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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Country Garden Holdings Company Limited (the “**Company**”) will be held at Victoria Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on 22 December 2021 at 10:30 a.m. for the following purposes:

To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

SPECIAL RESOLUTION

1. “**THAT** the amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one director or joint company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association of the Company.”

To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

2. “**THAT**

- (a) To approve, confirm and ratify the deeds of termination both dated 21 July 2021 in relation to the termination of (i) the deed of non-competition dated 29 March 2007 entered into among Ms. Yang Huiyan, Mr. Yang Erzhu, Mr. Su Rubo, Mr. Zhang Yaoyuan, Mr. Ou Xueming, Qingyuan Country Garden Property Development Co., Ltd. (清遠碧桂園物業發展有限公司), Qingyuan Country Cultural Development Co., Ltd. (清遠市故鄉里文化發展有限公司), and the Company and (ii) the deed of non-competition dated 29 March 2007 entered into between Mr. Yeung Kwok Keung and the Company (the “**Original Deeds of Non-Competition**”), respectively entered into among the parties to the Original Deeds of Non-Competition (the “**Termination Deeds**”) and the transactions contemplated thereunder; and
- (b) To authorise any one or more directors of the Company to execute, deliver and perfect the Termination Deeds for and on behalf of the Company and to take all such actions, do all such things and execute all such further documents, deeds or instruments as they may, in their opinion, deem necessary, desirable, appropriate or expedient to give effect to the Termination Deeds and the transactions contemplated thereunder.”

3. “**THAT**

- (a) To approve, confirm and ratify the deeds of non-competition and indemnity both dated 21 July 2021 respectively entered into between (i) Ms. Yang Huiyan and the Company and (ii) Mr. Yeung Kwok Keung and the Company (the “**New Deeds of Non-Competition**”) and the transactions contemplated thereunder; and
- (b) To authorise any one or more directors of the Company to execute, deliver and perfect the New Deeds of Non-Competition for and on behalf of the Company and to take all such actions, do all such things and execute all such further documents, deeds or instruments as they may, in their opinion, deem necessary, desirable, appropriate or expedient to give effect to the New Deeds of Non-Competition and the transactions contemplated thereunder.”

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

Foshan, Guangdong Province, the PRC, 6 December 2021

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 needs 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 only one of the said persons so present whose name stands first on the registers 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "Share Registrar") not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the meeting or any adjourned meeting if they so wish. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
5. The registers of members of the Company will be closed from 21 December 2021 to 22 December 2021, 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 Share Registrar not later than 4:30 p.m. on 20 December 2021.
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. 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.
8. As at the date of this notice, the Board is comprised of 13 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 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. TO Yau Kwok are independent non-executive Directors.
9. PRECAUTIONARY MEASURES FOR THE EGM

Please see pages 1 to 2 of the circular of the Company dated 6 December 2021 for measures being taken to try to prevent and control the spread of the Coronavirus at the EGM, including:

- **compulsory temperature checks and health declarations**

- **compulsory wearing of surgical face masks**
- **compliance with the contact tracing requirements under the applicable laws and regulations**
- **no distribution of corporate gifts and refreshments**
- **appropriate seating arrangement in line with the relevant laws and regulations in Hong Kong**

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. Attendees must wear a surgical face mask and shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.