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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Sole Placing Agent



Reference is made to the announcement of Country Garden Holdings Company Limited (the “**Company**”) dated 27 July 2022 in relation to the placing of new Shares under the General Mandate (the “**Announcement**”). Unless otherwise defined herein, the capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled and that the Placing has been completed on 3 August 2022. A total of 870,000,000 Shares, representing approximately 3.62% of the issued share capital of the Company immediately after completion of the Placing, have been successfully placed by the Placing Agent to not less than six professional, institutional and/or other investors at the Placing Price of HK\$3.25 per Placing Share in accordance with the terms and conditions of the Placing Agreement.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the placees of the Placing Shares and their respective ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company, and none of the placees of the Placing Shares has become a substantial shareholder of the Company (as defined under the Listing Rules) as a result of the Placing.

The net proceeds from the Placing (after deducting the placing commission and other related expenses and professional fees) are estimated to be approximately HK\$2,790.7 million, and are intended to be utilized for refinancing existing offshore indebtedness, general working capital and future development purposes.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately upon completion of the Placing is set out as follows:

	Immediately before completion of the Placing		Immediately upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate percentage (%)</i>	<i>Number of Shares</i>	<i>Approximate percentage (%)</i>
Concrete Win Limited (必勝有限公司) ^(Note)	14,179,076,995	61.23	14,179,076,995	59.02
Placees	—	—	870,000,000	3.62
Other shareholders	<u>8,976,341,626</u>	<u>38.77</u>	<u>8,976,341,626</u>	<u>37.36</u>
Total	<u><u>23,155,418,621</u></u>	<u><u>100.00</u></u>	<u><u>24,025,418,621</u></u>	<u><u>100.00</u></u>

Note: Concrete Win Limited (必勝有限公司) is wholly owned by Ms. Yang Huiyan. Pursuant to the scrip dividend scheme announced by the Company on 8 July 2022, Concrete Win Limited (必勝有限公司) has elected to receive its final dividend for the year ended 31 December 2021 by the allotment of 360,541,542 new Shares, which will be allotted and issued on 12 August 2022. For details of the scrip dividend scheme, please refer to the circular of the Company dated 8 July 2022.

LOCK-UP UNDERTAKING

The Board has been informed that, on 3 August 2022, simultaneous with the completion of the Placing, Ms. Yang Huiyan (the “**Substantial Shareholder**”) entered into a shareholder lock-up undertaking in favour of the Placing Agent (the “**Lock-up Undertaking**”) and undertook that the Substantial Shareholder, Concrete Win Limited (which is wholly-owned by the Substantial Shareholder), any other affiliates over which the Substantial Shareholder exercises management or voting control, and any person acting on the Substantial Shareholder’s or their behalf have not since 27 July 2022 (being the date of the Placing Agreement) undertaken the following actions set out in (a), (b), (c) or (d) below, and will not, for a period from the date of the Lock-up Undertaking up to 90 days after the completion of the Placing (both dates inclusive), without the prior written consent of the Placing Agent:

- (a) issue, offer, sell, contract to sell, pledge, encumber or otherwise dispose of or grant options, issue warrants or offer rights entitling persons to purchase any interest in, any Shares or any securities convertible into, exchangeable for or which carry rights to purchase the Shares or other instruments representing interests in the Shares or other securities of the same class as them;
- (b) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of the ownership of such Shares;
- (c) enter into any transaction with the same economic effect as, or which is designed to, or which may reasonably be expected to result in, or agree to do, any of the foregoing, whether any such transaction of the kind described in (a), (b) or (c) is to be settled by delivery of the Shares or other securities convertible into, exchangeable for or which carry rights to purchase such Shares, in cash or otherwise; or
- (d) announce or otherwise make public an intention to do any of the foregoing.

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

Foshan, Guangdong Province, the PRC, 3 August 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.