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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 all 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 of the Company to be held at Granville Room and Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Monday, 16 May 2016 at 10:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you intend to attend the AGM, 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 22, 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 in person at the AGM or any adjourned meeting thereof should you so wish.

14 April 2016

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Granville Room and Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Monday, 16 May 2016 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 19 to 23 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 20 March 2007 and as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 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), including independent non-executive 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”	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

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## DEFINITIONS

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“Latest Practicable Date”	Friday, 8 April 2016, 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
“Memorandum of Association”	the memorandum of association of the Company, adopted on 10 November 2006 and as amended from time to time
“PRC”	the People’s Republic of China, except where the context requires, geographical references to the PRC exclude 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, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Shareholder(s)”	the holder(s) of 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.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. YEUNG Kwok Keung (*Chairman*)  
Ms. YANG Huiyan (*Vice Chairman*)  
Mr. MO Bin (*President*)  
Mr. ZHU Rongbin (*Associate President*)  
Mr. WU Jianbin (*Chief Financial Officer*)  
Ms. YANG Ziying  
Mr. SU Rubo  
Mr. OU Xueming  
Mr. YANG Zhicheng  
Mr. XIE Shutai  
Mr. SONG Jun  
Mr. LIANG Guokun  
Mr. SU Baiyuan

*Independent Non-executive Directors:*

Mr. LAI Ming, Joseph  
Mr. SHEK Lai Him, Abraham  
Mr. TONG Wui Tung, Ronald  
Mr. HUANG Hongyan  
Ms. HUANG Xiao  
Mr. MEI Wenjue  
Mr. YEUNG Kwok On

*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

14 April 2016

*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**

#### **1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with the information relating to the resolutions to be proposed at the AGM, 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.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 20 May 2015 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 20 May 2015.

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 4,479,414,556 Shares based on the issued share capital of the Company of 22,397,072,782 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing 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 20 May 2015 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 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 2,239,707,278 Shares based on the issued share capital of the Company of 22,397,072,782 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing 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.

### 4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises 20 Directors, of which Mr. YEUNG Kwok Keung, Ms. YANG Huiyan, Mr. MO Bin, Mr. ZHU Rongbin, Mr. WU Jianbin, Ms. YANG Ziying, Mr. SU Rubo, Mr. OU Xueming, Mr. YANG Zhicheng, Mr. XIE Shutai, Mr. SONG Jun, Mr. LIANG Guokun and Mr. SU Baiyuan are executive Directors, Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Ronald, Mr. HUANG Hongyan, Ms. HUANG Xiao, Mr. MEI Wenjue and Mr. YEUNG Kwok On are independent non-executive Directors.

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## LETTER FROM THE BOARD

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Pursuant to article 87 of the Articles of Association, Ms. YANG Huiyan, Mr. MO Bin, Mr. ZHU Rongbin, Ms. YANG Ziyang, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Ronald and Mr. MEI Wenjue will retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Pursuant to code provision A.4.3 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 of the Listing Rules, Mr. SHEK Lai Him, Abraham and Mr. TONG Wui Tung, Ronald have served as independent non-executive Directors more than 9 years and re-election of them will be subject to a separate resolution to be approved by the Shareholders. As independent non-executive Directors with in-depth understanding of the Company's operations and business, Mr. SHEK Lai Him, Abraham and Mr. TONG Wui Tung, Ronald have expressed objective views and given independent guidance to the Company over the years. The Board considers that Mr. SHEK Lai Him, Abraham and Mr. TONG Wui Tung, Ronald have satisfied the criteria for independence set out in rule 3.13 of the Listing Rules. The Board also considers that their re-election is in the best interest of the Company and Shareholders as a whole.

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 19 to 23 of this circular to consider the resolutions relating to, inter alia, the Issue Mandate, the Share Buy-back Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors.

### **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 and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the 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 if you so wish.

### **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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 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 other matters the omission of which would make any statement herein or this circular misleading.

