

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting (“AGM”) of Guangzhou R&F Properties Co., Ltd. (the “**Company**”) will be held at 11:00 a.m. on Monday, 27 June 2016 at the Conference Room, 54/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, the PRC to consider, approve and authorise the following matters:

I ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “**Board**”) of the Company for the year ended 31 December 2015.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2015.
3. To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2015.
4. To consider and declare a final dividend for the year ended 31 December 2015 of RMB0.9 per share.
5. To consider and re-appoint PricewaterhouseCoopers as auditor of the Company, and to authorize the Board to fix the remuneration of the auditor.
6. To authorize the Board to decide on matters relating to the payment of interim dividend for the six months ended 30 June 2016.
7. To consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the domestic auditor and the reporting accountant for preparing for the Company accountant’s report and other reports required for the listing in 2016.

II SPECIAL RESOLUTIONS

To consider and approve the following special resolutions with or without amendments:

8. To consider and approve in the ordinary course of business, the Company to extend guarantees on behalf of subsidiaries and extend guarantees on behalf of associates and joint ventures on shareholding proportionate (including the extension of external guarantees by the subsidiaries), the guarantees shall be up to an amount of RMB40 billion in aggregate, under any of the conditions below from the date of passing of this special resolution until the next annual general meeting:
 - (a) total external guarantees of the Company and its subsidiaries reach or exceed 50% of their latest audited net assets value;
 - (b) total external guarantees of the Company reach or exceed 30% of its latest audited total assets value;
 - (c) the debt to asset ratio of the guaranteed subsidiary exceeds 70%; or
 - (d) the single guarantee to be provided to a subsidiary exceeds 10% of the Company's latest audited net assets value.

Subject to the approval for the guarantees above by the Shareholders at the general meeting, each singular external guarantee not more than RMB2 billion shall be approved by the chairman. The authorization to sign relevant documents shall be granted to the chairman.

Guarantees extended on behalf of subsidiaries and extended on behalf of associates and joint ventures on shareholding proportionate each year will have to be ratified at the annual general meeting for that year.

9. To consider and approve the guarantees extended pursuant to special resolution no. 8 of the 2014 annual general meeting, the guarantees extended on behalf of subsidiaries in 2015 is set out in Appendix I of this circular.

10. **“That:**

- 1) an unconditional and general mandate be granted to the Board to issue, allot and deal in additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to enter into offers and agreements or to grant options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period enter into offers and agreements or to grant options which may require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with by the Board pursuant to such mandate shall not exceed (i) 20% of the aggregate nominal amount of Domestic Shares in issue at the date of passing this resolutions; and (ii) 20% of the aggregate nominal amount of H Shares in issue, at the date of passing this resolutions; and

- (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China (“**PRC**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and only if all necessary approvals from the China Securities Regulatory Commission (the “**CSRC**”) and/or other relevant PRC authorities are obtained;
- 2) contingent on the Board resolving the issue of shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of new shares, including without limitation, the class and number of shares to be issued, the issue price, the period of issue and the number of new shares to be issued to existing shareholders, if any;
 - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong of the PRC and other authorities; and
 - (c) increase the registered capital of the Company in accordance with the addition of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of the registered capital of the Company with the relevant authorities in the PRC and to make such amendments to the Articles of Association of the Company (the “**Articles of Association**”) as the Board thinks fit so as to reflect the increase in the registered capital of the Company.
- 3) for the purpose of this resolution:

“Domestic Shares” means 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 Shares” means the ordinary shares in the capital of the Company listed on the main board of the Stock Exchange, with a nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars.

“Relevant Period” means the period from the passing of this resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the 12-month period after the passing of this resolution; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by passing a special resolution by the Shareholders at the general meeting.”

11. **“To consider and approve** the extension of the validity period of applying for the initial public offering and listing of Renminbi ordinary shares (A Shares) within the territory of the PRC.

As the Company convened the extraordinary general meeting, H Share Shareholders Class Meeting and Domestic Share Shareholders Class Meeting on 12 August 2015, the resolution of the Issue Plan in respect of Applying for the Initial Public Offering and Listing of Renminbi Ordinary Shares (A Shares) within the Territory of the PRC 《關於申請在中國境內首次公開發行人民幣普通股(A股)股票並上市的具體發行方案的議案》 was considered and approved. The resolution will be expired shortly, therefore the approval for the extension of the abovementioned resolution is needed to be granted by the shareholders in the AGM. The extension of the validity period shall fall within 12 months since the resolution is considered and approved in the AGM and subsequent Class Meetings (whichever is later).

The Company proposes to apply for the initial public offering and listing of Renminbi ordinary shares (A Shares) on the CSRC. The details are as follows:

- 1) Class of shares: Renminbi ordinary shares (A Shares);
- 2) Place of listing: Shanghai Stock Exchange or Shenzhen Stock Exchange;
- 3) Issuer: The Company;
- 4) No. of shares to be issued: Shall not exceed 1.07 billion shares in aggregate through public offering of new shares by the Company.

