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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**

This overseas regulatory announcement is issued by Guangzhou R&F Properties Co., Ltd. (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

References are made to the announcement of the Company dated 6 February 2024 (the “**Announcement**”), the overseas regulatory announcement of the Company dated 14 March 2024 and the circular of the Company dated 27 February 2024 (the “**Circular**”) in relation to, among other things, the Possible Disposal, the Consent Solicitation and the Exchange Offers. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Announcement and the Circular.

Please refer to the attached announcement (the “**Document**”) in relation to the information provided by the Purchaser to the Company regarding the amount of Existing Notes tendered pursuant to the Exchange Offers, 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.

The Document does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities.

The Document must not be regarded as an inducement to subscribe for or purchase any securities of the Company, and no such inducement is intended. No investment decision should be based on the information contained in the Document.

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

Hong Kong, 5 April 2024

*As of the date of this announcement, the executive directors of the Company are Dr. Li Sze Lim, 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.*

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*This announcement is not a prospectus for the purposes of the Regulation (EU) 2017/1129, including as the same forms part of the domestic law in the United Kingdom.*

*The communication of this announcement and any other documents or materials relating to this announcement are 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 (i) outside of the United Kingdom and (ii) within the United Kingdom to (1) those persons falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"), or within Article 43(2) of the Financial Promotion Order, and (2) any other persons to whom these documents and/or materials may lawfully be communicated (such persons together being "**Relevant Persons**"). This announcement is only available to Relevant Persons and the transactions contemplated herein will be available only to, or engaged in only with Relevant Persons, and must not be relied or acted upon by persons other than Relevant Persons.*

## **ANNOUNCEMENT**

**by**

### **EASY TACTIC LIMITED**

**怡略有限公司**

### **RELATING TO THE FOLLOWING NOTES**

<b>Notes (each, a "Series of Notes" or "Series")</b>	<b>ISIN</b>	<b>Maturity Date</b>
6.5% Cash / 7.5% PIK Senior Notes due 2025	XS2495355674	11 July 2025
6.5% Cash / 7.5% PIK Senior Notes due 2027	XS2495358009	11 July 2027
6.5% Cash / 7.5% PIK Senior Notes due 2028	XS2495359403	11 July 2028

Reference is made to the announcement of Guangzhou R&F Properties Co., Ltd. (the "**Company**") dated 6 February 2024 on the website of SEHK and the announcement of the Issuer dated 28

February 2024 and 14 March, 2024 on the website of SGX-ST in respect of the Exchange Offers (collectively, the “**Announcements**”). Unless otherwise defined, capitalized terms used in this announcement have the same meanings defined in the Announcement.

The Company has been provided by the Purchaser with information regarding the amount of Existing Notes (as defined in the Exchange Offer Memorandum) tendered pursuant to the Exchange Offers, as attached in the Appendix to this announcement.

**Noteholders are cautioned that (i) the Exchange Offers are being conducted by the Purchaser, which is an independent third party; (ii) none of the Issuer, R&F (HK), the Company and their respective directors, officers, employees, agents, representatives or affiliates is a party to or involved in the Exchange Offers; (iii) none of the Issuer, R&F (HK), the Company and their respective directors, officers, employees, agents, representatives or affiliates has verified the Exchange Offer Memorandum, the Appendix or the information contained therein or makes any recommendation or statement as to whether or how Noteholders should participate in the Exchange Offers. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Issuer, R&F (HK), the Company or any of their respective directors, officers, employees, agents, representatives or affiliates as to the accuracy or completeness of the information contained in the Exchange Offer Memorandum or the Appendix. The Issuer, R&F (HK), the Company and their respective directors, officers, employees, agents, representatives or affiliates expressly disclaim any responsibility or liability arising from or related to the Exchange Offers. Any decision to exchange the Notes for the securities of the Purchaser should be made solely on the basis of the information contained in the documents prepared by the Purchaser for the Exchange Offers.**

**For details of the Exchange Offers, Noteholders may access relevant documents prepared by the Purchaser with respect to the Exchange Offers at the following website: <https://projects.morrowsodali.com/optimus>. Noteholders should exercise caution and read through those documents with respect to the Exchange Offers before making a decision whether to participate in the Exchange Offers.**

5 April 2024

## Appendix

### Summary of Aggregate Principal Amount of Existing Notes tendered pursuant to the Exchange Offers

#### London One Limited

(a company incorporated in the Cayman Islands with limited liability)

(the “Offeror”)

Reference is made to the announcements of Easy Tactic Limited (the “Company”) dated 28 February 2024 and 14 March 2024 and the summaries of exchange offers appended thereto (together, the “Announcements”) on the website of SGX-ST and the exchange offer memorandum dated 28 February 2024 as supplemented on 14 March 2024 in relation to the Exchange Offers (the “Exchange Offer Memorandum”). Unless otherwise defined, capitalised terms used in this summary have the same meanings defined in the Announcements and the Exchange Offer Memorandum.