### 9. RECOMMENDATION

The Directors consider that the Issue Mandate, the Share Buy-back Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors 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 these resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Country Garden Holdings Company Limited**  
**WU Jianbin**  
*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. SHARES IN ISSUE**

As at the Latest Practicable Date, the total number of Shares in issue and fully-paid up was 22,397,072,782.

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 2,239,707,278 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 authority 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 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 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 contained in the annual report for the year ended 31 December 2015) 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 positions 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 traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date and for the month of April 2016 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2015</b>		
April	4.230	3.240
May	4.550	3.520
June	3.730	3.270
July	3.420	2.380
August	3.150	2.520
September	2.820	2.520
October	3.140	2.800
November	3.100	2.830
December	3.180	2.800
<b>2016</b>		
January	3.200	2.810
February	3.030	2.830
March	3.520	2.830
April (up to the Latest Practicable Date)	3.110	2.990

**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 Shareholder, 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 CODE**

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 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 12,111,978,942 Shares representing approximately 54.07% of the issued Shares, through her 100% interest in Concrete Win Limited (controlling Shareholder), 100% interest in Golden Value Investments Limited and 100% interest in Genesis Capital Global Limited.

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, Golden Value Investments Limited and Genesis Capital Global Limited would be increased from approximately 54.07% to approximately 60.08% of the then issued Shares. The Directors are not aware of any consequences which may arise under the Takeovers Code 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 Code 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 bought back a total of 204,871,000 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, details of which are as follows:

Date of buy-back	No. of Shares bought back	Price paid per Share	
		Highest HK\$	Lowest HK\$
8 January 2016	1,750,000	3.00	2.97
11 January 2016	8,250,000	3.00	2.97
12 January 2016	3,500,000	3.00	2.99
13 January 2016	3,170,000	3.00	2.98
14 January 2016	4,022,000	3.00	2.97
15 January 2016	12,620,000	3.00	2.98
18 January 2016	9,000,000	2.94	2.88
19 January 2016	4,441,000	3.00	2.94
20 January 2016	5,085,000	2.95	2.90
21 January 2016	15,000,000	2.94	2.85
22 January 2016	40,000,000	3.02	2.87
25 January 2016	9,000,000	2.99	2.95
26 January 2016	14,000,000	2.97	2.90
27 January 2016	10,000,000	2.93	2.91
28 January 2016	1,109,000	2.90	2.90
29 January 2016	10,000,000	2.98	2.93
1 February 2016	5,000,000	3.00	2.97
2 February 2016	5,000,000	3.00	2.98
3 February 2016	5,000,000	2.99	2.95
4 February 2016	5,000,000	3.00	2.97
5 February 2016	5,000,000	3.00	2.98
11 February 2016	5,000,000	2.94	2.93
12 February 2016	10,000,000	2.93	2.91
23 March 2016	5,000,000	3.03	3.02
24 March 2016	1,898,000	3.00	3.00
29 March 2016	642,000	3.00	3.00
1 April 2016	1,384,000	3.00	3.00
5 April 2016	5,000,000	3.00	3.00
Total:	<u>204,871,000</u>		

Save as disclosed above, the Company did not purchase any shares during the six months immediately preceding the Latest Practicable Date.

