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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Country Garden Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**COUNTRY GARDEN HOLDINGS COMPANY LIMITED**

**碧桂園控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2007)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held via e-Meeting System on Thursday, 26 May 2022 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for the AGM is also enclosed with this circular.

Whether or not you intend to attend the AGM via e-Meeting System, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM via e-Meeting System or any adjourned meeting thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

25 April 2022

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## SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

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All registered Shareholders will be able to join the AGM via the e-Meeting System. Our e-Meeting System can be accessed from any location with access to the internet via smartphone, table device or computer.

Through the e-Meeting System, our registered shareholders, proxies and corporate representative will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information will be included in our letters to registered shareholders regarding the e-Meeting System.

The live broadcast can broaden the reach of the AGM to Shareholders who do not wish to attend physically due to concerns on attending events under the current COVID-19 situation, or for other overseas Shareholders who are unable to attend in person.

### HOW TO ATTEND AND VOTE

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the AGM via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (2) appoint the Chairman of the AGM or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the e-Meeting System.

The form of proxy is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the form of proxy can be downloaded from the website of the Stock Exchange (<http://www.hkexnews.hk>) and the “Investor Relations — Announcement and Circulars” section of the website of the Company (<http://www.countrygarden.com.cn>).

Your proxy’s authority and instruction will be revoked if you attend and vote at the AGM via the e-Meeting System.

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

**Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the AGM arrangements at short notice. Shareholders are advised to check the website of the Company (<http://www.countrygarden.com.cn>) and the Stock Exchange (<http://www.hkexnews.hk>) for the latest announcement and information relating to the AGM.**

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## SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

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If Shareholders have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via investor relations department as follows:

Investor Relations Department  
Email: [ir@countrygarden.com.cn](mailto:ir@countrygarden.com.cn)  
Tel: +86 757 2991 7067

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Share Registrar, as follows:

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
E-mail: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: +852 2980 1333  
Fax: +852 2890 9350

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“2007 Share Option Scheme”	the share option scheme adopted by the Company on 20 March 2007 and expired on 19 March 2017
“2017 Share Option Scheme”	the share option scheme adopted by the Company on 18 May 2017
“AGM”	the annual general meeting of the Company to be held via e-Meeting System on Thursday, 26 May 2022 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 21 to 25 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 22 December 2021 and as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Country Garden Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2007)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong/HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to issue, allot and deal in Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	Thursday, 7 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Memorandum of Association”	the memorandum of association of the Company, adopted on 22 December 2021 and as amended from time to time
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification, or reconstruction of the share capital of the Company, from time to time)
“Share Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Share Registrar”	the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

*Should there be any discrepancy between English and Chinese versions, the English version shall prevail.*



**COUNTRY GARDEN HOLDINGS COMPANY LIMITED**

**碧桂園控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2007)**

***Executive Directors:***

Mr. YEUNG Kwok Keung (*Chairman*)  
Ms. YANG Huiyan (*Co-Chairman*)  
Mr. MO Bin (*President*)  
Ms. YANG Ziyang  
Mr. YANG Zhicheng  
Mr. SONG Jun  
Mr. SU Baiyuan

***Non-executive Director:***

Mr. CHEN Chong

***Independent non-executive Directors:***

Mr. LAI Ming, Joseph  
Mr. SHEK Lai Him, Abraham  
Mr. TONG Wui Tung  
Mr. HUANG Hongyan  
Mr. TO Yau Kwok

***Registered office:***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

***Principal place of business in the PRC:***

Country Garden Centre  
No. 1 Country Garden Road  
Beijiao Town  
Shunde District, Foshan  
Guangdong Province 528312  
The PRC

***Principal place of business in Hong Kong:***

Suite 1702, 17/F.  
Dina House, Ruttonjee Centre  
11 Duddell Street  
Central  
Hong Kong

25 April 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information relating to the resolutions to be proposed at the AGM for, among other things, (i) the grant and extension of the Issue Mandate; (ii) the grant of the Share Buy-back Mandate; and (iii) the re-election of the retiring Directors in accordance with the Articles of Association. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

### 2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 24 May 2021 whereby a general mandate was given to the Directors to issue Shares and such general mandate to issue Shares was extended by adding to it the number of Shares bought back under the general mandate to buy back Shares granted to the Directors on 24 May 2021.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution no. 5 of the AGM Notice will be proposed at the AGM to grant to the Directors the Issue Mandate to issue Shares up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the ordinary resolution (i.e. not exceeding 4,629,678,189 Shares based on the issued share capital of the Company of 23,148,390,946 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing of the ordinary resolution no. 5 of the AGM Notice) in order to ensure flexibility and discretion to the Directors to issue any Shares.

