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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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting of Country Garden Holdings Company Limited (the “**Company**”) will be held at Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 16 May 2019 at 10:30 a.m. (or as soon thereafter as the annual general meeting of the Company to be held at the same place and on the same date at 10:00 a.m. shall have been concluded or adjourned) (the “**EGM**”), for the purpose of considering and, if thought fit, passing the following resolution which will be proposed, with or without modification, as ordinary resolution:

#### **ORDINARY RESOLUTION**

Words and expressions that are not expressly defined in this notice shall bear the same meanings as that defined in the circular of the Company dated 11 April 2019.

1. “**THAT:**

- (a) the confirmations setting forth the Written Call Options (having been marked “A” and “B”, and initialled by the chairman of the meeting for identification purpose) be and are hereby approved, confirmed and ratified;
- (b) the issue of the Written Call Options by the Issuer be and are hereby approved, confirmed and ratified;
- (c) the directors of the Company be and are hereby granted a specific mandate for the allotment and issue of up to a maximum number of 622,218,718 new Shares upon exercise of the Written Call Options by the Option Counterparties; and

(d) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to or in connection with the Written Call Options and the transactions contemplated thereunder.”

By Order of the Board  
**COUNTRY GARDEN HOLDINGS COMPANY LIMITED**  
**MO Bin**  
*President and Executive Director*

Foshan, Guangdong Province, the PRC, 11 April 2019

***Registered office:***

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

***Principal Place of Business in Hong Kong:***

Suite 1702, 17/F  
Dina House, Ruttonjee Centre  
11 Duddell Street  
Central, Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member. A member who is holder of two or more shares may appoint more than one proxy to attend on the same occasion. A form of proxy for the EGM is enclosed in the circular of the Company dated 11 April 2019.
- (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 of attorney 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 appointed for holding the EGM or any adjournment thereof.
- (3) In the case of joint registered holders of any share in the capital of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if it/he/she was solely entitled thereto, but if more than one of such joint registered holders is present at the EGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) Completion and return of the form of proxy will not preclude members from attending and voting at the EGM or any adjourned meeting if they so wish. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
- (5) The register of members of the Company will be closed from Friday, 10 May 2019 to Thursday, 16 May 2019, both days inclusive, during that period no transfer of shares will be registered. In order to determine the identity of the Shareholders who are entitled to attend the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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 Thursday, 9 May 2019.
- (6) 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.

- (7) If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time after 7:00 a.m. on the date of the EGM, subject to consent of the EGM, the EGM will be postponed or adjourned. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.countrygarden.com.cn>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

The EGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather condition bearing in mind their own situations.

- (8) As at the date of this notice, the Board is comprised of 14 Directors, of which Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Co-Chairman), Mr. MO Bin (President), Ms. YANG Ziyang, Mr. YANG Zhicheng, Mr. SONG Jun, Mr. LIANG Guokun and Mr. SU Baiyuan are executive Directors, Mr. CHEN Chong is a non-executive Director and Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Mr. HUANG Hongyan and Mr. YEUNG Kwok On are independent non-executive Directors.