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

**YANG Huiyan (楊惠妍)**, aged 34, was appointed as an executive Director in December 2006 and the vice Chairman in March 2012. Ms. YANG is also a member of Corporate Governance Committee, Executive Committee and Finance Committee and a director of various members of the Group. Ms. YANG graduated from Ohio State University with a bachelor degree in marketing and logistic. Ms. YANG joined the Group in 2005 and served as the manager of the procurement department. Currently, she is primarily responsible for the formulation of development strategies of the Group. Ms. YANG was recognized as “China Charity Award Special Contribution Award” in 2008. 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 12,111,978,942 Shares through her 100% interest in Concrete Win Limited, 100% interest in Golden Value Investments Limited and 100% interest in Genesis Capital Global Limited, representing approximately 54.07% 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 Ziyang, an executive Director, and a cousin of Mr. YANG Zhicheng, an 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 with the Company for a term of two years commencing on 1 January 2015 subject to termination by not less than six months’ notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Her emoluments are determined by reference with the terms of the service agreement by reference to her duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions. Under the service agreement, Ms. YANG is entitled to receive a basic annual salary of RMB6,000,000 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 2015, Ms. YANG has received total emoluments of RMB6,035,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. YANG’s re-election that need 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 49, was appointed as the President and an executive Director in July 2010. Mr. MO is also a member of Remuneration Committee, Corporate Governance Committee, Executive Committee and Finance Committee 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 the PRC, 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 has over 26 years of extensive experience in property development, construction business, construction management, marketing, cost control and corporate management. 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 an beneficial interest in 6,085,000 Shares, representing approximately 0.02% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. MO does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. MO has entered into a service agreement with the Company for a term of two years commencing on 1 January 2015 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference with the terms of the service agreement by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. MO is entitled to receive a basic annual salary of RMB6,000,000 and is entitled to other fringe benefits. Besides, Mr. MO 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 2015, Mr. MO has received total emoluments of RMB6,054,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. MO's re-election that need 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.

**ZHU Rongbin** (朱榮斌), aged 43, was appointed as the associate President and an executive Director in May 2013. Mr. ZHU is also a member of Executive Committee and a director of various members of the Group. Mr. ZHU graduated from the Faculty of Civil Engineering of Tsinghua University with a master degree and is a senior engineer. Mr. ZHU was responsible for the management of investment and product design of the Group and now is primarily responsible for the management of business division of first-tier cities. Mr. ZHU worked in China Overseas Holdings Limited from 1995 to 2008, most recently as director, assistant general manager and general manager (eastern China region) of China Overseas Property Group Company Limited and was responsible for property development and project management in various locations, namely Guangzhou, Hong Kong, Shenzhen, Beijing and Shanghai. From 2008 to May 2013 before joining the Group, Mr. ZHU worked in Guangzhou R&F Properties Co., Ltd. (“R&F”), most recently as vice president and general manager (southern China region) of R&F. Mr. ZHU has over 21 years of experience in property development and related business. Save as disclosed above, Mr. ZHU 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. ZHU has beneficial interest in 2,756,042 Shares in the Company, representing approximately 0.01% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. ZHU does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. ZHU has entered into a service agreement with the Company for a term of two years commencing on 1 January 2015 subject to termination by not less than six months’ notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference with the terms of the service agreement by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions. Under the service agreement, Mr. ZHU is entitled to receive a basic annual salary of RMB5,500,000 and is entitled to other fringe benefits. Besides, Mr. ZHU 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 2015, Mr. ZHU has received total emoluments of RMB5,536,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. ZHU’s re-election that need 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 Ziyang** (楊子莹), aged 28, was appointed as an executive Director in May 2011. Ms. YANG is also a member of Executive Committee and a director of various members of the Group. Ms. YANG graduated from Ohio State University with a bachelor degree in psychology. Ms. YANG joined the Group in 2008 as an assistant to Chairman. Currently, she is primarily responsible for overseeing the finance of the Group, including offshore and onshore financing. Prior to joining the Group, Ms. YANG worked in a renowned global investment bank. 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 does not have any interest in 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 Huiyan, the vice Chairman, an executive Director and a controlling Shareholder, and a cousin of Mr. YANG Zhicheng, an 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 with the Company for a term of two years commencing on 1 January 2015 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Her emoluments are determined by reference with the terms of the service agreement by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Ms. YANG is entitled to receive a basic annual salary of RMB4,000,000 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 2015, Ms. YANG has received total emoluments of RMB4,035,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. YANG's re-election that need 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., J.P., aged 70, was appointed as an independent non-executive Director in December 2006 and is currently a member of Audit Committee and Remuneration Committee. Mr. SHEK graduated from the University of Sydney and holds a Bachelor of Arts degree and a Diploma in Education. Mr. SHEK was appointed a Justice of the Peace in 1995 and was awarded the Gold Bauhinia Star by the Government of the HKSAR in 2013. Mr. SHEK is a member of the HKSAR Legislative Council representing the Real Estate and Construction Functional Constituency, a member of the Court of Hong Kong University of Science and Technology, a member of Court and Council of University of Hong Kong, and has retired from the Independent Police Complaints Council as a vice