In addition, an ordinary resolution no. 7 of the AGM Notice will be proposed to extend the Issue Mandate by adding to it the number of Shares bought back under the Share Buy-back Mandate.

### 3. GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 24 May 2021 whereby a general mandate was given to the Directors to buy back Shares.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution no. 6 of the AGM Notice will be proposed at the AGM to grant to the Directors the Share Buy-back Mandate to buy back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution (i.e. not exceeding 2,314,839,094 Shares based on the issued share capital of the Company of 23,148,390,946 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing of the ordinary resolution no. 6 of the AGM Notice).

In accordance with the Listing Rules, an explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Share Buy-back Mandate is set out in Appendix I to this circular.



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## LETTER FROM THE BOARD

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### 4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises 13 Directors, of which Mr. YEUNG Kwok Keung, Ms. YANG Huiyan, Mr. MO Bin, Ms. YANG Ziyang, Mr. YANG Zhicheng, Mr. SONG Jun and Mr. SU Baiyuan are executive Directors; Mr. CHEN Chong is a non-executive Director; and Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Mr. HUANG Hongyan and Mr. TO Yau Kwok are independent non-executive Directors.

Pursuant to Article 84 of the Articles of Association, Ms. YANG Huiyan, Mr. MO Bin, Mr. YANG Zhicheng, Mr. SU Baiyuan and Mr. SHEK Lai Him, Abraham will retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Pursuant to code provision B.2.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, Mr. SHEK Lai Him, Abraham (“Mr. SHEK”) has served as an independent non-executive Director for more than 9 years and re-election of him will be subject to a separate resolution to be approved by the Shareholders. As an independent non-executive Director with in-depth understanding of the Company’s operations and business, Mr. SHEK has expressed objective views and given independent guidance to the Company over the years. The Board considers that Mr. SHEK has satisfied the criteria for independence set out in Rule 3.13 of the Listing Rules. The Board also considers that his re-election is in the best interest of the Company and Shareholders as a whole.

In addition, the nomination committee of the Company had identified candidates pursuant to criteria set out in the nomination policy adopted by the Company and reviewed the written confirmation of independence of Mr. SHEK. The nomination committee of the Company is also of the view that Mr. SHEK would bring to the Board his own perspectives, skills and experience, as further described in his biographical details in Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the nomination committee of the Company considers that Mr. SHEK can contribute to the diversity of the Board, in particular, with his diverse business and professional background which enables him to provide valuable, independent and objective view to the Company’s affairs.

The Board has noted that as of the Latest Practicable Date, Mr. SHEK is an executive director and independent non-executive director of a total of 17 Hong Kong listed companies (including the Company) and an independent non-executive director of a total of 2 companies, both of which are manager of a listed investment trust on the Stock Exchange. However, the Board is of the view that Mr. SHEK would still be able to devote sufficient time to the Board. Mr. SHEK has strong experience in corporate governance and is familiar with management of Hong Kong listed companies. Mr. SHEK has close and good communication with the management team of the Company and other independent non-executive Directors to facilitate the decision-making process of the Board. During the year 2021, Mr. SHEK has participated in all Board meetings to give impartial advice and exercise independent judgement and served on various committees of the Board but has never engaged in any executive management. He has attended all 9 meetings of the Board,

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## LETTER FROM THE BOARD

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all 3 meetings of audit committee of the Company, all 3 meetings of remuneration committee of the Company, and all 3 meetings of environmental, social and governance committee of the Company, providing valuable input to the Board and committees of the Company.

Brief biographical details of the Directors who are subject to re-election at the AGM are set out in Appendix II to this circular.

### **5. ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 21 to 25 of this circular to consider the resolutions relating to, inter alia, the re-election of the retiring Directors, the Issue Mandate, the Share Buy-back Mandate and the extension of the Issue Mandate.

