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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 pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The relevant document for Guangzhou R&F Properties Co., Ltd. (the “**Company**”) has been uploaded on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>):

- Guangzhou R&F Properties Co., Ltd. – Announcement in relation to receiving notice of criticism

To comply with Rule 13.10B of the Listing Rules, the uploaded information are also published on the website “HKExnews” of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>).

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

Hong Kong, 21 February 2024

As at 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.

* For identification purpose only

Bond Code: 136360
Bond Code: 136361
Bond Code: 135468
Bond Code: 114022
Bond Code: 155061
Bond Code: 155106
Bond Code: 155405

Bond Abbreviation: H16RF4
Bond Abbreviation: H16RF5
Bond Abbreviation: H16RF6
Bond Abbreviation: 16RF11
Bond Abbreviation: H18RF8
Bond Abbreviation: H18RF1
Bond Abbreviation: H19RF2

Guangzhou R&F Properties Co., Ltd.

Announcement in relation to receiving notice of criticism

All directors of the Company or persons with equivalent responsibilities warrant that the content of this announcement does not contain any false records, misleading statements or material omissions, and bear the corresponding legal responsibility for the authenticity, accuracy and completeness of the content.

Guangzhou R&F Properties Co., Ltd. (hereinafter referred to as the “Company”) recently received the Shanghai Stock Exchange’s disciplinary action decision ([2023] No. 137) “Decision on Public Criticism of Guangzhou R&F Properties Co., Ltd. and Relevant Responsible Persons” (hereinafter referred to as the “Decision”). The relevant situation is hereby announced as follows:

I. Basic Information of the Decision

“Parties:

Guangzhou R&F Properties Co., Ltd.

Li Sze Lim, the chairman of Guangzhou R&F Properties Co., Ltd. at that time
Zhang Li, the chief executive officer of Guangzhou R&F Properties Co., Ltd. at
that time

Zhu Ling, the chief financial officer of Guangzhou R&F Properties Co., Ltd. at
that time

Hu Jie, the responsible person for information disclosure for Guangzhou R&F
Properties Co., Ltd. at that time

1. Facts of violations

Guangzhou R&F Properties Co., Ltd. (hereinafter referred to as the Issuer) issued corporate bonds such as 16RF4, 16RF6 and 19RF2 from April 2016 to May 2019. The above-mentioned bonds are listed and traded or listed for transfer on the Shanghai Stock Exchange (hereinafter referred to as the Exchange). According to the “Securities Law”, “Administrative Measures for Information Disclosure of Corporate Credit Bonds” (hereinafter referred to as “Administrative Measures for Information Disclosure”), “Shanghai Stock Exchange Corporate Bonds Listing Rules” (hereinafter referred to as “Listing Rules (上市規則)”) and “Shanghai Stock Exchange Listing Rules for Non-public Issuance of Corporate Bonds” (hereinafter referred to as the “Listing Rules (掛牌規則)”), the bond issuer shall disclose the 2022 interim report before 31 August 2022. However, the Issuer did not disclose until 30 September 2022.

In addition, it was found that the Issuer and the relevant responsible persons had been criticized in the past 12 months by the Exchange for failing to disclose the 2021 annual report on time, but the Issuer failed to rectify the relevant information disclosure violations in a timely manner, and the same type of violations occurred again, which constituted a heavier punishment as stipulated in the “Implementation Measures for Disciplinary and Regulatory Measures of the Shanghai Stock Exchange”.

2. Responsibility determination and disciplinary decision

(1) Responsibility determination

It is the statutory information disclosure obligation of the bond issuer to disclose regular reports on time. The Issuer failed to disclose the 2022 interim report on time, seriously affecting the reasonable expectation of bondholders to obtain important information about the Company through regular reports. At the same time, the Issuer was disciplined by the Exchange for failing to disclose periodic reports on time in the past 12 months, but it failed to rectify the situation in a timely manner and the same violation occurred again, and the violation was serious. The above-mentioned behaviors of the Issuer violated Article 79 of the Securities Law, Articles 7 and 16 of the

Administrative Measures for Information Disclosure, Articles 1.6, 3.1.1 and 3.2.2 of the Listing Rules (上市規則), Articles 1.6 and 3.2.2 of the Listing Rules (掛牌規則) and Article 3.1.1 of the “Shanghai Stock Exchange Guidelines for Self-Regulatory Rules for Corporate Bonds No. 1 - Continuous Information Disclosure of Corporate Bonds (amended in 2021)” (hereinafter referred to as the “Guidelines for Continuous Information Disclosure”).

For the responsible persons, Li Sze Lim (the Chairman at that time) as the main person in charge of the Company, Zhang Li (the chief executive officer at that time) as the main person in charge for the Company’s daily operations management, Zhu Ling (the chief financial officer at that time) as the person in charge for the Company’s financial matters and Hu Jie (the responsible person for information disclosure at that time) as the person in charge for the Company’s information disclosure matters failed to perform their duties diligently, and failed to learn the lessons of the previous breach and failed to actively urge the Issuer to rectify the failure to disclose the periodic report on time, resulting in the Issuer continuing to have similar violations, and borne the main responsibility for the Issuer’s failure to disclose the periodic report on time. The actions of the above-mentioned personnel violated Article 82 of the Securities Law, Article 7 of the Administrative Measures for Information Disclosure, Articles 1.4 and 3.1.1 of the Listing Rules (上市規則), Article 1.4 of the Listing Rules (掛牌規則) and Article 2.7 of the Guidelines for Continuous Information Disclosure.

(2) Disciplinary decision

In view of the facts and circumstances of the above-mentioned violations, after being reviewed and approved by the Disciplinary Committee of the Exchange, according to Articles 1.8, 6.2 and 6.4 of the Listing Rules (上市規則), and Articles 1.8, 7.2 and 7.4 of the Listing Rules (掛牌規則), Article 7.2 of the Guidelines for Continuous Information Disclosure and the Implementation Measures for Disciplinary and Regulatory Measures of the Shanghai Stock Exchange, the Exchange made the following disciplinary decision: Issued a notice of public criticism to Guangzhou R&F Properties Co., Ltd., Li Sze Lim (the chairman at that time), Zhang Li (the chief executive officer at that time), Zhu Ling (the chief financial officer at that time) and Hu Jie (the responsible person for information disclosure at that time).”

II. Impact Analysis and Countermeasures

The Company has disclosed the 2022 interim report on 30 September 2022. The above matters will not have a material adverse effect on the Company's production and operation, financial situation and debt repayment ability. The Company and relevant parties attach great importance to the Decision, and will take it as a lesson, strictly follow the bond information disclosure requirements, perform information disclosure obligations in accordance with the law, and effectively protect the legitimate rights and interests of bondholders.

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Guangzhou R&F Properties Co., Ltd.

21 February 2024