chairman since 1 January 2015. Mr. SHEK is an independent non-executive director of Midas International Holdings Limited, Lifestyle International Holdings Limited, NWS Holdings Limited, ITC Corporation Limited, Hop Hing Group Holdings Limited, MTR Corporation Limited, SJM Holdings Limited, Paliburg Holdings Limited, Lai Fung Holdings Limited, Chuang's Consortium International Limited, China Resources Cement Holdings Limited, TUS International Limited (formerly known as Jinheng Automotive Safety Technology Holdings Limited) and Cosmopolitan International Holdings Limited, the vice chairman and an independent non-executive director of ITC Properties Group Limited, and the chairman and an independent non-executive director of Chuang's China Investments Limited, all of which are companies whose shares are listed on the Stock Exchange, as well as a director of The Hong Kong Mortgage Corporation Limited and Mandatory Provident Fund Schemes Authority. Mr. SHEK is also an independent non-executive director of Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust) and Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust), both trusts are listed on the Stock Exchange. Mr. SHEK ceased to be an independent non-executive director of Titan Petrochemicals Group Limited with effect from 27 February 2014 and of Hsin Chong Construction Group Limited with effect from 12 May 2014, both of which are companies whose shares are listed on the Stock Exchange, and of Dorsett Hospitality International Limited with effect from 11 March 2016, whose shares had been withdrawn from listing on the Stock Exchange since 16 October 2015. 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. On 9 July 2012 (Bermuda time), Saturn Petrochemical Holdings Limited ("SPHL") served on Titan a petition (the "Petition") at the Supreme Court of Bermuda 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 is 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 is 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 is 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 is 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 Supreme Court of Bermuda (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.

As at the Latest Practicable Date, Mr. SHEK held a direct interest in 1,014,786 underlying Shares (representing interests of share options to subscribe for 1,014,786 Shares granted under the share option scheme of the Company adopted on 20 March 2007 (the “Share Option Scheme”)), 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 2015 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference to his duties and responsibilities with 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 2015, 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 need 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.

**TONG Wui Tung, Ronald (唐滙棟)**, aged 65, was appointed as an independent non-executive Director in December 2006. He is the chairman of Remuneration Committee and a member of Audit Committee and Nomination Committee. Mr. TONG has been practicing as a solicitor in Hong Kong for over 35 years and is a partner of the law firm, Messrs. Cheung, Tong & Rosa Solicitors. He is also a Notary Public and a China Appointed Attesting Officer, and is admitted as a solicitor in several other jurisdictions. Mr. TONG is currently a non-executive director of Yip’s Chemical Holdings Limited, a company whose shares are listed on the Stock Exchange. Save as disclosed above, Mr. TONG 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. TONG was a non-executive director of Innovative International (Holdings) Limited (subsequently renamed as Carico (Holdings) Limited, also listed on the Stock Exchange) from August 1995 to December 2002. Innovative International (Holdings) Limited entered into a debt restructuring agreement in July 2001 for an amount of debt of approximately HK\$660 million. Receivers and managers of all the property and assets of Innovative International (Holdings) Limited were appointed in October 2001 pursuant to terms of a composite guarantee

and debenture granted to its secured creditors. Thereafter, Innovative International (Holdings) Limited entered into schemes of arrangement for restructuring in both Hong Kong and Bermuda. Mr. TONG remained as a non-executive director of Innovative International (Holdings) Limited until the restructuring was completed on 20 December 2002. Mr. TONG has confirmed that there was no wrongful act on his part leading to the debt restructuring of Innovative International (Holdings) Limited and that, as far as Mr. TONG is aware, no actual or potential claim has been or will be made against him as a result of such debt restructuring.

