resolutions set out in the notice of the 2nd EGM.

In addition to the approval by the Shareholders at the 2nd EGM, the proposed issue of the Domestic Medium Term Notes is also subject to the registration with the NAFMI and market conditions. Accordingly, the proposed issue of the Domestic Medium Term Notes may or may not materialize. **Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.**

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## LETTER FROM THE BOARD

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### VII. SECOND EXTRAORDINARY GENERAL MEETING

The 2nd EGM will be convened to approve the abovementioned matters by special resolution or ordinary resolution as appropriate. The notice for convening the 2nd EGM to 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, is set out on pages 10 to 13 of this circular.

According to Rule 13.39(4) of the Listing Rules, the voting on all the resolutions at the 2nd EGM will be taken by poll.

No Shareholder is interested in the resolutions to be proposed at the 2nd EGM, no Shareholder is required to abstain from voting for any of the resolutions proposed at the 2nd EGM.

Holders of H Share who wish to appoint a proxy to attend the 2nd EGM are requested to complete and sign the proxy form in accordance with the instructions contained therein, and deliver the proxy form to the Company's share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at 17M/F., Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time designated for the commencement of the 2nd EGM (i.e. Wednesday, 22 October 2014). For holders of Domestic Shares, please deliver the proxy form to the Company registered address, 45/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, the PRC (Postal Code 510623).

### VIII. BOOK CLOSE PERIOD

The register of members of the H Shares will be closed from 17 October 2014 to 23 October 2014 (both days inclusive) in accordance with the Articles of Association. During such period, no transfer of H 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 Center, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 October 2014.

### IX. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### X. GENERAL INFORMATION

- (1) This circular does not constitute an offer or an invitation to induce an offer by any person to acquire, subscribe for or purchase any securities of the Company.
- (2) In case of discrepancy between the English and Chinese version of this circular, the English version will prevail.

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

Hong Kong, 22 September 2014

\* *For identification purpose only*



**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*