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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)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES FACILITY AGREEMENT WITH SPECIFIC PERFORMANCE COVENANTS

This announcement is made by the Company pursuant to Rule 13.18 of the Listing Rules.

On 27 December 2017, the Company, as the borrower, entered into a Facility Agreement with the Original Lender in relation to a term loan facility in an amount of HK\$1,781 million for a term of 36 months, which includes a term imposing a specific performance obligation on the controlling shareholders of the Company.

This announcement is made by Country Garden Holdings Company Limited (the “**Company**” and together with its subsidiaries, collectively the “**Group**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 27 December 2017, the Company, as the borrower, entered into a facility agreement (the “**Facility Agreement**”) with BNP Paribas as the original lender (the “**Original Lender**”), pursuant to which the Original Lender has agreed to make available a term loan facility in an amount of HK\$1,781 million (the “**Facility**”) to the Company for a term of 36 months commencing from the date of the Facility Agreement. The Facility to be obtained under the Facility Agreement shall be applied by the Company towards the finance or refinance of (i) the acquisition by Country Garden (Hong Kong) Development Company Limited (“**CG Hong Kong**”), a wholly-owned subsidiary of the Company, of 12.35% interests of E-House (China) Enterprise Holdings Limited, a company incorporated under the laws of the Cayman Islands (the “**Target Company**”); and (ii) the subscription of 4.21% interests of the Target Company by CG Hong Kong.

SPECIFIC PERFORMANCE OBLIGATIONS

Pursuant to the terms of the Facility Agreement, among others, the Company has undertaken to make certain prepayment upon the occurrence of the following events (each, a “**Prepayment Event**”): (i) the Company does not, or ceases to, own the entire issued share capital in CG Hong Kong; (ii) Ms. YANG Huiyan and Mr. YEUNG Kwok Keung, in aggregate, are not or cease to be the largest beneficial owner of the entire issued share capital of the Company, whether directly or indirectly; (iii) Ms. YANG Huiyan and Mr. YEUNG Kwok Keung, in aggregate, do not, or cease to, beneficially own at least 40 per cent. of the entire issued share capital of the Company; (iv) Ms. YANG Huiyan and Mr. YEUNG Kwok Keung do not, or cease to, have control over the Company; and (v) neither Mr. YEUNG Kwok Keung nor Ms. YANG Huiyan is the chairperson of the board of directors of the Company. For the purpose of this paragraph, “control” means the power to decide the management and policies of the Company whether through the ownership of voting capital, by contract or otherwise.

Upon the occurrence of a Prepayment Event, (a) the available facilities under the Facility shall be immediately cancelled; and (b) the Company shall promptly (but in any event within 15 business days) prepay the Facility, together with payment of interest accrued thereon and all other amounts payable under the Finance Documents (as defined under the Facility Agreement), whereupon the Total Commitments (as defined under the Facility Agreement) will be reduced to zero.

The Company will continue to make relevant disclosure under its subsequent interim and annual reports pursuant to Rule 13.21 of the Listing Rules as long as circumstances giving rise to the obligations under Rule 13.18 of the Listing Rules continue to exist.

By order of the board of directors
Country Garden Holdings Company Limited
MO Bin
President and Executive Director

Foshan, Guangdong Province, the PRC, 27 December 2017

As of the date of this announcement, the executive directors of the Company are Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Vice Chairman), Mr. MO Bin (President), Ms. YANG Ziyang, Mr. YANG Zhicheng, Mr. XIE Shutai, Mr. SONG Jun, Mr. LIANG Guokun and Mr. SU Baiyuan. The non-executive director of the Company is Mr. CHEN Chong. The independent non-executive directors of the Company are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Mr. HUANG Hongyan, Mr. MEI Wenjue and Mr. YEUNG Kwok On.