### **6. ACTIONS TO BE TAKEN**

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.countrygarden.com.cn>). If you do not intend or are unable to attend the AGM via e-Meeting System and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the accompanying form of proxy and return it to the Share Registrar in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof via e-Meeting System if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

### **7. VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.

### **8. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no any other matters the omission of which would make this circular or any statement herein misleading.

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## LETTER FROM THE BOARD

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### 9. RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the Issue Mandate, the Share Buy-back Mandate and the extension of the Issue Mandate are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM as set out in the AGM Notice.

Yours faithfully,  
For and on behalf of the Board  
**Country Garden Holdings Company Limited**  
**MO Bin**  
*President and Executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate.*

## **1. LISTING RULES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (a) the shares proposed to be purchased by the company are fully paid-up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make the purchase(s), by way of an ordinary resolution which complies with rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

The company must report the outcome of the general meeting called to consider the proposed buy-back to the Stock Exchange immediately following the meeting.

## **2. SHARE IN ISSUE**

As at the Latest Practicable Date, the total number of Shares in issue and fully paid-up was 23,148,390,946 Shares.

Subject to the passing of ordinary resolution no. 6 of the AGM Notice and on the basis that no further Shares are issued or bought back and/or cancelled prior to the AGM, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 2,314,839,094 Shares.

## **3. REASON FOR BUY-BACK**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general mandate from the Shareholders to enable the Company to buy back Shares in the market. Such a buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. Buying back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

**4. FUNDING OF BUY-BACK**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Buy-back Mandate, buy-back will be made out of funds of the Company legally permitted to be utilized in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorized by the Articles of Association and subject to the Companies Law, out of the capital of the Company and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of the capital of the Company. The Company may not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**5. IMPACT OF BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Buy-back Mandate is exercised in full at any time during the proposed buy-back period. No buy-back pursuant to the Share Buy-back Mandate would be made where such buy-back would have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider such buy-back were in the best interests of the Company and the Shareholders as a whole.

## 6. SHARE PRICES RECORD

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date and for the month of April 2022 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
April	10.280	9.230
May	10.060	9.130
June	10.040	8.700
July	8.820	7.560
August	8.740	7.470
September	8.850	6.500
October	8.430	7.280
November	7.850	6.640
December	7.600	6.740
<b>2022</b>		
January	7.470	5.810
February	7.000	6.010
March	6.330	3.340
April (up to the Latest Practicable Date)	6.640	5.720

## 7. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, if the Share Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so, if the Share Buy-back Mandate is approved by the Shareholders.

**8. EFFECTS OF TAKEOVERS CODES**

If, as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, Ms. YANG Huiyan has an indirect interest in 14,179,076,995 Shares representing approximately 61.25% of the issued Shares, through her 100% interest in Concrete Win Limited (controlling Shareholder).

In the event that the Directors exercise in full the power to buy back Shares under the Share Buy-back Mandate, then, (if the present shareholdings otherwise remain the same) the interest of Ms. YANG Huiyan in the Company held through Concrete Win Limited would be increased from approximately 61.25% to approximately 68.06% of the then issued Shares. The Directors are not aware of any consequences which may arise under the Takeovers Codes as a consequence of any buy-back made under the Share Buy-back Mandate. The Directors will use their best endeavours to ensure that the Share Buy-back Mandate will not be exercised to the extent that the percentage of total issued Shares held in public hands would fall below the minimum percentage prescribed by the Stock Exchange. The Directors have no intention to exercise the Share Buy-back Mandate which may result in possible mandatory offer being made under the Takeovers Codes or the public float of the Company falling below the minimum percentage prescribed by the Stock Exchange.

**9. SHARE BUY-BACK MADE BY THE COMPANY**

The Company did not buy back any Shares during the six months immediately preceding the Latest Practicable Date.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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*The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:*

