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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)

Poll Results at the 2018 Annual General Meeting, H Share Shareholders Class Meeting and Domestic Share Shareholders Class Meeting held on 30 May 2019 and Payment of the Final Dividend

- Final Dividend for the year ended 31 December 2018 of RMB0.83 per Share will be paid on 28 June 2019.

Poll Results at the 2018 Annual General Meeting

Reference is made to the circular of Guangzhou R&F Properties Co., Ltd. (the “**Company**”) dated 3 April 2019 (the “**Circular**”) and the notice of the 2018 annual general meeting dated 3 April 2019 (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 2018 annual general meeting (the “**2018 AGM**”) of the Company held at 11:00 a.m. on 30 May 2019. 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 2018 AGM 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, at the 2018 AGM.

The Company is pleased to announce the poll results in respect of the ordinary resolutions or special resolutions proposed at the 2018 AGM held on 30 May 2019 as follows:

Ordinary Resolutions		Number of votes cast at the 2018 AGM (approximate % of total number of votes cast)		
		For (%)	Against (%)	Abstain (%)
1.	To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2018	2,683,880,093 shares 99.99%	286,272 shares 0.01%	766,080 shares -
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018	2,683,880,093 shares 99.99%	286,272 shares 0.01%	766,080 shares -
3.	To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2018	2,683,880,093 shares 99.99%	286,272 shares 0.01%	766,080 shares -
4.	To consider and declare a final dividend for the year ended 31 December 2018 of RMB0.83 per share	2,684,624,765 shares 99.99%	198,800 shares 0.01%	108,880 shares -
5.	To consider and re-appoint PricewaterhouseCoopers as auditor of the Company, and to authorize the Board to fix the remuneration of the auditor	2,670,228,270 shares 99.46%	14,595,295 shares 0.54%	108,880 shares -
6.	To authorize the Board to decide on matters relating to the payment of interim dividend for the six months ended 30 June 2019	2,684,624,765 shares 99.99%	198,800 shares 0.01%	108,880 shares -
7.	To consider and re-elect the following retiring director and supervisor, and authorize the Board to fix their remunerations:			
	(a) Re-election of Ms. Zhang Lin as the Company’s non-executive director	2,648,053,137 shares 98.63%	36,770,428 shares 1.37%	108,880 shares -
	(b) Re-election of Ms. Liang Yingmei as the Company’s supervisor	2,684,303,165 shares 99.98%	470,000 shares 0.02%	159,280 shares -

Ordinary Resolutions		Number of votes cast at the 2018 AGM (approximate % of total number of votes cast)		
		For (%)	Against (%)	Abstain (%)
8.	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 2019	2,676,999,091 shares 99.71%	7,731,674 shares 0.29%	159,280 shares -
9.	To authorize the legal representative(s) or authorized person(s) of the Company and its subsidiaries to sign composite credit facilities or loans related agreements and documents with the limit of each agreement not more than RMB8 billion (including RMB8 billion)	2,657,065,025 shares 98.97%	27,757,740 shares 1.03%	108,880 shares -
Special Resolutions		Number of votes cast at the 2018 AGM (approximate % of total number of votes cast)		
		For (%)	Against (%)	Abstain (%)
10.	To consider and approve the Company to extend guarantees on behalf of subsidiaries and extend guarantees on behalf of associates and joint ventures and other investee companies (including the extension of external guarantees by the subsidiaries), the new aggregate amount of the guarantees shall be up to RMB100 billion	2,319,452,849 shares 86.39%	365,280,716 shares 13.61%	198,880 shares -
11.	To consider and approve the guarantees extended pursuant to special resolution no. 10 of the 2017 annual general meeting, the guarantees extended on behalf of subsidiaries and associates and joint ventures (including the extension of external guarantees by the subsidiaries) in 2018	2,408,873,810 shares 89.72%	275,859,755 shares 10.28%	198,880 shares -
12.	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	2,381,376,072 shares 88.70%	303,357,493 shares 11.30%	198,880 shares -

