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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Country Garden Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 16 May 2019 at 10:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

11 April 2019

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“2007 Share Option Scheme”	the share option scheme adopted by the Company on 20 March 2007 and expired on 19 March 2017
“2017 Share Option Scheme”	the share option scheme adopted by the Company on 18 May 2017
“AGM”	the annual general meeting of the Company to be held at Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 16 May 2019 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 18 to 22 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 17 May 2018 and as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Country Garden Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2007)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong/HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to issue, allot and deal in Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	Monday, 1 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company, adopted on 10 November 2006 and as amended from time to time

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification, or reconstruction of the share capital of the Company, from time to time)
“Share Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Share Registrar”	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
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

Should there be any discrepancy between English and Chinese versions, the English version shall prevail.

LETTER FROM THE BOARD



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)

Executive Directors:

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
Mr. SU Baiyuan

Non-executive Director:

Mr. CHEN Chong

Independent non-executive Directors:

Mr. LAI Ming, Joseph
Mr. SHEK Lai Him, Abraham
Mr. TONG Wui Tung
Mr. HUANG Hongyan
Mr. YEUNG Kwok On

Registered office:

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

Principal place of business in the PRC:

Country Garden Centre
No. 1 Country Garden Road
Beijiao Town
Shunde District
Foshan
Guangdong Province 528312
The PRC

Principal place of business in Hong Kong:

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

11 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information relating to the resolutions to be proposed at the AGM for, among other things, (i) the grant and extension of the Issue Mandate; (ii) the grant of the Share Buy-back Mandate; (iii) the re-election of the retiring Directors in accordance with the Articles of Association; and (iv) the proposed amendment to Articles of Association. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 17 May 2018 whereby a general mandate was given to the Directors to issue Shares and such general mandate to issue Shares was extended by adding to it the number of Shares bought back under the general mandate to buy back Shares granted to the Directors on 17 May 2018.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution no. 5 of the AGM Notice will be proposed at the AGM to grant to the Directors the Issue Mandate to issue Shares up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the ordinary resolution (i.e. not exceeding 4,332,044,244 Shares based on the issued share capital of the Company of 21,660,221,224 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing of the ordinary resolution no. 5 of the AGM Notice) in order to ensure flexibility and discretion to the Directors to issue any Shares.

In addition, an ordinary resolution no. 7 of the AGM Notice will be proposed to extend the Issue Mandate by adding to it the number of Shares bought back under the Share Buy-back Mandate.

3. GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 17 May 2018 whereby a general mandate was given to the Directors to buy back Shares.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution no. 6 of the AGM Notice will be proposed at the AGM to grant to the Directors the Share Buy-back Mandate to buy back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution (i.e. not exceeding 2,166,022,122 Shares based on the issued share capital of the Company of 21,660,221,224 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing of the ordinary resolution no. 6 of the AGM Notice).

In accordance with the Listing Rules, an explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Share Buy-back Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises 14 Directors, of which Mr. YEUNG Kwok Keung, Ms. YANG Huiyan, Mr. MO Bin, 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.

Pursuant to Article 84 of the Articles of Association, Ms. YANG Huiyan, Mr. MO Bin, Mr. SONG Jun, Mr. LIANG Guokun and Mr. SHEK Lai Him, Abraham will retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Pursuant to code provision A.4.3 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules, Mr. SHEK Lai Him, Abraham (“**Mr. SHEK**”) has served as an independent non-executive Director for more than 9 years and re-election of him will be subject to a separate resolution to be approved by the Shareholders. As an independent non-executive Director with in-depth understanding of the Company’s operations and business, Mr. SHEK has expressed objective views and given independent guidance to the Company over the years. The Board considers that Mr. SHEK has satisfied the criteria for independence set out in Rule 3.13 of the Listing Rules. The Board also considers that his re-election is in the best interest of the Company and Shareholders as a whole.

In addition, the nomination committee of the Company had identified candidates pursuant to criteria set out in the nomination policy adopted by the Company and reviewed the written confirmation of independence of Mr. SHEK. The nomination committee of the Company is also of the view that Mr. SHEK would bring to the Board his own perspectives, skills and experience, as further described in his biographical details in Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the nomination committee of the Company considers that Mr. SHEK can contribute to the diversity of the Board, in particular, with his diverse business and professional background and the unique expertise of Mr. SHEK gained from his long service as a member of the HKSAR Legislative Council representing the Real Estate and Construction Functional Constituency enables him to provide valuable, independent and objective view to the Company’s affairs.

