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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)

**4.50% SECURED GUARANTEED CONVERTIBLE BONDS DUE 2023
AND**

**4.95% SECURED GUARANTEED CONVERTIBLE BONDS DUE 2026
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 First Bonds will be adjusted from HK\$10.47 to HK\$10.21 per Share, (ii) the strike price of the Written Call Options will be adjusted from HK\$14.89 to HK\$14.53 per Written Call Option, and (iii) the strike price of the Purchased Call Options will be adjusted from HK\$10.47 to HK\$10.21 per Purchased Call Option, all with effect from 7 June 2022.

The Company further announces that as a result of the payment of the Final Dividend, the conversion price of the Second Bonds will be adjusted from HK\$8.10 to HK\$7.92 per Share, with effect from 13 June 2022.

References are 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, 15 September 2020, 2 June 2021, 13 September 2021 and 6 December 2021 (the “**Announcements**”) in relation to the 4.50% secured guaranteed convertible bonds in the principal amount of HK\$7,830,000,000 due 2023 (the “**First 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.

Reference is also made to the announcement of the Company dated 21 January 2022 in relation to the 4.95% secured guaranteed convertible bonds in the principal amount of HK\$3,900,000,000 due 2026 issued by Smart Insight International Limited (the “**Second Bonds**”, together with the First Bonds, the “**Bonds**”).

The First Bonds and the Second 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, and the announcement dated 21 January 2022.

FINAL DIVIDEND

Reference is made to the announcement of the Company dated 30 March 2022 in which the Board recommended the payment of a final dividend of RMB10.12 cents per Share for the year ended 31 December 2021 (the “**Final Dividend**”), and the poll results announcement of the Company for the annual general meeting held on 26 May 2022.

The Final Dividend has been approved by the shareholders of the Company at the annual general meeting held on 26 May 2022. The Final Dividend to the Shareholders is expected to be paid on or around 12 August 2022 to Shareholders whose names appear on the register of members of the Company on 10 June 2022.

ADJUSTMENT TO THE CONVERSION PRICE OF THE FIRST BONDS

Based on the adjustment provisions stipulated under the terms and conditions of the First 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 First Bonds, currently HK\$10.47 per Share (the “**Existing First Bonds Conversion Price**”), will be adjusted to HK\$10.21 per Share (the “**Adjusted First Bonds Conversion Price**”) with effect from 7 June 2022.

Based on the total outstanding principal amount of the First Bonds of HK\$3,000,000,000 at the date of this announcement, the maximum number of Shares that will be issued upon conversion of all the outstanding First Bonds at the Existing First Bonds Conversion Price and the Adjusted First Bonds Conversion Price are 286,532,951 Shares and 293,829,578 Shares, respectively.

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 7 June 2022 as a result of the payment of the Final Dividend:

- (a) the strike price of the Written Call Options will be adjusted from HK\$14.89 to HK\$14.53 per Written Call Option; and
- (b) the total number of Written Call Options will be adjusted from 286,532,935 to 293,804,662 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\$10.47 to HK\$10.21 per Purchased Call Option with effect from 7 June 2022 as a result of the payment of the Final Dividend.

ADJUSTMENT TO THE CONVERSION PRICE OF THE SECOND BONDS

Based on the adjustment provisions stipulated under the terms and conditions of the Second 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 Second Bonds, currently HK\$8.10 per Share (the “**Existing Second Bonds Conversion Price**”), will be adjusted to HK\$7.92 per Share (the “**Adjusted Second Bonds Conversion Price**”) with effect from 13 June 2022.

Based on the total outstanding principal amount of the Second Bonds of HK\$3,900,000,000 at the date of this announcement, the maximum number of Shares that will be issued upon conversion of all the outstanding Second Bonds at the Existing Second Bonds Conversion Price and the Adjusted Second Bonds Conversion Price are 481,481,481 Shares and 492,424,242 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.

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

Foshan, Guangdong Province, the PRC, 6 June 2022

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.