#### AGGREGATE PRINCIPAL AMOUNT OF EXISTING NOTES TENDERED

The Exchange Offers expired at 4:00 p.m., London time, on 3 April 2024. As of the date of this summary, the aggregate principal amount of Existing Notes validly tendered is:

Title	ISIN	Amount Outstanding	Maturity Date	Amount Tendered for Exchange <sup>1</sup>
6.5% Cash / 7.5% PIK Senior Notes due 2025 (the “Group A Existing Notes”)	XS2495355674	U.S.\$1,443,307,054	11 July 2025	U.S.\$1,528,406,807 <sup>2</sup>
6.5% Cash / 7.5% PIK Senior Notes due 2027 (the “Group B Existing Notes”)	XS2495358009	U.S.\$2,460,990,567	11 July 2027	
6.5% Cash / 7.5% PIK Senior Notes due 2028 (the “Group C Existing Notes”)	XS2495359403	U.S.\$1,793,343,641	11 July 2028	

#### In relation to the Tranche A and B Exchange Offer

Pursuant to the terms of the Tranche A and B Exchange Offer as set out in the Exchange Offer Memorandum, the Offeror will (a) announce the Initial Capital Call Amount on the Transaction Website and (b) determine and separately notify each Interim Key Investor Applicant and each Interim Investor Applicant of the steps required to be considered a valid Key Investor Applicant or Investor Applicant, as the case may be (including the principal amount of Existing Notes required to be deposited).

*Such Interim Key Investor Applicants are reminded to:*

- (A) complete all KYC Checks by or conducted on behalf of the Offeror to the satisfaction of the Escrow Agent; and
- (B) deposit the required amount of such Existing Notes corresponding to their relevant Key Investor Tranche B Commitment into the Escrow Account,

<sup>1</sup> The final amount of Existing Notes validly tendered for exchange may vary depending on whether Holders fulfill the relevant terms and conditions as set out in the Exchange Offer Memorandum.

<sup>2</sup> This figure includes the U.S.\$300,000,000 in aggregate principal amount of Existing Notes from the Anchor Investor as part of the Anchor Investor Commitment as set out in the Exchange Offer Memorandum.

by 16 April 2024.

An Interim Key Investor Applicant will be considered a valid Key Investor Applicant to be considered for allocation under the Tranche A and B Exchange Offer upon completion of (A) and (B) above. If any of (A) and (B) is not satisfied, such Interim Key Investor Applicant will not be considered for allocation under the Tranche A and B Exchange Offer but the full aggregate principal amount of Existing Notes that are the subject of a valid consent instruction submitted in accordance with the Consent Solicitation Memorandum will still be counted as a vote in favour of the Extraordinary Resolution as more particularly described under the Consent Solicitation Memorandum.

*Such Interim Investor Applicants are reminded to:*

- (A) complete all KYC Checks by or conducted on behalf of the Offeror to the satisfaction of the Escrow Agent; and
- (B) deposit the required amount of such Existing Notes corresponding to their relevant Investor Tranche B Commitment into the Escrow Account,

by 16 April 2024.

An Interim Investor Applicant will be considered a valid Investor Applicant to be considered for allocation under the Tranche A and B Exchange Offer upon completion of (A) and (B) above. If any of (A) and (B) is not satisfied, such Interim Investor Applicant will not be considered for allocation under the Tranche A and B Exchange Offer but the full aggregate principal amount of Existing Notes that are the subject of a valid consent instruction submitted in accordance with the Consent Solicitation Memorandum will still be counted as a vote in favour of the Extraordinary Resolution as more particularly described under the Consent Solicitation Memorandum.

In relation to the Tranche C Exchange Offer

Pursuant to the terms of the Tranche C Exchange Offer, the Offeror will allocate Tranche C Perpetual Bonds through an Unmodified Dutch Auction Procedure. The Offeror will announce the Tranche C allocation results in due course and reach out to each Holders in relation to their allocations (if any).