The final number of A Shares to be issued and the structure of the A Shares offering shall be determined by the Board based on the authority granted by the shareholders' in the AGM and Class Meetings and subject to the authorization of the CSRC or the other relevant regulatory authorities of the PRC;

- 5) Nominal value of the shares to be issued: A Shares of RMB0.25 each;
- 6) Target subscriber: Qualified participants in the price consultation process and domestic natural or legal persons investors who have opened accounts with the Shanghai Stock Exchange or the Shenzhen Stock Exchange (except those prohibited from subscribing by PRC laws or administrative regulations or other regulatory requirements which the Company is subject);

- 7) Issue price: Based on market condition and the actual situation of the Company, the Board as authorized by the Company's AGM and Class Meetings, together with the lead underwriter(s), will adopt the method of issue specified in accordance with the Measures on the Administration of Securities Offering and Underwriting 《證券發行與承銷管理辦法》 Decree No. 98 issued by the CSRC; or other methods specified by relevant authorities of the PRC;
- 8) Method of issue: By a combination of conducting offline placing market inquiry to the investors in the price consultation process and online subscription pricing method, or other methods approved by the CSRC or the other relevant regulatory authorities in the PRC (the Board shall decide based on the regulatory requirements of the relevant regulatory authorities of the PRC and other market factors);
- 9) Underwriting method: Standby underwriting method;
- 10) Use of proceeds: The Company issued domestic Renminbi ordinary shares (A Shares) to raise funds not more than RMB35 billion, after net of issue cost, which will be used for the following purpose:
- Beijing R&F New Town, estimated proceeds to be used — approximately RMB9 billion;
- Tianjin R&F New Town, estimated proceeds to be used — approximately RMB7 billion;
- Shanghai Hongqiao project, estimated proceeds to be used — approximately RMB5.5 billion;
- Meizhou R&F City, estimated proceeds to be used — approximately RMB3 billion;
- Harbin R&F City, estimated proceeds to be used — approximately RMB2.5 billion;
- Beijing R&F Tongzhou Yunhe No. 10, estimated proceeds to be used — approximately RMB4 billion;
- Nanjing R&F Shangyue Court, estimated proceeds to be used — approximately RMB2 billion;
- Wuxi R&F No. 10, estimated proceeds to be used — approximately RMB1 billion;
- Foshan R&F Plaza, estimated proceeds to be used — approximately RMB1 billion.

If the actual proceeds raised by the issue, after net of issue cost, is less than the aggregate proposed capital contribution raised for the abovementioned projects, the Board of the Company will make the appropriate adjustments to the order and amount of the contribution of the proceeds raised for the abovementioned projects according to the actual needs of the projects, on the conditions that there will be no change in investment projects. In case the actual proceeds raised are less than that required, the Company will raise the difference itself. Before the actual receipt of the proceeds to be raised, the Company may, depending on the actual conditions of the progress of the investment projects to be invested, finance these projects using self-raised funds which will be replaced with the proceeds raised later according to the relevant regulations and rules;

- 11) Plan on the allocation of accumulated profits prior to the issue: After the completion of the Issue, all the new and old shareholders of the Company shall be entitled to the allocation of the accumulated undistributed profits of the Company prior to the issue date according to their equity interest ratios after this issue; and
- 12) Effective period of the resolution: Within 12 months from the date on which it is approved by the AGM or subsequent Class Meetings of the shareholders (whichever is later).”
12. **“To consider and approve** the extension of the validity period of authorizing the Board to handle matters in relation to the initial public offering and listing of Renminbi ordinary shares (A Shares) with full authority.

As the Company convened the extraordinary general meeting, H Share Shareholders Class Meeting and Domestic Share Shareholders Class Meeting on 12 August 2015, the resolution in respect of authorizing the Board by the Shareholders at the general meeting to handle matters in relation to the Initial Public Offering and Listing of Renminbi Ordinary Shares (A Shares) with full authority 《關於提請股東大會授權董事會全權辦理首次公開發行人民幣普通股(A股)股票並上市等具體事宜的議案》 was considered and approved. The resolution will be expired shortly, therefore the approval for the extension of the abovementioned resolution is needed to be granted by the shareholders in the AGM. The extension of the validity period shall fall within 12 months since the resolution is considered and approved in the AGM and subsequent Class Meetings (whichever is later).