The Board has noted that as of the Latest Practicable Date, Mr. SHEK was an independent non-executive director of a total of 16 Hong Kong listed companies (including the Company), a non-executive director of Mandatory Provident Fund Schemes Authority and an independent non-executive director of a total of 2 companies, both of which are manager of a listed investment trust on the Stock Exchange. However, the Board is of the view that Mr. SHEK would still be able to devote sufficient time to the Board. Mr. SHEK has strong experience in corporate governance and is familiar with management of Hong Kong listed companies. Mr. SHEK has close and good communication with the management team of the Company and other independent non-executive Directors to facilitate the decision-making process of the Board. During the year 2018, Mr. SHEK has participated in all Board meetings to give impartial advice and exercise independent judgement and served on various committees of the Board but has never engaged in any executive management. He has attended all 6 meetings of the Board, all 3 meetings of audit committee of the Company and all 4 meetings of remuneration committee of the Company, providing valuable input to the Board and committees of the Company.

Brief biographical details of the Directors who are subject to re-election at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 18 March 2019. In order to amend the requirement relating to the procedures for the Shareholders to propose a person for election as a Director, the Board proposes to seek approval of the Shareholders by way of a special resolution at the AGM to amend the Articles of Association as follows, with immediate effect after the close of the AGM following the passing of the relevant special resolution:

Article 85

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) individually holding not less than 3% of the total voting rights of all Members duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the Office, head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) ~~are~~ may be given, shall be at least seven (7) days and that ~~(if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election)~~ the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

The proposed amendment to the Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM.

The Articles of Association is written in English and there is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company have confirmed that the proposed amendment to the Articles of Association conform with the requirements under the Listing Rules and the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendment for a company listed on the Stock Exchange.

6. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 18 to 22 of this circular to consider the resolutions relating to, inter alia, the re-election of the retiring Directors, the Issue Mandate, the Share Buy-back Mandate, the extension of the Issue Mandate and the proposed amendment to the Articles of Association.

LETTER FROM THE BOARD

7. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.countrygarden.com.cn>). If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the accompanying form of proxy and return it to the Share Registrar in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

8. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM 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.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the Issue Mandate, the Share Buy-back Mandate, the extension of the Issue Mandate and the proposed amendment to the Articles of Association are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM as set out in the AGM Notice.

Yours faithfully,
For and on behalf of the Board
Country Garden Holdings Company Limited
MO Bin
President and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate.

1. LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (a) the shares proposed to be purchased by the company are fully paid-up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make the purchase(s), by way of an ordinary resolution which complies with rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

The company must report the outcome of the general meeting called to consider the proposed buy-back to the Stock Exchange immediately following the meeting.

2. SHARE IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue and fully paid-up was 21,660,221,224 Shares.

Subject to the passing of ordinary resolution no. 6 of the AGM Notice and on the basis that no further Shares are issued or bought back and/or cancelled prior to the AGM, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 2,166,022,122 Shares.

3. REASON FOR BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general mandate from the Shareholders to enable the Company to buy back Shares in the market. Such a buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. Buying back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Buy-back Mandate, buy-back will be made out of funds of the Company legally permitted to be utilized in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorized by the Articles of Association and subject to the Companies Law, out of the capital of the Company and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of the capital of the Company. The Company may not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. IMPACT OF BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Share Buy-back Mandate is exercised in full at any time during the proposed buy-back period. No buy-back pursuant to the Share Buy-back Mandate would be made where such buy-back would have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider such buy-back were in the best interests of the Company and the Shareholders as a whole.

6. SHARE PRICES RECORD

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date and for the month of April 2019 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2018		
April	17.200	15.100
May	16.880	14.920
June	17.460	12.160
July	13.680	11.640
August	12.440	10.540
September	11.780	9.800
October	10.040	7.710
November	9.770	8.550
December	9.960	8.820
2019		
January	11.080	8.460
February	11.400	10.240
March	12.560	10.200
April (up to the Latest Practicable Date)	12.800	12.420

7. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, if the Share Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so, if the Share Buy-back Mandate is approved by the Shareholders.