Such Holders are reminded to:

- (A) complete all KYC Checks by or conducted on behalf of the Offeror to the satisfaction of the Escrow Agent; and
- (B) deposit the required amount of such Existing Notes into the Escrow Account in such principal amount as notified to the relevant Holder by the Offeror (or such person on behalf of the Offeror) as determined pursuant to the Unmodified Dutch Auction Procedure,

by 18 April 2024.

If any of (A) and (B) above is not satisfied, such Holder will not be eligible to receive the Tranche C Exchange Offer Consideration but the full aggregate principal amount of Existing Notes that are the subject of a valid consent instruction submitted in accordance with the Consent Solicitation Memorandum will still be counted as a vote in favour of the Extraordinary Resolution as more particularly described under the Consent Solicitation Memorandum.

**The Offeror is not under any obligation to accept any Existing Notes tendered pursuant to the Tranche C Exchange Offer. The acceptance by the Offeror for any exchange of Existing Notes for Tranche C Perpetual Bonds pursuant to the Tranche C Exchange Offer is at the sole and absolute discretion of the Offeror and any such exchange may be rejected by the Offeror for any, or no, reason.**

**Existing Notes may only be deposited with the Escrow Agent after KYC Checks have been completed. Therefore, Noteholders are advised to complete their KYC Checks as soon as possible in order to ensure that there is sufficient time to deposit its Existing Notes by the Tranche B Deposit Deadline (in respect of the Tranche A and B Exchange Offer) or the Tranche C Deposit Deadline (in respect of the Tranche C Exchange Offer).**

**The Offeror cannot assure you that the Exchange Offers will be consummated on the terms described in the Exchange Offer Memorandum or at all.**

#### **OTHER INFORMATION**

The Offeror has retained Morrow Sodali Limited and Kingsway Capital Limited to act as the Information Agent and the Exchange Information Agent, respectively, and Madison Pacific Trust Limited to act as Exchange Agent and Escrow Agent for the Exchange Offers.

The Exchange Offers Memorandum and all documents related to the Exchange Offers will be available on the Transaction Website, at <https://projects.morrowsodali.com/optimus>, subject to eligibility and registration.

Queries in relation to the submission of the Acknowledgement, Undertaking and Subscription Form to participate in the Exchange Offers should be directed to the Information Agent at the following contact details: [gzrf@investor.morrowsodali.com](mailto:gzrf@investor.morrowsodali.com).

Queries in relation to the submission of KYC information and completion of KYC Checks in respect of the Exchange Offers should be directed to the Exchange Agent at the following contact details: [mp\\_kyc@madisonpac.com](mailto:mp_kyc@madisonpac.com).

All other queries relating to the Exchange Offers should be directed to the Exchange Information Agent through the help desk at the following contact details:

Email: [Enquiry@2024LondonOne.com](mailto:Enquiry@2024LondonOne.com).

Hotline: Mandarin +852 3583 5492 / +852 3583 5493

Cantonese +852 3583 5494 / +852 3583 5495

English +852 3583 5497 / +852 3583 5498 / +852 3583 5499

Unless stated otherwise, announcements in connection with the Exchange Offers will be made through the website of the Transaction Website.

The terms of the Exchange Offers are more fully described in the Exchange Offers Memorandum, which sets out further details regarding the procedures and the terms of the Exchange Offers.

**THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE OFFER TO PURCHASE.**

The Exchange Offers are not being made to (nor will the participation in the Exchange Offers be accepted from or on behalf of) Holders in any jurisdiction where the making or acceptance of the Exchange Offers would not comply with the laws of such jurisdiction. If the Offeror becomes aware of any jurisdiction in which the making of the Exchange Offers, the participation in the Exchange Offers would not be in compliance with applicable laws, the Offeror may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort (if any), the Offeror cannot comply with any such law, the Exchange Offers will not be made to (nor will tenders be accepted from or on behalf of) any Holder residing in such jurisdiction.

**The Exchange Offers may or may not materialise. In addition, the conditions of the Exchange Offers may or may not be waived or satisfied.**

**If any Holder is in any doubt as to the action it should take, it is recommended to seek its own financial and legal advice, including with regard to any tax consequences, from its stockbroker, bank manager, solicitor, attorney, tax adviser or other independent financial or legal adviser. None of the Trustees, the Agents, the Information Agent, the Exchange Agent or the Exchange Information Agent (or their respective affiliates, directors, employees, officers, consultants or agents), or any person who controls them, makes any representation or recommendation whatsoever regarding the Exchange Offer Memorandum, or any other materials or information provided in connection with it or the Exchange Offers or this summary.**