



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 22 DECEMBER 2021 AT 10:30 A.M.

I/We ⁽¹⁾ _____ (name)
of _____ (address)
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.10 each (the "Shares") in the capital of Country Garden Holdings Company Limited (the "Company"), hereby appoint ^(3&4) _____ (name)
of _____ (address)
as my/our proxy to attend, or failing him, the chairman of the meeting to act as my/our proxy at the extraordinary general meeting (or at any adjournment thereof) of the Company (the "Meeting") to 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. and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fit.

Special Resolution		For ⁽⁵⁾	Against ⁽⁵⁾
1.	To approve the adoption of the new memorandum and articles of association of the Company and to authorise any one director or joint company secretary of the Company to do all things necessary to implement the adoption of the new memorandum and articles of association of the Company.		
Ordinary Resolutions		For ⁽⁵⁾	Against ⁽⁵⁾
2.	(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.	(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.		

Date: _____, 2021

Signature ⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- 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 need not be a member of the Company, but must attend the Meeting in person to represent you. Any alterations made in this form should be initialled by the person who signs it.
- Please insert the name and address of the proxy desired and strike out the words "or failing him, the chairman of the meeting". **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete either box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorized.
- 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 register of members in respect of such Share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
- To be valid, this 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 such 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 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. Upon the failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be made in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.