8. EFFECTS OF TAKEOVERS CODES

If, as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, Ms. YANG Huiyan has an indirect interest in 12,388,274,943 Shares representing approximately 57.19% of the issued Shares, through her 100% interest in Concrete Win Limited (controlling Shareholder), 100% interest in Golden Value Investments Limited and 100% interest in Genesis Capital Global Limited.

In the event that the Directors exercise in full the power to buy back Shares under the Share Buy-back Mandate, then, (if the present shareholdings otherwise remain the same) the interest of Ms. YANG Huiyan in the Company held through Concrete Win Limited, Golden Value Investments Limited and Genesis Capital Global Limited would be increased from approximately 57.19% to approximately 63.54% of the then issued Shares. The Directors are not aware of any consequences which may arise under the Takeovers Codes as a consequence of any buy-back made under the Share Buy-back Mandate. The Directors will use their best endeavours to ensure that the Share Buy-back Mandate will not be exercised to the extent that the percentage of total issued Shares held in public hands would fall below the minimum percentage prescribed by the Stock Exchange. The Directors have no intention to exercise the Share Buy-back Mandate which may result in possible mandatory offer being made under the Takeovers Codes or the public float of the Company falling below the minimum percentage prescribed by the Stock Exchange.

9. SHARE BUY-BACK MADE BY THE COMPANY

The Company bought back a total of 20,000,000 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, details of which are as follows:

Date of buy-back	No. of Shares bought back	Price paid per Share	
		Highest HK\$	Lowest HK\$
4 October 2018	6,000,000	9.58	9.49
12 October 2018	4,000,000	8.50	8.21
16 October 2018	<u>10,000,000</u>	8.18	8.00
Total:	<u><u>20,000,000</u></u>		

Save as disclosed above, the Company did not buy back any Shares during the six months immediately preceding the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

YANG Huiyan (楊惠妍), aged 37, was appointed as an executive Director in December 2006 and a Vice Chairman in March 2012 and was re-designated from a Vice Chairman to a Co-Chairman in December 2018. Ms. YANG is also a member of the corporate governance committee, the executive committee and the finance committee of the Company and a director of various members of the Group. Ms. YANG graduated from Ohio State University with a bachelor degree in marketing and logistic. Ms. YANG joined the Group in 2005 and served as the manager of the procurement department. Currently, she is primarily responsible for assisting Mr. YEUNG Kwok Keung, the Chairman of the Company, in the day-to-day work of the Group, and responsible for the Group's strategic investments and new business exploration based on the existing business, such as new retail business, contributing to the Company's sustainable development. Ms. YANG was appointed as a director and the chairperson of the board of Bright Scholar Education Holdings Limited, a company whose shares are listed on The New York Stock Exchange, in February and April 2017 respectively, and as the chairman and a non-executive director of Country Garden Services Holdings Company Limited, a company whose shares are listed on the Stock Exchange, in March 2018. Ms. YANG was awarded "China Charity Award Special Contribution Award" in 2008. Save as disclosed above, Ms. YANG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. YANG has an indirect interest in 12,388,274,943 Shares through her 100% interest in Concrete Win Limited, 100% interest in Golden Value Investments Limited and 100% interest in Genesis Capital Global Limited, representing approximately 57.19% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. YANG is the daughter of Mr. YEUNG Kwok Keung, the Chairman and an executive Director; the sister of Ms. YANG Ziyang, an executive Director; a cousin of Mr. YANG Zhicheng, an executive Director; and the wife of Mr. CHEN Chong, a non-executive Director. Save as disclosed above, Ms. YANG does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Ms. YANG has entered into a service agreement with the Company for a term of two years commencing on 1 January 2019 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Her emoluments are determined by reference with the terms of the service agreement by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Ms. YANG is entitled to receive a basic annual salary of RMB15,000,000 and is entitled to other fringe benefits. Besides, Ms. YANG is entitled to a year end management bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2018, Ms. YANG has received total emoluments of RMB15,015,173.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. YANG's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

