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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 further adjusted from HK\$20.15 per Share to HK\$18.65 per Share with effect from 14 June 2018 as a result of the spin off and separate listing of Country Garden Services Holdings Company Limited and the distribution in specie of shares in CG Services.

Reference is made to the announcement of Country Garden Holdings Company Limited (the “**Company**”) dated 17 January 2018 in relation to the Bonds issued by Smart Insight International Limited, a wholly-owned subsidiary of the Company, and the announcement of the Company dated 29 May 2018 in relation to the adjustment to the conversion price of the Bonds (the “**Announcements**”). The Bonds are listed on SGX. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

Reference is also made to the announcement of the Company dated 29 May 2018 in relation to the spin-off and separate listing of Country Garden Services Holdings Company Limited (“**CG Services**”) and the distribution in specie of shares in CG Services (the “**Distribution**”).

CG Services was listed on the main board of the Stock Exchange on 19 June 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 spin-off and separate listing of CG Services and the Distribution.

The Conversion Price of the Bonds, currently HK\$20.15 per Share (the “**Existing Conversion Price**”), will be further adjusted to HK\$18.65 per Share (the “**Adjusted Conversion Price**”) with effect from 14 June 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 774,193,548 Shares and 836,461,126 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 of directors
Country Garden Holdings Company Limited
MO Bin
President and Executive Director

Foshan, Guangdong Province, the PRC, 25 June 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.