**YANG Huiyan (楊惠妍)**, aged 40, was appointed as an executive Director in December 2006 and a Vice Chairman in March 2012 and was re-designated from a Vice Chairman to a Co-Chairman in December 2018. Ms. YANG is also a member of the corporate governance committee, the environmental, social and governance committee, the executive committee and the finance committee of the Company and a director of various members of the Group. Ms. YANG graduated from Ohio State University with a bachelor degree in marketing and logistic and she also obtained an EMBA degree from Tsinghua University in 2019. Ms. YANG joined the Group in 2005 and served as the manager of the procurement department. Currently, she is primarily responsible for assisting Mr. YEUNG Kwok Keung, the Chairman of the Company, in the day-to-day work of the Group, and responsible for the Group's strategic investments and new business exploration based on the existing business, such as new retail business, contributing to the Company's sustainable development. Ms. YANG is a director of Concrete Win Limited, the substantial Shareholder, which has an interest in the Shares and underlying Shares which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance. Ms. YANG was appointed as a director and the chairperson of the board of Bright Scholar Education Holdings Limited, a company whose shares are listed on The New York Stock Exchange, in February and April 2017 respectively, and as the chairman and a non-executive director of Country Garden Services Holdings Company Limited, a company whose shares are listed on the Stock Exchange, in March 2018. Ms. YANG was awarded "China Charity Award Special Contribution Award" in 2008, "China Poverty Alleviation Award Contribution Award" in 2019 and "The 11<sup>th</sup> China Charity Award Individual Donor Award" in 2021.

Save as disclosed above, Ms. YANG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. YANG has an indirect interest in 14,179,076,995 Shares through her 100% interest in Concrete Win Limited, representing approximately 61.25% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. YANG is the daughter of Mr. YEUNG Kwok Keung, the Chairman and an executive Director; the sister of Ms. YANG Ziying, an executive Director; a cousin of Mr. YANG Zhicheng, an executive Director; and the wife of Mr. CHEN Chong, a non-executive Director. Save as disclosed above, Ms. YANG does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Ms. YANG has entered into a service agreement (as amended) with the Company for a term of two years commencing on 1 January 2021 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance



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## APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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with the Articles of Association. Her emoluments are determined with reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement (as amended), Ms. YANG is entitled to receive a basic annual salary of RMB370,000 and is entitled to other fringe benefits. Besides, Ms. YANG is entitled to a year end management bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2021, Ms. YANG has received total emoluments of RMB15,762,482.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. YANG's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**MO Bin (莫斌)**, aged 55, was appointed as the President and an executive Director in July 2010. Mr. MO is also a member of the remuneration committee, the corporate governance committee, the environmental, social and governance committee, the executive committee and the finance committee of the Company and a director of several members of the Group. Mr. MO graduated from Hengyang Institute of Technology (currently known as University of South China) with a bachelor degree in industrial and civil architecture. He obtained his postgraduate degree from Zhongnan University of Economics and Law and is a professor-grade senior engineer. Mr. MO is primarily responsible for the management of daily operation and general administration of the Group. Prior to joining the Group, Mr. MO was employed by an internationally competitive construction and property group in Mainland China, China State Construction Engineering Corporation, in a number of senior positions since 1989, most recently as a director and general manager of China Construction Fifth Engineering Division Corp., Ltd.. Mr. MO ceased to be a non-executive director of E-House (China) Enterprise Holdings Limited with effect from 31 August 2020, a company whose shares are listed on the Stock Exchange. Mr. MO has over 32 years of extensive experience in property development, construction business, construction management, marketing, cost control and corporate management. Mr. MO won the 1st place of "Best CEO — Property (Combined)/(Buy-Side)/(Sell-Side)" at the "2019 All-Asia Executive Team" and the 1st place of "Best CEO — Property (Sell-side)" at the "2020 All-Asia Corporate Executive Team" organised by financial magazine, Institutional Investor.

Save as disclosed above, Mr. MO has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. MO has a direct interest in 86,591,006 Shares, representing approximately 0.37% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. MO also held US\$30,000,000 debentures.

Mr. MO does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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Mr. MO has entered into a service agreement and a supplemental service agreement with the Company for a term of two years commencing on 1 January 2021 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Under the supplemental service agreement, Mr. MO is entitled to receive a basic executive Director salary of RMB2,250,000 and President's salary of RMB9,000,000 and is entitled to other fringe benefits. Besides, Mr. MO is entitled to a year end management bonus and performance bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2021, Mr. MO has received total emoluments of RMB191,585,965.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. MO's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**YANG Zhicheng (楊志成)**, aged 48, was appointed as an executive Director in December 2006, a regional president of the Group, a member of the executive committee and the finance committee of the Company. Mr. YANG is primarily responsible for the overall development and management of certain property development projects of the Group. Prior to joining the Group in 1997, Mr. YANG served as a project manager of Shunde Sanhe Co. and the general manager of Foshan Shunde Jun'an Country Garden Property Development Co., Ltd. After joining the Group, he served as the project general manager and was appointed as a vice President in November 2017. Mr. YANG was appointed as a non-executive director of Country Garden Services Holdings Company Limited, a company whose shares are listed on the Stock Exchange, in March 2018. Mr. YANG has approximately 28 years of experience in project development.

