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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)

HK\$15,600,000,000 ZERO COUPON

SECURED GUARANTEED CONVERTIBLE BONDS

DUE 2019 ISSUED BY SMART INSIGHT INTERNATIONAL LIMITED

ADJUSTMENT TO CONVERSION PRICE OF THE BONDS

The Company announces that the Conversion Price of the Bonds will be adjusted from HK\$20.556 per Share to HK\$20.15 per Share with effect from 28 May 2018 as a result of the payment of the Final Dividend.

Reference is made to the announcement of Country Garden Holdings Company Limited (the “**Company**”) dated 17 January 2018 (the “**Announcement**”) in relation to the Bonds issued by Smart Insight International Limited, a wholly-owned subsidiary of the Company. The Bonds are listed on SGX. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Reference is also made to the announcement of the Company dated 17 May 2018 in relation to the poll results of the annual general meeting of the Company held on the same date (the “**AGM**”). At the AGM, the payment of a final dividend of RMB24.95 cents per Share for the year ended 31 December 2017 (the “**Final Dividend**”) as recommended by the Board was approved by the shareholders of the Company (the “**Shareholders**”). Reference is also made to the announcement of the Company dated 25 May 2018 in relation to the payment of dividend in Hong Kong dollars.

The Final Dividend is expected to be paid on 11 July 2018 to Shareholders whose names appear on the register of members of the Company on 25 May 2018.

Notice is hereby given that, based on the adjustment provisions stipulated under the terms and conditions of the Bonds, an adjustment will be made to the Conversion Price as a result of the Final Dividend.

The Conversion Price of the Bonds, currently HK\$20.556 per Share (the “**Existing Conversion Price**”), will be adjusted to HK\$20.15 per Share (the “**Adjusted Conversion Price**”) with effect from 28 May 2018.

Based on the total outstanding principal amount of the Bonds of HK\$15,600,000,000 at the date of this announcement, the maximum number of Shares that will be issued upon conversion of all the outstanding Bonds at the Existing Conversion Price and the Adjusted Conversion Price are 758,902,510 Shares and 774,193,548 Shares, respectively.

Any holder of the Bonds who is in doubt as to the action to be taken should consult his/her/its stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

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

Foshan, Guangdong Province, the PRC, 29 May 2018

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. 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 and Mr. YEUNG Kwok On.