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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 limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock code: 2777)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

Reference is made to the announcements of the Company dated 25 January 2021 and 29 January 2021 (the “**Announcements**”) in relation to the Tender Offer. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Announcements.

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Listing Rules on the Stock Exchange.

Please refer to the attached announcement (the “**Document**”) in relation to the results of the Tender Offer, which was published on the website of SGX-ST.

The posting of the Document on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

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

Hong Kong, 1 February 2021

*As at the date of this announcement, the executive directors of the Company are Dr. Li Sze Lim, Mr. Zhang Li, Mr. Zhang Hui and Mr. Xiang Lijun; the non-executive directors are Ms. Zhang Lin and Ms. Li Helen; and the independent non-executive directors are Mr. Zheng Ercheng, Mr. Ng Yau Wah, Daniel and Mr. Wong Chun Bong.*

*\* for identification purpose only*

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.*

*The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet. The Existing Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the “Securities Act”) or to U.S. persons as defined in Regulation S of the Securities Act.*

*This announcement is not a prospectus for the purposes of the European Union’s Regulation (EU) 2017/1129.*

*No PRIIPs KID – No PRIIPs key information document (KID) has been prepared as not available to retail in the European Economic Area or in the United Kingdom.*

*The communication of this announcement and any other document or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the United Kingdom’s Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom.*

*The communication of such documents and/or materials as a financial promotion is only being made to (1) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) any other persons to whom these documents and/or materials may lawfully be communicated (such persons together being “Relevant Persons”). In the United Kingdom, the Notes offered hereby are only available to, and any investment or investment activity to which this announcement relates will be engaged in only with, Relevant Persons. Any person in the United Kingdom that is not a Relevant Person should not act or rely on this announcement or any of its contents*

## **ANNOUNCEMENT**

### **RESULTS OF TENDER OFFER FOR THE EXISTING SENIOR NOTES**

**by**

**EASY TACTIC LIMITED**

**怡略有限公司**

**(THE “COMPANY”)**

**FOR US\$ 800,000,000 7.00% SENIOR NOTES DUE 2021**

**(ISIN: XS1811023065; COMMON CODE: 181102306)**

**(THE “NOTES”)**

Reference is made to the announcements by Easy Tactic Limited 怡略有限公司 (the “Company”) dated 25 January 2021 and 29 January 2021, which set out key terms of the offer for the Eligible Holders of the Company’s outstanding US\$800.0 million 7.00% senior notes due 2021 (the “Existing Notes”) to tender their Existing Notes for purchase by the Company (the “Offer”), on the terms and subject to the conditions set out in the tender offer memorandum dated 25 January 2021 (the “Tender Offer Memorandum”) issued the Company in connection with the Offer.

The Offer expired at 4:00 p.m., London time, on 29 January 2021. The Company hereby informs Eligible Holders that, as at the expiration deadline, US\$325,146,000 principal amount of the Existing Notes, representing approximately 40.64% of the outstanding aggregate principal amount of the outstanding Existing Notes, has been validly tendered for purchase by the Company on the terms and subject to the conditions set out in the Tender Offer Memorandum. The Company has accepted validly tendered Existing Notes from the relevant Eligible Holders. The Company hereby informs Eligible Holders it will accept US\$325,146,000 principal amount of the Existing Notes, subject to the fulfillment or waiver of the conditions precedent to the Offer.

The settlement date of the Offer is expected to be 3 February 2021.

Any Existing Notes validly tendered and purchased by the Company pursuant to the Offer will be cancelled by the Company on or around 3 February 2021 and will not be reissued or resold. Upon the completion of the settlement, US\$474,854,000 principal amount of the Existing Notes will remain outstanding. This announcement, and all documents related to the Offer, can be found on the Offer Website: <https://bonds.morrowsodali.com/GuangzhouRF/>.

## **GENERAL**

This announcement is not an offer to purchase or a solicitation of an offer to sell securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful.

Forward-looking statements in this announcement, including, among others, those statements relating to the Offer are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Existing Notes, changes in the business and financial condition of the Company, changes in the real estate industry, and changes in the capital markets in general.

**Shareholders, holders of the Existing Notes and potential investors should note that completion of the Offer remains subject to the fulfillment or waiver of the conditions precedent to the Offer as set forth in the Tender Offer Memorandum and summarized in the announcements. No assurance**

**can be given that the Offer will be completed and the Company reserves the right to amend, withdraw or terminate the Offer with or without conditions.**

**The Company may, at its sole discretion, amend or waive certain of the conditions precedent to the Offer. As the Offer may or may not proceed or complete, shareholders, holders of the Existing Notes and potential investors should exercise caution when dealing in the shares of the Company or the Existing Notes.**

**The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. This announcement is provided to you because you are a non-U.S. person outside the United States in accordance with Regulation S under the United States Securities Act of 1933, as amended.**