Save as disclosed above, Mr. YANG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. YANG has a direct interest in 8,966,789 Shares and underlying Shares (representing interests in 1,338,799 Shares and interests of share options to subscribe 7,627,990 Shares granted under the 2007 Share Option Scheme and the 2017 Share Option Scheme), representing approximately 0.03% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. YANG is a nephew of Mr. YEUNG Kwok Keung, the Chairman and an executive Director; a cousin of Ms. YANG Huiyan, the Co-Chairman, an executive Director and the controlling Shareholder; a cousin of Ms. YANG Ziyang, an executive Director; and a cousin-in-law of Mr. CHEN Chong, a non-executive Director. Save as disclosed above, Mr. YANG does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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Mr. YANG has entered into a service agreement and a supplemental service agreement with the Company for a term of two years commencing on 1 January 2021 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the supplemental service agreement, Mr. YANG is entitled to receive a basic annual salary of RMB2,000,000 and is entitled to other fringe benefits. Besides, Mr. YANG is entitled to a year end management bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2021, Mr. YANG has received total emoluments of RMB50,343,676.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. YANG's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**SU Baiyuan (蘇柏垣)**, aged 56, was appointed as an executive Director in December 2013. Mr. SU graduated from Guangzhou Normal Institute (currently known as Guangzhou University) with a degree in geography and obtained a postgraduate degree in human geography from Sun Yat-sen University. Prior to joining the Group in 2005, Mr. SU had over 10 years of experience in land planning and development as well as operational management. Mr. SU was a vice President until February 2013, and was primarily responsible for investment development and the overall management of certain property development projects of the Group. Mr. SU was reappointed as a vice President in November 2013. Currently, he is primarily responsible for overseas development and the management of certain overseas property development projects of the Group.

Save as disclosed above, Mr. SU has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. SU together with his associates have a direct interest in 4,002,666 Shares and underlying Shares (representing interests in 942,540 Shares and interests of share options to subscribe for 3,060,126 Shares granted under the 2017 Share Option Scheme), representing approximately 0.01% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. SU does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. SU has entered into a service agreement and a supplemental service agreement with the Company for a term of two years commencing on 1 January 2021 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the supplemental service

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## APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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agreement, Mr. SU is entitled to receive a basic annual salary of RMB2,000,000 and is entitled to other fringe benefits. Besides, Mr. SU is entitled to a year end management bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2021, Mr. SU has received total emoluments of RMB23,072,078.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. SU's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**SHEK Lai Him, Abraham (石禮謙)** *G.B.S., S.B.S., J.P.*, aged 76, was appointed as an independent non-executive Director in December 2006 and is currently a member of the audit committee, the remuneration committee and the environmental, social and governance committee of the Company. Mr. SHEK graduated from the University of Sydney and holds a bachelor of Arts degree and a diploma in Education. Mr. SHEK was appointed as a Justice of the Peace in 1995 and was awarded the Silver Bauhinia Star and the Gold Bauhinia Star by the Government of the HKSAR in 2007 and 2013 respectively. Mr. SHEK is an honorary member of the Court of Hong Kong University of Science and Technology, a member of Court and Council of University of Hong Kong and a member of the Advisory Committee on Corruption of the Independent Commission Against Corruption. He acted as a member of the HKSAR Legislative Council representing the Real Estate and Construction Functional Constituency until 31 December 2021.

Mr. SHEK currently holds directorship in a number of listed companies on the Main Board of the Stock Exchange: (i) the honorary chairman and independent non-executive director of Chuang's China Investments Limited; (ii) the vice chairman and an independent non-executive director of ITC Properties Group Limited; and (iii) an independent non-executive director of Far East Consortium International Limited, Lifestyle International Holdings Limited, NWS Holdings Limited, Paliburg Holdings Limited, Lai Fung Holdings Limited, Chuang's Consortium International Limited, China Resources Cement Holdings Limited, Cosmopolitan International Holdings Limited, Everbright Grand China Assets Limited, CSI Properties Limited, Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust), Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust), Landing International Development Limited and Hao Tian International Construction Investment Group Limited respectively.

