

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/10/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Country Garden Holdings Company Limited
(Incorporated in the Cayman Islands with limited liability)
Date Submitted 01/11/2019

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		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>21,660,382,667</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>(36,385,000)</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>21,623,997,667</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	0	0	0	0	2,701,815
(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		
7. Share Option						
Scheme adopted by shareholders						
exercise price:						
HK\$12.980						
(18/05/2017)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						
8. Share Option						
Scheme adopted by shareholders						
exercise price:						
HK\$16.460						
(18/05/2017)						
ordinary shares	0	0	0	0	0	0*
(Note 1)						
9. Share Option						
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	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		
13. Share Option Scheme adopted by shareholders exercise price: HK\$12.0440 (18/05/2017) ordinary shares	0	0	0	0	0	0*
(Note 1)						
14. Share Option Scheme adopted by shareholders exercise price: HK\$12.4080 (18/05/2017) ordinary shares	0	0	0	0	0	0*
(Note 1)						
15. Share Option Scheme adopted by shareholders exercise price: HK\$9.834 (18/05/2017) ordinary shares	0	0	0	0	0	0*
(Note 1)						
			Total A. (Ordinary shares)		0	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				HK\$0		

* No. of share options as at 31 October 2019: 14,063,788 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 (Note 1) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (Note 1) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (Note 1) _____						
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
1. 4.50% Secured						
Guaranteed Convertible						
Bonds due 2023						
	HK\$	7,830 million	0	7,830 million	0	657,983,193
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$11.90					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					

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

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
4. N/A						
Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordinary shares)		N/A	
			(Preference shares)		N/A	
			(Other class)		N/A	

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
<p>1. The total number of written call options was 657,535,970. Each option entitles the option holder to subscribe for one ordinary share of the Company at the strike price of HK\$16.94. Please refer to the circular of the Company dated 11 April 2019 for the principal terms of the options and the announcement of the Company dated 12 September 2019.</p> <p><i>(Note*: The total number of 657,535,970 written call options is exercisable only at their respective expiry dates ranging from 14 September 2023 and 24 November 2023.)</i></p> <p>(16/05/2019) ordinary shares (Note 1)</p>	0	0 (Note*)
<p>2. N/A</p> <p>(/ /) shares (Note 1)</p>		
<p>3. N/A</p> <p>(/ /) shares (Note 1)</p>		
<p>Total D. (Ordinary shares) (Preference shares) (Other class)</p>	<p>N/A N/A N/A</p>	

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>) _____ 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>) _____ 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>) _____ Ordinary Shares Cancellation date: (dd/mm/yyyy) (21/10/2019) (36,385,000) Nil 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		<p>Class of shares redeemed (<i>Note 1</i>) _____ N/A</p> <p>Redemption date: (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /) _____</p>		
8.	Consideration issue	At price: _____	State currency _____	<p>Class of shares issuable (<i>Note 1</i>) _____ N/A</p> <p>Issue and allotment date: (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /) _____</p>	
9.	Capital reorganisation		<p>Class of shares issuable (<i>Note 1</i>) _____ N/A</p> <p>Issue and allotment date: (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /) _____</p>		

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)	<u>(36,385,000)</u>
				(Preference shares)	<u>N/A</u>
				(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>(36,385,000)</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

IV. Confirmations - N/A

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical *(Note 3)*;
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: LUO Jie

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

Notes:

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*