MO Bin (莫斌), aged 52, was appointed as the President and an executive Director in July 2010. Mr. MO is also a member of the remuneration committee, the corporate governance committee, the executive committee and the finance committee of the Company and a director of several members of the Group. Mr. MO graduated from Hengyang Institute of Technology (currently known as University of South China) with a bachelor degree in industrial and civil architecture. He obtained his postgraduate degree from Zhongnan University of Economics and Law and is a professor-grade senior engineer. Mr. MO is primarily responsible for the management of daily operation and general administration of the Group. Prior to joining the Group, Mr. MO was employed by an internationally competitive construction and property group in Mainland China, China State Construction Engineering Corporation, in a number of senior positions since 1989, most recently as a director and general manager of China Construction Fifth Engineering Division Corp., Ltd.. Mr. MO was appointed as a non-executive director of E-House (China) Enterprise Holdings Limited, a company whose shares are listed on the Stock Exchange, in March 2018. Mr. MO has over 29 years of extensive experience in property development, construction business, construction management, marketing, cost control and corporate management. Save as disclosed above, Mr. MO has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. MO has a direct interest in 36,386,992 Shares (representing interests in 29,869,027 Shares and interests of share options to subscribe for 6,517,965 Shares granted under the 2017 Share Option Scheme), representing approximately 0.16% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. MO does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. MO has entered into a service agreement with the Company for a term of two years commencing on 1 January 2019 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to the terms of the service agreement in relation to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. MO is entitled to receive a basic annual salary of RMB15,000,000 and is entitled to other fringe benefits. Besides, Mr. MO is entitled to a year end management bonus and performance bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2018, Mr. MO has received total emoluments of RMB68,844,808.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. MO's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

SONG Jun (宋軍), aged 51, was appointed as an executive Director in May 2013. Mr. SONG graduated from Chongqing College of Construction and Architecture (currently known as Chongqing University) with a bachelor degree in engineering and is a qualified PRC architect. Prior to joining the Group in 1994, Mr. SONG worked in Hunan Province Jishou City Construction Institute and Guangdong Elite Architectural Co., Ltd. and was responsible for architectural design work. Since 1997, he served as a project manager and a general manager of Foshan Shunde Country Garden Property Development Co., Ltd. and Guangzhou Country Garden Company, and has been serving as vice president of the Group since 2005, and has been responsible for the management of property project development of the Group. Currently, Mr. SONG is responsible for the overall operation, management and sustainable development of property projects of the Group in certain regions. Mr. SONG has 22 years of experience in the management of property development. Save as disclosed above, Mr. SONG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. SONG held a direct interest in 5,857,223 underlying Shares (representing interests of share options to subscribe for 5,857,223 Shares granted under the 2007 Share Option Scheme and 2017 Share Option Scheme), representing approximately 0.02% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. SONG does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. SONG has entered into a service agreement with the Company for a term of two years commencing on 1 January 2019 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to the terms of the service agreement in relation to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. SONG is entitled to receive a basic annual salary of RMB4,000,000 and is entitled to other fringe benefits. Besides, Mr. SONG is entitled to a year end management bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2018, Mr. SONG has received total emoluments of RMB54,421,227.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. SONG's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

LIANG Guokun (梁國坤), aged 60, was appointed as an executive Director in May 2013. Mr. LIANG is primarily responsible for landscape design and gardening system management and supervision. Prior to joining the Group in 1999, Mr. LIANG worked in Chung Shan Hot Spring Golf Club from 1985 to 1994. He also worked in Dongguan Yin Li Golf Club, Shenzhen Mission Hills Golf Club and Shenzhen Longgang Green Club (currently known as Citic Green Golf Club), in a number of senior positions, from 1994 to 1999. Mr. LIANG served as a vice president of the Group since 2011. Mr. LIANG has 34 years of experience in golf course design management and landscape design management. Save as disclosed above, Mr. LIANG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. LIANG together with his associates have a direct interest in 2,661,936 Shares, representing approximately 0.01% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. LIANG does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. LIANG has entered into a service agreement with the Company for a term of two years commencing on 1 January 2019 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to the terms of the service agreement in relation to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. LIANG is entitled to receive a basic annual salary of RMB4,000,000 and is entitled to other fringe benefits. Besides, Mr. LIANG is entitled to a year end management bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2018, Mr. LIANG has received total emoluments of RMB47,937,789.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. LIANG's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