Mr. SHEK has been appointed as the vice chairman and re-designated from independent non-executive director to executive director of Goldin Financial Holdings Limited ("**Goldin Financial**") with effect from 1 March 2021, has been appointed as an advisor of SJM Holdings Limited with effect from 28 May 2021, and has been appointed as an independent non-executive director of International Alliance Financial Leasing Co., Ltd. with effect from 28 July 2021, all of which are companies listed on the Main Board of the Stock Exchange.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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Mr. SHEK was (i) the chairman of Chuang's China Investments Limited (retired on 29 April 2019); and (ii) an independent non-executive director of MTR Corporation Limited (retired on 22 May 2019), of Hop Hing Group Holdings Limited (retired on 2 June 2020), and of SJM Holdings Limited (retired on 28 May 2021), all of which are companies listed on the Main Board of the Stock Exchange, respectively.

Save as disclosed above, Mr. SHEK has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Mr. SHEK had been an independent non-executive director of Titan Petrochemicals Group Limited ("**Titan**") (a company whose shares are listed on the Stock Exchange), from 27 February 2006 to 27 February 2014. According to the announcements and circulars published by Titan, on 9 July 2012 (Bermuda time), Saturn Petrochemical Holdings Limited ("**SPHL**") served on Titan a petition (the "**Petition**") at the Supreme Court of Bermuda (the "**Bermuda Court**") for an order, amongst other things, to wind up and to appoint a provisional liquidator against Titan. At the first hearing of the Petition on 16 August 2012 (Bermuda time), the court has, amongst other things, adjourned the hearing of the Petition to 5 September 2012 (Bermuda time). The Petition was in relation to a notice to Titan from SPHL to redeem all of the outstanding convertible redeemable preferred shares issued by Titan and held by SPHL at a redeemable amount equal to the notional value of those shares (being HK\$310.8 million) together with any accrued and unpaid dividends. To the best knowledge of Mr. SHEK, the Petition was in relation to the redemption of the abovementioned convertible redeemable preferred shares of Titan. Thereafter, the Bermuda Court ordered the appointment of Mr. Garth Calow and Ms. Allison Tomb, both of PricewaterhouseCoopers, as the joint provisional liquidators of Titan on 18 October 2013 (Bermuda time). This appointment of the joint provisional liquidators was in relation to an application made by KTL Camden Inc. ("**Camden**") to the Bermuda Court on 6 August 2013 (Bermuda time) in connection with its claim that Titan Storage Limited, a subsidiary of Titan, failed to pay certain hiring charges to Camden pursuant to a bareboat charter party contract and that Titan was liable to Camden for such hiring charges plus interest thereon in the sum of approximately US\$6,853,032 (up to 16 April 2013) pursuant to a deed of guarantee issued by Titan in favour of Camden. The Bermuda Court sanctioned a proposed scheme of arrangement (the "**Scheme**") between Titan and its scheme creditors on 5 November 2014 and the Scheme became effective and binding on the scheme creditors upon a copy of the order of the Bermuda Court being delivered to the Bermuda Registrar of Companies in accordance with section 99 of the Companies Act 1981 of Bermuda on 5 November 2014. Apart from information relating to Titan already in the public domain, Mr. SHEK in his capacity as a past director of Titan, has no other knowledge relating to Titan.

As disclosed above, Mr. SHEK is an executive director of Goldin Financial. On 7 October 2020, Goldin Financial, a company incorporated in Bermuda and listed on the Stock Exchange since October 1992, received a winding up petition dated 7 August 2020 filed by DB Trustees (Hong Kong) Limited ("**DBT**") with the Supreme Court of Bermuda for the purported winding-up of Goldin Financial (the "**Petition**"). The Petition was filed by DBT in relation to a dual tranche term loan facility in the principal amounts of



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## APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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approximately HK\$1,494.9 million and US\$243 million (the “**Loan**”) owed by two direct wholly-owned subsidiaries of Goldin Financial to certain independent financial institutions, with DBT as the security agent in respect of the Loan and Goldin Financial as the corporate guarantor of the Loan. Based on the latest announcement published by Goldin Financial dated 13 January 2022, the hearing of the Petition has been adjourned to 11 March 2022 (Bermuda time). Goldin Financial is an investment holding company and its group is principally engaged in the provision of factoring services, financial investment, winery and wine related business, property development and investment and operation of restaurants.

