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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)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES FACILITY AGREEMENT WITH SPECIFIC PERFORMANCE COVENANTS

This announcement is made by Country Garden Holdings Company Limited (the “**Company**” and together with its subsidiaries, collectively the “**Group**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

FACILITY AGREEMENT

On 21 October 2020, the Company as the borrower entered into a facility agreement (the “**Facility Agreement**”) with various financial institutions as the original lenders (the “**Original Lenders**”) and Bank of China (Hong Kong) Limited as the facility agent, pursuant to which the Original Lenders have agreed to make available a dual tranche term loan facilities with a lender accession option denominated in HK\$ and US\$ in an amount of HK\$8,133,300,000 and US\$453,000,000, respectively (collectively, the “**Loans**”) to the Company for a term of 48 months commencing from the date of the Facility Agreement.

The Loans to be obtained under the Facility Agreement shall be applied by the Company for refinancing in full the HK\$3,790,000,000 and US\$1,014,100,000 dual-tranche term loan facilities made available to the Company pursuant to a facility agreement dated 8 December 2016; and refinancing any other existing offshore financial indebtedness of the Group and financing costs and expenses to be incurred under the Facility Agreement.

SPECIFIC PERFORMANCE OBLIGATIONS

Pursuant to the terms of the Facility Agreement, among others, the available facilities under the Facility Agreement will be immediately cancelled and the Company will be required to prepay all the Loans together with interest accrued thereon and all other amounts payable under the finance documents within 15 business days from the occurrence of any of the following events:

- (i) Ms. YANG Huiyan and Mr. YEUNG Kwok Keung, in aggregate, are not or cease to be the largest beneficial owner of the entire issued share capital of the Company;
- (ii) Ms. YANG Huiyan and Mr. YEUNG Kwok Keung, in aggregate, do not, or cease to, beneficially own at least 40% of the entire issued share capital of the Company;
- (iii) Ms. YANG Huiyan and Mr. YEUNG Kwok Keung do not, or cease to have control over the Company. For the purpose of this paragraph, “control” means the power to decide the management and policies of the Company whether through the ownership of voting capital, by contract or otherwise; and
- (iv) neither Ms. YANG Huiyan nor Mr. YEUNG Kwok Keung is the chairperson of the board of directors of the Company.

The Company will continue to make relevant disclosure under its subsequent interim and annual reports pursuant to Rule 13.21 of the Listing Rules as long as circumstances giving rise to the obligations under Rule 13.18 of the Listing Rules continue to exist.

By order of the board of directors
Country Garden Holdings Company Limited
MO Bin
President and Executive Director

Foshan, Guangdong Province, the PRC, 21 October 2020

As of the date of this announcement, the executive directors of the Company are Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Co-Chairman), Mr. MO Bin (President), Ms. YANG Ziyang, Mr. YANG Zhicheng, Mr. SONG Jun and Mr. SU Baiyuan. The non-executive director of the Company is Mr. CHEN Chong. The independent non-executive directors of the Company are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Mr. HUANG Hongyan and Mr. TO Yau Kwok.