SHEK Lai Him, Abraham (石禮謙) G.B.S., S.B.S., J.P., aged 73, was appointed as an independent non-executive Director in December 2006 and is currently a member of the audit committee and the remuneration committee of the Company. Mr. SHEK graduated from the University of Sydney and holds a bachelor of Arts degree and a diploma in Education. Mr. SHEK was appointed as a Justice of the Peace in 1995 and was awarded the Silver Bauhinia Star and the Gold Bauhinia Star by the Government of the HKSAR in 2007 and 2013 respectively. Mr. SHEK is a member of the HKSAR Legislative Council representing the Real Estate and Construction Functional Constituency, a member of the Court of Hong Kong University of Science and Technology, a member of Court and Council of University of Hong Kong and a member of the Advisory Committee on Corruption of the Independent Commission Against Corruption. Mr. SHEK is an independent non-executive director of Lifestyle International Holdings Limited, NWS Holdings Limited, Hop Hing Group Holdings Limited, MTR Corporation Limited, SJM Holdings Limited, Paliburg Holdings Limited, Lai Fung Holdings Limited, Chuang's Consortium International Limited, China Resources Cement Holdings Limited and Cosmopolitan International Holdings Limited, the vice chairman and independent non-executive director of ITC Properties Group Limited, the chairman and independent non-executive director of Chuang's China Investments Limited, and independent non-executive director of Goldin Financial Holdings Limited, and independent non-executive director of Everbright Grand China Assets Limited with effect from 16 January 2018 and of CSI Properties Limited with effect from 20 July 2018, all of which are companies whose shares are listed on the Stock Exchange, and as a non-executive director of Helenbergh China Holdings Limited with effect from 21 September 2018, whose shares are under application of listing on the Stock Exchange, as well as a non-executive director of Mandatory Provident Fund Schemes Authority. Mr. SHEK is also an independent non-executive director of Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust) and Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust), both trusts are listed on the Stock Exchange. Mr. SHEK ceased to be an independent non-executive director of TUS International Limited (formerly known as Jinheng Automotive Safety Technology Holdings Limited) with effect from 6 January 2017, of ITC Corporation Limited with effect from 28 March 2017, and of Midas International Holdings Limited with effect from 26 January 2018, all of which are companies whose shares are listed on the Stock Exchange, and of Dorsett Hospitality International Limited with effect from 11 March 2016, whose shares had been withdrawn from listing on the Stock Exchange since 16 October 2015 and a non-executive director of The Hong Kong Mortgage Corporation Limited since 25 April 2016. Save as disclosed above, Mr. SHEK has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Mr. SHEK had been an independent non-executive director of Titan Petrochemicals Group Limited ("**Titan**") (a company whose shares are listed on the Stock Exchange), from 27 February 2006 to 27 February 2014. According to the announcements and circulars published by Titan, on 9 July 2012 (Bermuda time), Saturn Petrochemical Holdings Limited ("**SPHL**") served on Titan a petition (the "**Petition**") at the Supreme Court of Bermuda (the "**Bermuda Court**") for an order, amongst other things, to wind up and to appoint a provisional liquidator against Titan. At the first hearing of the Petition on 16 August 2012 (Bermuda time), the court has, amongst other things, adjourned the hearing of the Petition to 5 September 2012 (Bermuda time). The Petition was in relation to a notice to Titan from SPHL to redeem all of the outstanding convertible redeemable preferred shares issued by Titan and held by SPHL at a redeemable amount equal to the notional value of those shares (being HK\$310.8 million) together with any accrued and unpaid dividends. To the best knowledge of Mr. SHEK, the Petition was in relation to the redemption of the abovementioned convertible redeemable preferred shares of Titan. Thereafter, the Bermuda Court ordered the appointment of Mr. Garth Calow and Ms. Allison Tomb, both of PricewaterhouseCoopers, as the joint provisional liquidators of Titan on 18 October 2013 (Bermuda time). This appointment of the joint provisional liquidators was in relation to an application made by KTL Camden Inc. ("**Camden**") to the Bermuda Court on 6 August 2013 (Bermuda time) in connection with its claim that Titan Storage