As at the Latest Practicable Date, Mr. SHEK has a direct interest in 1,176,178 Shares representing approximately 0.01% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. SHEK does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. SHEK has entered into an appointment letter with the Company for a term of two years commencing on 1 January 2021 and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities in the Company, the Company’s remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. SHEK is entitled to receive an annual fee of RMB330,000. For the year ended 31 December 2021, Mr. SHEK has received an annual fee of RMB330,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. SHEK’s re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.



**COUNTRY GARDEN HOLDINGS COMPANY LIMITED**

**碧桂園控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2007)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Country Garden Holdings Company Limited (the “**Company**”) will be held via e-Meeting System on Thursday, 26 May 2022 at 10:00 a.m. (the “**AGM**”) for the following purposes:

1. To receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2021.
2. To declare a final dividend of RMB10.12 cents per share of the Company for the year ended 31 December 2021.
3. (a) Each as a separate resolution, to re-elect the following directors of the Company (the “**Director(s)**”):
  - (1) to re-elect Ms. YANG Huiyan as an executive Director;
  - (2) to re-elect Mr. MO Bin as an executive Director;
  - (3) to re-elect Mr. YANG Zhicheng as an executive Director;
  - (4) to re-elect Mr. SU Baiyuan as an executive Director;
  - (5) to re-elect Mr. SHEK Lai Him, Abraham as an independent non-executive Director; and
- (b) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix their remuneration.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot, and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of the shares of the Company allotted or agreed conditionally or unconditionally to be issued or allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to grantees as specified in such share option scheme or option scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the issue and allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and



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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (b) the total number of shares of the Company which the Company is authorized to buy back pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and
  - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company; or
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
    - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
7. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT** conditional upon the ordinary resolution nos. 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to issue, allot and deal with any unissued shares in the capital of the Company pursuant to the ordinary resolution no. 5 of the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to the ordinary resolution no. 6 of the notice convening this meeting, provided that such extended number shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

By Order of the Board  
**Country Garden Holdings Company Limited**  
**MO Bin**  
*President & Executive Director*

Foshan, Guangdong Province, the PRC, 25 April 2022

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy needs not be a member of the Company.
  2. In the case of joint registered holders, only ONE PAIR of log-in username and password will be provided to the joint registered holders. Any one of such joint registered holders may attend or vote in respect of such share(s) of the Company as if he was solely entitled thereto.
  3. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "Share Registrar") not less than 48 hours before the time for holding the meeting or any adjournment thereof.
  4. Completion and return of the form of proxy will not preclude a member from attending and voting via the e-Meeting System at the AGM or at any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
  5. The register of members of the Company will be closed from Friday, 20 May 2022 to Thursday, 26 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to determine shareholders' eligibility to attend and vote via the e-Meeting System at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4:30 p.m. on Thursday, 19 May 2022.
  6. The register of members of the Company will be closed from Thursday, 9 June 2022 to Friday, 10 June 2022, both days inclusive, during which period no transfer of shares will be registered. Subject to the approval of shareholders in the meeting, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Friday, 10 June 2022. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4:30 p.m. on Wednesday, 8 June 2022.
  7. Pursuant to rule 13.39(4) of the Listing Rules, all votes at the general meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under rule 13.39(5) and rule 13.39(5A) of the Listing Rules.
  8. With regard to items 3 and 5 to 7 set out in this notice, a circular giving details of the re-election of Directors and the general mandates to issue and to buy back shares of the Company (the "Circular") will be despatched to shareholders of the Company on 25 April 2022. The biographical details of the Directors who are proposed to be re-elected at the meeting are set out in Appendix II to the circular.
  9. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time after 7:00 a.m. on the date of the meeting, subject to consent of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.countrygarden.com.cn>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force.
10. As at the date of this notice, the Board is comprised of 13 Directors, of which Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Co-Chairman), Mr. MO Bin (President), Ms. YANG Ziyang, Mr. YANG Zhicheng, Mr. SONG Jun and Mr. SU Baiyuan are executive Directors, Mr. CHEN Chong is a non-executive Director and Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Mr. HUANG Hongyan and Mr. TO Yau Kwok are independent non-executive Directors.