Special Resolutions		Number of votes cast at the 2018 AGM (approximate % of total number of votes cast)		
		For (%)	Against (%)	Abstain (%)
13.	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			
	(a) Class of shares	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(b) Place of listing	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(c) Issuer	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(d) No. of shares to be issued	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(e) Nominal value of the shares to be issued	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(f) Target subscriber	2,662,267,370 shares 99.16%	22,465,395 shares 0.84%	198,880 shares -
	(g) Issue price	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(h) Method of issue	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(i) Underwriting method	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(j) Use of proceeds	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(k) Plan on the allocation of accumulated profits prior to the issue	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
	(l) Effective period of the resolution	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
14.	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	2,663,190,471 shares 99.20%	21,542,294 shares 0.80%	198,880 shares -
15.	To consider and approve the Company's issue of direct debt financing products and asset securitization products (including but not limited to REITs) in 2019	2,658,844,433 shares 99.20%	21,521,094 shares 0.80%	198,880 shares -
16.	To authorize the Board (or its authorized person(s)) to handle at its sole discretion the matters in relation to the Company's issue of direct debt financing products and asset securitization products (including but not limited to REITs) in 2019	2,658,844,433 shares 99.20%	21,521,094 shares 0.80%	198,880 shares -

As at the date of the 2018 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 2018 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 2018 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 2018 AGM under the Listing Rules.

Payment of the Final Dividend

The board of directors (the “**Board**”) of the Company is pleased to announce that the proposed final dividend for the year ended 31 December 2018 of RMB0.83 per Share (the “**Final Dividend**”) was approved by the Shareholders at the 2018 AGM. The details of the payment of the Final Dividend will be as follows:

The Company will pay the Final Dividend of RMB0.83 per Share for the year ended 31 December 2018 on 28 June 2019 to Shareholders whose names appear on the register of members of the Company at the close of business on 12 June 2019. The H Share register of members of the Company will be closed from 5 June 2019 (Wednesday) to 12 June 2019 (Wednesday), both days inclusive.

According to the Company’s articles 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 rate for Renminbi (“**RMB**”) to Hong Kong dollars as 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 rates for RMB to Hong Kong dollars as announced by the People’s Bank of China for the week prior to 30 May 2019, the date of the 2018 AGM in which the Final Dividend was approved was RMB0.878794 to HK\$1.00. Accordingly, the amount of Final Dividend payable per H share is HK\$0.944476.

According to the Enterprise Income Tax Law of the PRC and its implementation regulations, 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 28 June 2019. Cheques will be dispatched to holders of H shares by ordinary post at their own risk.

Profit Distribution to Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and Shenzhen Stock Exchange (including enterprises and individuals) investing in the H shares of the Company listed on the Hong Kong Stock Exchange, their dividends will be distributed in RMB by the Company through the Shanghai Branch or Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the case may be. Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (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) and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (關於深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 [2016] No. 127), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect (the “**Southbound Trading**”), the company of such H shares 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 the Southbound Trading, the tax payable shall be the same as that for individual investors. The company of such H shares 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 3 April 2019 (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 30 May 2019. 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 H Share Class 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 at 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 30 May 2019 as follows:

Special Resolutions	Number of votes cast at the H Share Class Meeting (approximate % of total number of votes cast)		
	For (%)	Against (%)	Abstain (%)
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			
(a) Class of shares	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(b) Place of listing	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(c) Issuer	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(d) No. of shares to be issued	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(e) Nominal value of the shares to be issued	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(f) Target subscriber	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(g) Issue price	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(h) Method of issue	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(i) Underwriting method	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(j) Use of proceeds	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(k) Plan on the allocation of accumulated profits prior to the issue	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
(l) Effective period of the resolution	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -
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	489,810,978 shares 95.79%	21,543,094 shares 4.21%	108,880 shares -

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 H 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 3 April 2019 (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 shareholders class meeting (the “**Domestic Share Class Meeting**”) of the Company held at 11:45 a.m. on 30 May 2019. 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 Domestic Share Class 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 at 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 30 May 2019 as follows:

Special Resolutions		Number of votes cast at the Domestic Share Class Meeting (approximate % of total number of votes cast)		
		For (%)	Against (%)	Abstain (%)
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			
	(a) Class of shares	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(b) Place of listing	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(c) Issuer	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(d) No. of shares to be issued	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(e) Nominal value of the shares to be issued	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(f) Target subscriber	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(g) Issue price	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(h) Method of issue	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(i) Underwriting method	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(j) Use of proceeds	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(k) Plan on the allocation of accumulated profits prior to the issue	2,171,108,944 shares 100%	0 shares 0%	0 shares -
	(l) Effective period of the resolution	2,171,108,944 shares 100%	0 shares 0%	0 shares -
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	2,171,108,944 shares 100%	0 shares 0%	0 shares -

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 domestic 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 2018 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 2018 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, 30 May 2019

As at the date of this announcement, the executive directors of the Company are Dr. 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. Zheng Ercheng, Mr. Ng Yau Wah, Daniel and Mr. Wong Chun Bong.

** For identification purposes only*