



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)

(the “Company”)

Procedures for shareholders to propose a person for election as a director

Pursuant to article 85 of the articles of association of the Company, 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 (an “**Eligible Shareholder**”) 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 registered office, the head office or at the registration office provided that the minimum length of the period, during which such notice(s) may be given, shall be at least seven (7) days and that 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.

An Eligible Shareholder may propose a person other than a retiring director or recommended by the directors for election as a director by validly lodging the following documents within the period hereinafter mentioned at the Company’s registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, or 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 or Company’s principal place of business in PRC at Country Garden Centre, No. 1 Country Garden Road, Beijiao Town, Shunde District, Foshan, Guangdong 528312, the PRC:-

1. a notice in writing of the intention to propose that person for election as a director, which must state the full name of the person, include the person’s biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and be signed by the Eligible Shareholder; and
2. a notice in writing signed by that person of his willingness to be elected as a director together with his written consent to the publication of his/her personal data.

Such documents shall be lodged with the Company’s registered office, Hong Kong branch share registrar and transfer office or principal place of business in the PRC with the minimum length of the period, during which such documents may be lodged, being at least seven (7) days and that the period for lodgment of such documents 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. Upon receipt of such documents, the Company shall verify the documents and, if the proposal is found to be in order, publish an announcement and/or issue a supplemental circular in respect of the proposal in accordance with rule 13.70 of the Listing Rules.

In the case of any general meeting called by at least ten (10) clear business days’ (as defined by the Listing Rules) or fourteen (14) days’ (whichever is the longer) notice in writing, such documents lodged within the aforesaid period may be received less than ten (10) business days prior to the general meeting, the Company will consider the adjournment of the general meeting in order to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplemental circular.