

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

### **HK\$7,830,000,000 4.50% SECURED GUARANTEED CONVERTIBLE BONDS DUE 2023 ISSUED BY SMART INSIGHT INTERNATIONAL LIMITED**

### **ADJUSTMENTS TO CONVERSION PRICE OF THE BONDS, THE WRITTEN CALL OPTIONS AND THE PURCHASED CALL OPTIONS**

The Company announces that as a result of the payment of the Final Dividend, (i) the conversion price of the Bonds will be adjusted from HK\$11.15 to HK\$10.80 per Share, (ii) the strike price of the Written Call Options will be adjusted from HK\$15.86 to HK\$15.36 per Written Call Option, and (iii) the strike price of the Purchased Call Options will be adjusted from HK\$11.15 to HK\$10.80 per Purchased Call Option, all with effect from 3 June 2021.

Reference is made to the announcements of Country Garden Holdings Company Limited (the “**Company**”) dated 22 November 2018, 12 December 2018, 24 May 2019, 12 September 2019, 1 June 2020 and 15 September 2020 (the “**Announcements**”) in relation to the HK\$7,830,000,000 4.50% secured guaranteed convertible bonds due 2023 (the “**Bonds**”) issued by Smart Insight International Limited, a wholly-owned subsidiary of the Company, and the circular of the Company dated 11 April 2019 (the “**Circular**”) and the announcement of the Company dated 3 June 2019 in respect of the Written Call Options and/or the Purchased Call Options. The Bonds are listed on SGX. Unless otherwise stated herein, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

Reference is also made to the announcement of the Company dated 25 March 2021 in which the Board recommended the payment of a final dividend of RMB24.98 cents per Share for the year ended 31 December 2020 (the “**Final Dividend**”).

The Final Dividend to Shareholders is expected to be paid on or around 12 August 2021 to Shareholders whose names appear on the register of members of the Company on 8 June 2021.

## **ADJUSTMENT TO THE CONVERSION PRICE OF THE BONDS**

Based on the adjustment provisions stipulated under the terms and conditions of the Bonds, an adjustment will be made to the conversion price as a result of the payment of the Final Dividend.

The conversion price of the Bonds, currently HK\$11.15 per Share (the “**Existing Conversion Price**”), will be adjusted to HK\$10.80 per Share (the “**Adjusted Conversion Price**”) with effect from 3 June 2021.

Based on the total outstanding principal amount of the Bonds of HK\$7,524,000,000 at the date of this announcement, the maximum number of Shares that will be issued upon conversion of all the outstanding Bonds at the Existing Conversion Price and the Adjusted Conversion Price are 674,798,206 Shares and 696,666,666 Shares, respectively.

Any holder of the Bonds who is in doubt as to the action to be taken should consult his/her/its stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

## **ADJUSTMENT TO THE WRITTEN CALL OPTIONS**

Under the adjustment provisions stipulated under the terms and conditions of the Written Call Options, the following adjustments will be made to the Written Call Option with effect from 3 June 2021 as a result of the payment of the Final Dividend:

- (i) the strike price of the Written Call Options will be adjusted from HK\$15.86 to HK\$15.36 per Written Call Option; and
- (ii) the total number of Written Call Options will be adjusted from 702,242,115 to 696,666,627 Written Call Options.

## **ADJUSTMENT TO THE PURCHASED CALL OPTIONS**

Under the adjustment provisions stipulated under the terms and conditions of the Purchased Call Options, the strike price of the Purchased Call Options will be adjusted from HK\$11.15 to HK\$10.80 per Purchased Call Option with effect from 3 June 2021 as a result of the payment of the Final Dividend.

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

Foshan, Guangdong Province, the PRC, 2 June 2021

*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.*