

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)

**Poll Results at the 2015 Annual General Meeting, H Share Shareholders Class Meeting and Domestic Share Shareholders Class Meeting
Held on 27 June 2016 and
Payment of the Final Dividend**

- The board of directors announces that at the 2015 Annual General Meeting, H Share Shareholders Class Meeting and Domestic Share Shareholders Class Meeting held on 27 June 2016, all resolutions proposed were duly passed.
- Final Dividend for the year ended 31 December 2015 of RMB0.9 per share will be paid on or before 20 July 2016.

Poll Results at the 2015 Annual General Meeting

Reference is made to the circular of Guangzhou R&F Properties Co., Ltd. (the “**Company**”) dated 29 April 2016 (the “**Circular**”) and the notice of the 2015 annual general meeting dated 29 April 2016 (the “**AGM Notice**”). The Company is pleased to announce the results of voting taken by way of poll pursuant to Rule 13.39(5) of the Listing Rules at the 2015 annual general meeting (the “**2015 AGM**”) of the Company held at 11:00 a.m. on 27 June 2016. Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular and the AGM Notice.

The meeting was convened in accordance with the requirements of the Company Law of the People's Republic of China and the articles of association of the Company. All resolutions proposed were duly passed as ordinary resolutions or special resolutions, as the case may be, in the 2015 AGM.

The Company is pleased to announce the poll results in respect of the ordinary resolutions or special resolutions proposed at the 2015 AGM held on 27 June 2016 as follows:

Ordinary Resolutions	Number of Votes cast of the 2015 AGM (approximate % of total number of votes cast)*	
	For (%)	Against (%)
1. To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2015	2,671,537,070 shares 99.99%	222,800 shares 0.01%
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2015	2,671,497,870 shares 99.99%	222,800 shares 0.01%
3. To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2015	2,671,537,070 shares 99.99%	222,800 shares 0.01%
4. To consider and declare a final dividend for the year ended 31 December 2015 of RMB0.9 per share	2,672,220,670 shares 100%	0 share 0%
5. To consider and re-appoint PricewaterhouseCoopers as auditor of the Company, and to authorize the Board to fix the remuneration of the auditor	2,671,950,270 shares 99.99%	270,400 shares 0.01%
6. To authorize the Board to decide on matters relating to the payment of interim dividend for the six months ended 30 June 2016	2,672,220,670 shares 100%	0 share 0%
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	2,671,950,270 shares 99.99%	270,400 shares 0.01%
Special Resolutions	Number of Votes cast of the 2015 AGM (approximate % of total number of votes cast)*	
	For (%)	Against (%)
8. To consider and approve 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	2,356,147,784 shares 88.38%	309,892,077 shares 11.62%
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	2,431,335,738 shares 91.20%	234,704,123 shares 8.80%
10. To grant an unconditional and general mandate to the Board to issue, allot and deal in additional shares in the capital of the Company and to authorize the Board to execute all such relevant documents and to make necessary amendments to the Articles of Association	2,347,616,148 shares 87.85%	324,604,522 shares 12.15%
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	2,653,133,680 shares 99.29%	19,086,990 shares 0.71%
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	2,653,426,080 shares 99.30%	18,794,590 shares 0.70%

* All percentages were rounded to 2 decimal places

As at the date of the 2015 AGM, the total number of issued shares of the Company was 3,222,367,344 Shares of which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the 2015 AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the ordinary resolutions or special resolutions at the 2015 AGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the holders to abstain from voting at the 2015 AGM under the Listing Rules.

Payment of the Final Dividend

Reference is made to the 2015 annual results announcement of the Company dated 11 March 2016 and the announcement in relation to the expected final dividend payment date dated 26 April 2016, the proposed final dividend for the year ended 31 December 2015 of RMB0.9 per share (the “**Final Dividend**”) will be paid on or before 20 July 2016.

The board of directors (the “**Board**”) of the Company is pleased to announce that the proposed Final Dividend was approved by the shareholders in the 2015 AGM. The details of the payment of the Final Dividend will be as follows:

The Company will pay the Final Dividend of RMB0.9 per share for the year ended 31 December 2015 on or before 20 July 2016 to shareholders whose names appeared on the register of members of the Company at the close of business on 8 July 2016 (the “**Record Date**”). The H Share register of members of the Company will be closed from 4 July 2016 (Monday) to 8 July 2016 (Friday), both days inclusive.

According to the Company’s article of association, dividend payable to the holders of H shares shall be paid in Hong Kong dollars, based on an exchange rate which was the average closing exchange rates for Renminbi (“**RMB**”) to Hong Kong dollars announced by the People’s Bank of China for the week prior to the date of the declaration of the Final Dividend.

The average of the closing exchange rate for Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the week prior to 27 June 2016, the date of the 2015 AGM in which the Final Dividend was approved was RMB0.847386 to HK\$1.00. Accordingly, the amount of Final Dividend payable per H share is HK\$1.062089.