As at the Latest Practicable Date, Mr. TONG held a direct interest in 1,014,786 underlying Shares (representing interests of share options to subscribe for 1,014,786 Shares granted under the Share Option Scheme), representing approximately 0.01% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. TONG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. TONG has entered into an appointment letter with the Company for a term of two years commencing on 1 January 2015 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. TONG is entitled to receive an annual fee of RMB330,000. For the year ended 31 December 2015, Mr. TONG 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. TONG's re-election that need 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.

**MEI Wenjue (梅文珏)**, aged 46, was appointed as an independent non-executive Director in May 2013. Mr. MEI graduated from Sun Yat-Sen University with a bachelor degree in English language and literature and a master degree in public administration, and obtained a master degree in business administration from the School of Management of Cranfield University in United Kingdom. Mr. MEI served as a director of safety management system office, the secretary of safety committee and safety information manager of China Southern Airlines Company Limited, the deputy representative of China Southern Airlines Company Limited in the safety security and quality functional executives of Sky Team. Mr. MEI also served as the chief representative of the Shenzhen Office of China Europe International Business School. Currently, Mr. MEI serves as the chief executive officer of Reocar Rental Chain Group. Mr. MEI ceased to be an independent non-executive director of Miko International Holdings Limited with effect from 24 March 2016, a company whose shares are listed on the Stock Exchange. Save as disclosed above, Mr. MEI 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. MEI does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. MEI does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. MEI has entered into an appointment letter with the Company for a term of two years commencing on 1 January 2015 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. MEI is entitled to receive an annual fee of RMB240,000. For the year ended 31 December 2015, Mr. MEI has received an annual fee of RMB240,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. MEI's re-election that need 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.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Country Garden Holdings Company Limited (the “Company”) will be held at Granville Room and Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Monday, 16 May 2016 at 10:00 a.m. 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 for the year ended 31 December 2015.
2. To declare a final dividend of RMB6.47 cents per share for the year ended 31 December 2015.
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. ZHU Rongbin as an executive Director;
  - (4) to re-elect Ms. YANG Ziying as an executive Director;
  - (5) to re-elect Mr. SHEK Lai Him, Abraham as an independent non-executive Director;
  - (6) to re-elect Mr. TONG Wui Tung, Ronald as an independent non-executive Director;
  - (7) to re-elect Mr. MEI Wenjue 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 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
- (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;
  - (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

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (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 option, 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;
- (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



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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (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 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**  
**WU Jianbin**  
*Executive Director*

Hong Kong, 14 April 2016



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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 need not be a member of the Company.
2. 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Wednesday, 11 May 2016 to Monday, 16 May 2016, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 10 May 2016.
4. The register of members of the Company will be closed from Monday, 23 May 2016 to Tuesday, 24 May 2016, both days inclusive, during which period no transfer of shares will be registered. Subject to approval of shareholders in the meeting, the proposed final dividend will be payable to shareholders whose names appears on the register of members of the Company on Tuesday, 24 May 2016. 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 Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 20 May 2016.
5. Pursuant to rule 13.39(4) of the Listing Rules, all votes at the general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.
6. 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 general mandates to issue and to buy back shares of the Company will be despatched to shareholders of the Company on 14 April 2016. The biographical details of the Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
7. As at the date of this notice, the Board comprises 20 Directors, of which Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Vice Chairman), Mr. MO Bin (President), Mr. ZHU Rongbin (Associate President), Mr. WU Jianbin (Chief Financial Officer), Ms. YANG Ziying, Mr. SU Rubo, Mr. OU Xueming, Mr. YANG Zhicheng, Mr. XIE Shutai, Mr. SONG Jun, Mr. LIANG Guokun and Mr. SU Baiyuan are executive Directors and Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Ronald, Mr. HUANG Hongyan, Ms. HUANG Xiao, Mr. MEI Wenjue and Mr. YEUNG Kwok On are independent non-executive Directors.