In order to facilitate the issue and listing of A Shares, it is proposed that authority be granted by the shareholders in the AGM to the Board which includes but not limited to the followings:

- 1) In accordance with the relevant requirements of the relevant laws and regulations and the relevant securities regulations, the approval of the CSRC and other relevant regulatory authorities of the PRC, the current conditions of the the PRC securities market and the proposal in relation to the issue and listing of A Shares

approved by the shareholders in the AGM and Class Meetings, be authorized for determining the detailed plan of the issue and listing of A Shares, which include but not limited to, the issue time, number of A Shares to be issued, issue price and price determination method, issue structure, target subscribers of A Shares, issue methods, nominal value of the issue, the stock exchange for listing, over-allotment, strategic placing, ratios of online and offline subscription, specific subscription methods and relevant matters;

- 2) To handle the reporting and application matters regarding the issue and listing of A Shares, which include but not limited to, the handling of the approval, registration, filing, approval, consent, registration and other formalities with the relevant government authorities, regulatory authorities and the related stock exchange, securities registration and clearing organization regarding the issue and listing of A Shares; approving, signing, executing, amending or completing any agreements, contracts or mandatory documents (include but not limited to letter of intent of issue of shares, prospectus, sponsorship agreement, underwriting agreement, listing agreement, service agreements with the intermediaries, all types of announcements and notices to shareholders etc.) related to the issue and listing of A Shares;
- 3) To make adjustments and changes to the matters involved in the issue and listing of A Shares based on the implementation situations, market conditions, policy adjustments and the opinion of the government and regulatory authorities involved in the issue and listing of A Shares; if there are changes in the policy related to the initial public offering of A Shares, then to adjust and continue to handle the matters of the issue and listing of A Shares according to the new policy;
- 4) To make the necessary or appropriate amendments to the articles of association, rules of procedures and internal rules which are necessitate by the issue and listing of A Shares, and handle the matters related to the approval by the relevant government regulatory authorities, industry and commerce changes registration and the related filing and registration;
- 5) To make necessary or appropriate amendments to the articles of association, rules of procedures and internal rules if they are inconsistent with the regulatory rules or documents issued by the CSRC and/or the relevant stock exchange, or in accordance with the opinion of the CSRC and/or the relevant stock exchange;
- 6) To handle all the matters regarding the use of the proceeds from the issue of A Shares, which include but not limited to, designate bank account for deposit of proceeds, making adjustments and changes of related matters according to the actual situations or the opinion of the relevant government departments during the process of using the proceeds in the projects, making adjustments to the investment projects covered by the use of proceeds within the scope of requirements of the laws and regulations and the resolution of the shareholders in the AGM and Class Meetings according to the requests of the relevant regulatory departments and the actual situations of the market; to handle relevant work involved in investing the proceeds in projects of the public offering, sign material contracts and other relevant legal documents in connection with the use of proceeds in the investment projects of the public offering;

- 7) To engage relevant intermediaries and determine their fees and other A Shares issuing and listing expenses;
- 8) To handle all matters and taking the necessary expedient or applicable actions connected with the issue and listing of A Shares within the scope permitted by the relevant laws and regulations;
- 9) To decide the stock exchange in which the A Shares are to be listed according to the requirements of the relevant regulatory departments of the PRC and other factors, and to handle all matters of the listing of A Shares in that stock exchange; and
- 10) The authorization shall be valid for 12 months from the date on which it is approved by the shareholders in the AGM and Class Meetings.”

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

29 April 2016, Hong Kong

Notes:

1. The Register of Members of the Company will be closed for the following period:

The holders of the Company’s H Shares are reminded that pursuant to the Articles of Association and for determining the right of shareholders to attend and vote at the AGM, the register of the shareholders of the Company shall be closed from Friday, 27 May 2016 to Monday, 27 June 2016 (both days inclusive), during which period, no transfer of shares will be registered. Shareholders, who intend to attend the AGM, must deliver their instruments of transfer together with the relevant share certificates and form of transfer 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 Thursday, 26 May 2016.

For the purpose of determining shareholders who qualify for the final dividend, the Register of Members of the Company will be closed from Monday, 4 July 2016 to Friday, 8 July 2016 (both days inclusive). In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Room 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 30 June 2016.

2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a shareholder of the Company. Where a shareholder of the Company appoints more than one proxy, his/her 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 authority, a notarized copy of that power of attorney or other authority 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 AGM.
4. Shareholders who intend to attend the AGM, are required to return the notice of attendance to the Company no later than 4:30 p.m. on 6 June 2016 (20 days before the date of meeting).

5. A shareholder or his/her/its proxy shall produce proof of identity when attending the AGM. If a corporate shareholder appoints its representative to attend the meeting, such representative shall produce proof of identity and a copy of the resolution of the Board or governing body of such shareholder.
6. In accordance with the 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 AGM and exercises the voting right.
7. The AGM is expected to last for about half a day. Shareholders of the Company or their proxies attending the AGM 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. Lai Ming, Joseph and Mr. Zheng Ercheng and Mr. Ng Yau Wah, Daniel.

* *For identification purpose only*