According to the Enterprise Income Tax Law of the PRC and the Implementation Rules of the Enterprise Income Tax Law of the PRC that became effective from 1 January 2008, the Company is required to withhold PRC enterprise income tax at the rate of 10% before paying dividend to non-resident enterprise shareholders which would include HKSCC Nominees Limited.

The Company has appointed Bank of China (Hong Kong) Trustee Limited as the receiving agent in Hong Kong and will pay to the receiving agent the Final Dividend for payment to holders of H shares on or before 20 July 2016. Cheques will be dispatched to holders of H shares by ordinary post at their own risk.

Profit Distribution for Investors of Southbound Trading

For investors (including enterprises and individuals) investing in the H Shares listed on the Hong Kong Stock Exchange through the Shanghai Stock Exchange (the “**Southbound Trading**”), their dividends will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect issued by the Ministry of Finance, the State Administration of Taxation and China Security Regulation Commission (財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014]No. 81), for dividends received by domestic investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, such H Share companies shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the individual income tax shall be paid according to the regulations. The H Shares companies will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves. The record date and the date of distribution of cash dividends and other profit distribution arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

Poll Results at H Share Shareholders Class Meeting

Reference is made to the Circular and the notice of the H Share Shareholders Class Meeting dated 29 April 2016 (the “**H Share Meeting Notice**”). The Company is pleased to announce the results of voting taken by way of poll pursuant to Rule 13.39(5) of the Listing Rules at the H share shareholders class meeting (the “**H Share Class Meeting**”) of the Company held at 11:30 a.m. on 27 June 2016. Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular and the H Share Meeting Notice.

The meeting was convened in accordance with the requirements of the Company Law of the People’s Republic of China and the articles of association of the Company. All resolutions proposed were duly passed as special resolutions, as the case may be, in the H Share Class Meeting.

The Company is pleased to announce the poll results in respect of the special resolutions proposed at the H Share Class Meeting held on 27 June 2016 as follows:

Special Resolutions	Total Number of Votes at the H Share Class Meeting (approximate % of total number of votes cast)*	
	For (%)	Against (%)
1. 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	468,199,936 shares 96.14%	18,794,590 shares 3.86%
2. 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	468,199,936 shares 96.14%	18,794,590 shares 3.86%

* All percentages were rounded to 2 decimal places

As at the date of the H Share Class Meeting, the total number of Shares entitling the holders to attend and vote for or against the special resolutions at the H Share Class Meeting was 1,015,258,400 Shares. There were no holders of H Shares required under the Listing Rules to abstain from voting at the H Share Class Meeting.

Poll Results at Domestic Share Shareholders Class Meeting

Reference is made to the Circular and the notice of the Domestic Share Shareholders Class Meeting dated 29 April 2016 (the “**Domestic Share Meeting Notice**”). The Company is pleased to announce the results of voting taken by way of poll pursuant to Rule 13.39(5) of the Listing Rules at the Domestic share shareholder class meeting (the “**Domestic Share Class Meeting**”) of the Company held at 11:45 a.m. on 27 June 2016. Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular and the Domestic Share Meeting Notice.

The meeting was convened in accordance with the requirements of the Company Law of the People’s Republic of China and the articles of association of the Company. All resolutions proposed were duly passed as special resolutions, as the case may be, in the Domestic Share Class Meeting.

The Company is pleased to announce the poll results in respect of the special resolutions proposed at the Domestic Share Class Meeting held on 27 June 2016 as follows:

Special Resolutions	Total Number of Votes at the Domestic Share Class Meeting (approximate % of total number of votes cast)*	
	For (%)	Against (%)
1. 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	2,187,108,944 shares 100%	0 shares 0%
2. 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	2,187,108,944 shares 100%	0 shares 0%

* All percentages were rounded to 2 decimal places

As at the date of the Domestic Share Class Meeting, the total number of Shares entitling the holders to attend and vote for or against the special resolutions at the Domestic Share Class Meeting was 2,207,108,944 Shares. There were no holders of Domestic Shares required under the Listing Rules to abstain from voting at the Domestic Share Class Meeting.

The Company's share registrar Computershare Hong Kong Investor Services Limited acted as the scrutineer at the 2015 AGM, H Share Class Meeting and Domestic Share Class Meeting.

Shareholders may refer to the Circular, the AGM Notice, the H Share Meeting Notice and the Domestic Share Meeting Notice (together as the "**Documents**") for details of the above ordinary resolutions and special resolutions which were passed at the 2015 AGM, H Share Class Meeting and Domestic Share Class Meeting respectively. The Documents may be viewed and downloaded from the Company's website at www.rfchina.com or the website of the Stock Exchange at www.hkexnews.hk.

By order of the Board
Guangzhou R&F Properties Co., Ltd.
Michael Lee
Joint Company Secretary

Hong Kong, 27 June 2016

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, Mr. Zheng Ercheng and Mr. Ng Yau Wah, Daniel.

* For identification purposes only