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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 22 DECEMBER 2021

The Board is pleased to announce that the resolutions as set out in the notice of EGM were put to the EGM for voting by poll and approved by the Shareholders and the Independent Shareholders respectively.

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Country Garden Holdings Company Limited (the “**Company**”) is pleased to announce that the resolutions as set out in the notice of extraordinary general meeting of the Company dated 6 December 2021 were put to the extraordinary general meeting of the Company held on 22 December 2021 (the “**EGM**”) for voting by poll and approved by the shareholders of the Company (the “**Shareholders**”) or the Independent Shareholders (as the case may be). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 6 December 2021 (the “**Circular**”).

The Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, was appointed as scrutineers for the purpose of counting the votes at the EGM.

As at the date of the EGM, the total number of issued shares of the Company (the “Shares”) was 23,148,390,946 Shares. As disclosed in the Circular, (i) no Shareholder was required to abstain from voting on resolution no. 1 at the EGM; (ii) the Original Covenantors and their associates who in aggregate were interested in 16,877,813,148 Shares, representing approximately 72.91% of the issued Shares as at the date of the EGM, were required under the Listing Rules to abstain and did abstain from voting on resolution no. 2; and (iii) Ms. Yang Huiyan, Mr. Yeung Kwok Keung and their associates who in aggregate were interested in 14,179,076,995 Shares, representing approximately 61.25% of the issued Shares as at the date of the EGM, were required under the Listing Rules to abstain and did abstain from voting on resolution no. 3. Accordingly, there were in aggregate 23,148,390,946, 6,270,577,798 Shares and 8,969,313,951 Shares entitling the holders to attend and vote for or against resolutions nos. 1, 2 and 3 respectively. Save as disclosed above, to the best knowledge, information and belief of the Directors, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules and there were no Shareholders that are required under the requirements of the Listing Rules to abstain from voting at the EGM.

The poll results in respect of the resolutions proposed at the EGM were as follow:

SPECIAL RESOLUTION		Number of Votes (<i>approximate %</i>)	
		For	Against
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.	20,836,822,745 (99.91%)	18,414,793 (0.09%)

ORDINARY RESOLUTIONS		For	Against
2.	<p>(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</p> <p>(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.</p>	<p>3,811,834,099 (99.83%)</p>	<p>6,609,809 (0.17%)</p>

3.	<p>(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</p> <p>(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.</p>	6,669,552,352 (99.90%)	6,609,809 (0.10%)
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* The definitions and full text of the resolutions are set out in the notice of EGM dated 6 December 2021.

As not less than three-fourth of the votes were cast in favour of the resolution no. 1 and a majority of the votes were cast in favour of each of the resolutions nos. 2 and 3, all the resolutions proposed at the EGM were duly passed as special resolution and ordinary resolutions of the Company respectively.

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

Foshan, Guangdong Province, the PRC, 22 December 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.