Limited, a subsidiary of Titan, failed to pay certain hiring charges to Camden pursuant to a bareboat charter party contract and that Titan was liable to Camden for such hiring charges plus interest thereon in the sum of approximately US\$6,853,032 (up to 16 April 2013) pursuant to a deed of guarantee issued by Titan in favour of Camden. The Bermuda Court sanctioned a proposed scheme of arrangement (the “**Scheme**”) between Titan and its scheme creditors on 5 November 2014 and the Scheme became effective and binding on the scheme creditors upon a copy of the order of the Bermuda Court being delivered to the Bermuda Registrar of Companies in accordance with section 99 of the Companies Act 1981 of Bermuda on 5 November 2014. Apart from information relating to Titan already in the public domain, Mr. SHEK in his capacity as a past director of Titan, has no other knowledge relating to Titan.

As at the Latest Practicable Date, Mr. SHEK has a direct interest in 1,034,806 Shares representing approximately 0.01% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. SHEK does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. SHEK has entered into an appointment letter with the Company for a term of two years commencing on 1 January 2019 and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities in the Company, the Company’s remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. SHEK is entitled to receive an annual fee of RMB330,000. For the year ended 31 December 2018, Mr. SHEK has received an annual fee of RMB330,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. SHEK’s re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.



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 IS HEREBY GIVEN that an annual 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 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2018.
2. To declare a final dividend of RMB30.32 cents per share for the year ended 31 December 2018.
3. (a) Each as a separate resolution, to re-elect the following directors of the Company (the “**Director(s)**”):
 - (1) to re-elect Ms. YANG Huiyan as an executive Director;
 - (2) to re-elect Mr. MO Bin as an executive Director;
 - (3) to re-elect Mr. SONG Jun as an executive Director;
 - (4) to re-elect Mr. LIANG Guokun as an executive Director;
 - (5) to re-elect Mr. SHEK Lai Him, Abraham as an independent non-executive Director;
and
- (b) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix their remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot, and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of the shares of the Company allotted or agreed conditionally or unconditionally to be issued or allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to grantees as specified in such share option scheme or option scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the issue and allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

NOTICE OF THE ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 6. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which the Company is authorized to buy back pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

NOTICE OF THE ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT** conditional upon the ordinary resolution nos. 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to issue, allot and deal with any unissued shares in the capital of the Company pursuant to the ordinary resolution no. 5 of the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to the ordinary resolution no. 6 of the notice convening this meeting, provided that such extended number shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

8. To consider and, if thought fit, pass, the following resolution as a special resolution:

“**THAT** the proposed amendment to Article 85 of the articles of association of the Company as set out in the circular of the Company dated 11 April 2019 with immediate effect after the close of this meeting be and is hereby approved and that the Directors be and are hereby authorised to do all things necessary to implement the said proposed amendment to the articles of association of the Company.”

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

Foshan, Guangdong Province, the PRC, 11 April 2019

Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. If more than one of the joint registered holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such share(s) of the Company shall be accepted to the exclusion of the votes of the other joint registered holders.
3. 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 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 meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Friday, 10 May 2019 to Thursday, 16 May 2019, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged 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.

NOTICE OF THE ANNUAL GENERAL MEETING

5. The register of members of the Company will be closed from Thursday, 23 May 2019 to Friday, 24 May 2019, both days inclusive, during which period no transfer of shares will be registered. Subject to the approval of shareholders in the meeting, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Friday, 24 May 2019. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged 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 Wednesday, 22 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. With regard to items 3 and 5 to 8 set out in this notice, a circular giving details of the re-election of Directors, general mandates to issue and to buy back shares of the Company and the amendment to articles of association of the Company will be despatched to shareholders of the Company on 11 April 2019. The biographical details of the Directors who are proposed to be re-elected at the meeting are set out in Appendix II to the circular.
8. 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 meeting, subject to consent of the meeting, the meeting 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 meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.
9. The articles of association of the Company is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the articles of association of the Company as referred to in the proposed resolution no. 8 above is purely a translation only. Should there be any discrepancy, the English version shall prevail.
10. 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.