

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy):

31/12/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer  
Date Submitted

Country Garden Holdings Company Limited  
04/01/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code: <u>2007</u> Description: <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>100,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$10,000,000,000</u>
Increase/(decrease)	<u>0</u>		<u>HK\$0</u>
Balance at close of the month	<u>100,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$10,000,000,000</u>
(2) Stock code: <u>N/A</u> Description: _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code: _____	N/A	Description: _____	
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code: _____	N/A	Description: _____	
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month  
(State currency):

HK\$10,000,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	<u>21,645,007,787</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>904,644</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>21,645,912,431</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme adopted						
by shareholders						
exercise price:						
HK\$4.773						
(20/03/2007)						
ordinary shares	0	904,644	0	0	904,644	4,816,024
(Note 1)						
2. Share Option						
Scheme adopted						
by shareholders						
exercise price:						
HK\$3.332						
(20/03/2007)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						
3. Share Option						
Scheme adopted						
by shareholders						
exercise price:						
HK\$3.106						
(20/03/2007)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						

### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer) (Continued)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
4. Share Option						
Scheme adopted						
by shareholders						
exercise price:						
HK\$3.740						
(20/03/2007)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						
5. Share Option						
Scheme adopted						
by shareholders						
exercise price:						
HK\$8.250						
(18/05/2017)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						
6. Share Option						
Scheme adopted						
by shareholders						
exercise price:						
HK\$10.100						
(18/05/2017)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						

### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer) (Continued)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<b>7. Share Option</b>						
Scheme adopted by shareholders						
exercise price:						
HK\$12.980						
(18/05/2017)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						
<b>8. Share Option</b>						
Scheme adopted by shareholders						
exercise price:						
HK\$16.460						
(18/05/2017)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						
<b>9. Share Option</b>						
Scheme adopted by shareholders						
exercise price:						
HK\$16.280						
(18/05/2017)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						

### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer) (Continued)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
10. Share Option Scheme adopted by shareholders exercise price: HK\$16.720 (18/05/2017) ordinary shares	0	0	0	0	0	6,517,965
(Note 1)						
11. Share Option Scheme adopted by shareholders exercise price: HK\$12.240 (18/05/2017) ordinary shares	0	0	0	0	0	0*
(Note 1)						
12. Share Option Scheme adopted by shareholders exercise price: HK\$9.654 (18/05/2017) ordinary shares	619,907	0	0	0	0	0*
(Note 1)						
			Total A. (Ordinary shares)		904,644	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)					HK\$4,317,865.81	

\* No. of share options as at 31 December 2018: 11,859,311 share options (unvested)

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____		( / / )				
2. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____		( / / )				
3. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____		( / / )				





Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. Zero Coupon Secured</u>						
<u>Guaranteed Convertible</u>			Repurchased	(Remark)		
<u>Bonds due 2019</u>			and cancelled			
	HK\$	15,600 million	6,054 million	9,546 million	0	521,924,548
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$18.29					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<u>2. 4.50% Secured</u>						
<u>Guaranteed Convertible</u>						
<u>Bonds due 2023</u>						
	HK\$	N/A	N/A	7,830 million	0	622,218,690
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$12.584					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					



Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A <hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)		
2. N/A <hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)		
3. N/A <hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>	N/A <hr/> N/A <hr/> N/A <hr/>	

Other Movements in Issued Share Capital

Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price:	State currency	_____	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A _____ ( / / ) ( / / )	_____
2. Open offer	At price:	State currency	_____	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A _____ ( / / ) ( / / )	_____
3. Placing	At price:	State currency	_____	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A _____ ( / / ) ( / / )	_____

Other Movements in Issued Share Capital (Continued)

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued thereto as at close of the month
4. Bonus issue			Class of shares issuable ( <i>Note 1</i> ) <u>          </u> N/A  Issue and allotment date: (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	
5. Scrip dividend	At price: _____	State currency _____	Class of shares issuable ( <i>Note 1</i> ) <u>          </u> N/A  Issue and allotment date: (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	
6. Repurchase of shares			Class of shares repurchased ( <i>Note 1</i> ) <u>          </u> N/A  Cancellation date: (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	

Other Movements in Issued Share Capital (Continued)

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
7. Redemption of shares	Class of shares redeemed ( <i>Note 1</i> )			N/A	
	Redemption date: (dd/mm/yyyy)			( / / )	
	EGM approval date: (dd/mm/yyyy)			( / / )	
8. Consideration issue	At price:	State currency	_____	Class of shares issuable ( <i>Note 1</i> )	
	Issue and allotment date: (dd/mm/yyyy)			( / / )	
	EGM approval date: (dd/mm/yyyy)			( / / )	
9. Capital reorganisation	Class of shares issuable ( <i>Note 1</i> )			N/A	
	Issue and allotment date: (dd/mm/yyyy)			( / / )	
	EGM approval date: (dd/mm/yyyy)			( / / )	

Other Movements in Issued Share Capital (Continued)

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
10. Other (Please specify)	At price:	State currency	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A ( / / ) ( / / )	
				Total E. (Ordinary shares)	N/A
				(Preference shares)	N/A
				(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	904,644
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A

*(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)*

Remarks (if any):

On 12 December 2018, the Issuer (a wholly-owned subsidiary of the Company) completed the partial Repurchase and repurchased Existing Bonds in the aggregate amount of HK\$6,054 million were cancelled. The aggregate principal amount of Existing Bonds that remain outstanding is HK\$9,546 million. For more details, please refer to the announcements of the Company dated 22 November 2018 and 12 December 2018. Capitalised terms used herein have the same meanings as those defined in the aforesaid announcements unless otherwise defined.

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Submitted by: LEUNG Chong Shun

Title: Secretary  
(Director, Secretary or other duly authorised officer)

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Notes:

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*