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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 THE 2015 SECOND EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 2015 second extraordinary general meeting (the “**2015 Second EGM**”) of Guangzhou R&F Properties Co., Ltd. (the “**Company**”) will be held at 4:00 p.m. on Monday, 7 December 2015 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.

Special Resolutions

I. The Company will propose to the Shareholders to consider and approve the Resolution in Relation to the non-public issuance of Domestic Corporate Bonds of Guangzhou R&F Properties Co., Ltd.:

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| 1. Issuer | : | The Company |
| 2. Issue size | : | The issue size of the Domestic Corporate Bonds is not more than RMB 30 billion (inclusive), can be issued in one or multiple tranches. Specific issue size and the number of tranches shall be determined by the Board of Directors of the Company (the “Board”) or its authorised persons as authorised at the 2015 Second EGM within the aforesaid range according to the need of working capital of the Company and the prevailing market conditions at the time of issue. |

3. Bond Type and Maturity : The Domestic Corporate Bonds will have a term to maturity not exceeding 10 years (inclusive) and can be either single-term or multiple terms. The specific term to maturity and the issue size for each term to maturity will be determined by the Board or its authorised persons as authorised at the 2015 Second EGM according to the need of working capital of the Company and the market conditions prevailing at the time of issue.
4. Coupon rate or its determination mechanism : The coupon rate and coupon payment method of the Domestic Corporate Bonds to be issued shall be negotiated and determined by the issuer and the lead underwriter in accordance with the market conditions at the time of the issuance of Domestic Corporate Bonds.
5. Use of proceeds : The proceeds from the Domestic Corporate Bonds to be issued are proposed to repay the loans from financial institutions and/or to supplement the operational capital of the Company in compliance with the national laws and regulations.
6. Method of issuance and target subscribers : The Domestic Corporate Bonds will only be issued to the qualified investors non-publicly. The scope of the qualified investors will be determined in accordance with relevant requirements of China Securities Regulatory Commission, Stock Exchange and the Securities Association of China.
7. Underwriting : The unsubscribed portion of the Domestic Corporate Bonds shall be underwritten by the underwriting syndicate formed by the lead underwriter.
8. Quotation and transfer arrangement : Quotation and transfer on the designated venue(s) of the Domestic Corporate Bonds in compliance with the Administrative Measures for the Issuance and Trading of Domestic Corporate Bonds promulgated by China Securities Regulatory Commission will be proposed. Specific quotation and transfer venue(s) shall be determined by the Board or its authorised persons as authorised at the 2015 Second EGM.

9. Security : It is proposed that the Board or persons authorised by the Board be authorised by the Shareholders at the 2015 Second EGM to decide whether or not guarantees shall be provided for this issue of the Domestic Corporate Bonds and the manner in which guarantees shall be provided in accordance with relevant provisions and based on market conditions.
10. Protection measures for bonds repayment : i) The Company will set up a special account for the receiving, saving, transfer and repayment of principal and interest for the issuance of Domestic Corporate Bonds.
- ii) The Company undertakes that in circumstances where any failure to pay any amounts of principal or interest of such Domestic Corporate Bonds as scheduled or when any of such amounts fall due is foreseen, it will adopt the corresponding payment protection measures as required by the relevant laws and regulations, including but not limited to:
- (1) no dividends will be distributed to Shareholders;
- (2) suspend the implementation of capital expenditure projects such as major external investment, merger or acquisition;
- (3) salaries and bonuses of the Directors and senior management of the Company will be reduced or suspended;
- (4) no key responsible officers shall be transferred or allowed to resign from office.
11. Validity period of the resolution : The resolution on the Domestic Corporate Bonds to be issued shall be valid for 12 months from the date of approval of such resolution at the 2015 Second EGM.

- II. To consider and approve the grant of full authorisation to the Board or such person(s) as authorised by the Board to deal with the relevant matters in respect of the non-public issuance of Domestic Corporate Bonds, including but not limited:
1. To confirm and adjust the specific plans for the issuance of Domestic Corporate Bonds, revise and adjust the terms for the issuance of Domestic Corporate Bonds in accordance with the actual conditions of the Company and the bond market subject to the PRC laws, regulations and relevant requirements of regulatory authorities as well as the resolutions at the general meeting of the Company, including but not limited to all matters relating to the plans for issuance such as specific issue size, bond maturity, bond type, the coupon rate and its determination mechanism, timing of issue, method of issuance (including whether the issuance will be conducted in multiple tranches and the size of each tranches), the specific content on whether the terms and settings for repurchase and redemption will be in place, guarantee arrangements, the terms and method for repayment of principal and interest, use of proceeds, credit rating arrangements, arrangements to guarantee repayment (including but not limited to measures to guarantee repayment under this issue), specific measures for application to purchase, specific arrangement for placement and transfer of the bonds, trading arrangement, use of proceeds, repayment of principal and interest;
 2. To decide and engage intermediaries and the intermediary cost to help the Company in handling the matters relevant to the issuance and filings of the Domestic Corporate Bonds;
 3. To appoint a bond custodian for the issuance of the Domestic Corporate Bonds to execute the bond custodian agreement and supplemental agreement and formulate the rules for meetings of bondholders;
 4. To be responsible for the implementation and execution of the application for issuance of Domestic Corporate Bonds and matters of issuance, including but not limited to formulate, authorize, execute, implement, revise and announce various legal documents in relation to the issuance of Domestic Corporate Bonds, which include but not limited to prospectus of Domestic Corporate Bonds, underwriting agreement, bond trustee management agreement, regulations for bondholder meeting and various announcements and to make corresponding adjustments or supplements on application documents and relevant documents in accordance with the requirements of regulatory authorities;
 5. To deal with matters of the quotation and transfer of the Domestic Corporate Bonds to be issued and make relevant disclosure according to laws and regulations and other regulatory documents upon the completion of the issuance;

6. To carry out respective adjustments in relation to the matters relevant to the issuance according to the opinions made by regulatory authorities, self-regulatory organizations or trading venues in the event that there are changes in the policies relating to the issuance of Domestic Corporate Bonds by the regulatory authorities, self-regulatory organizations or trading venues or changes in market conditions, save for matters that require re-approval at the general meeting pursuant to the laws, regulations and the Articles of Association of the Company, or determine whether to continue implementing the issuance according to the actual situation;
7. To deal with other matters in relation to the issuance as well as quotation and transfer.

Upon approval for the aforesaid authorization from the general meeting, the chairman of the Board or its authorised person(s) is authorised to deal with the above authorised matters in his absolute discretion; the aforesaid authorization is valid from the date when it is approved at the general meeting until the completion date of the above authorised matters.

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

6 November 2015, Hong Kong

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 2015 Second EGM, the register of the shareholders of the Company shall be closed from 17 November 2015 to 7 December 2015 (both days inclusive), during which period, no transfer of H Shares will be registered. Shareholders, who intend to attend the 2015 Second 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 November 2015.
2. Any shareholder of the Company entitled to attend and vote at the 2015 Second 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 authorised 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 2015 Second EGM.

4. Shareholders who intend to attend the 2015 Second EGM, are required to return the notice of attendance to the Company no later than 4:30 p.m. on 17 November 2015 (20 days before the date of meeting).
5. A shareholder or his/her/its proxy shall produce proof of identity when attending the 2015 Second 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 2015 Second EGM and exercises the voting right in relation to the relevant shares.
7. The 2015 Second EGM is expected to last for about half a day. Shareholders of the Company or their proxies attending the 2015 Second 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. Lai Ming Joseph, Mr. Zheng Ercheng and Mr. Ng Yau Wah Daniel.

** For identification purposes only*