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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)

HK\$7,830,000,000 4.50% SECURED GUARANTEED CONVERTIBLE BONDS DUE 2023 ISSUED BY SMART INSIGHT INTERNATIONAL LIMITED

ADJUSTMENT TO CONVERSION PRICE OF THE BONDS

The Company announces that the Conversion Price of the Bonds will be adjusted from HK\$12.584 per Share to HK\$12.20 per Share with effect from 24 May 2019 as a result of the payment of the Final Dividend.

Reference is made to the announcement of Country Garden Holdings Company Limited (the “**Company**”) dated 22 November 2018 and 12 December 2018 (the “**Announcements**”) in relation to the HK\$7,830,000,000 4.50% secured guaranteed convertible bonds due 2023 (the “**Bonds**”) issued by Smart Insight International Limited, a wholly-owned subsidiary of the Company. The Bonds are listed on SGX. Unless otherwise stated herein, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

Reference is also made to the announcement of the Company dated 16 May 2019 in relation to the poll results of the annual general meeting of the Company held on the same date (the “**AGM**”). At the AGM, the payment of a final dividend of RMB30.32 cents per Share for the year ended 31 December 2018 (the “**Final Dividend**”) as recommended by the Board was approved by the Shareholders.

The Final Dividend to Shareholders is expected to be paid on or around 10 July 2019 to Shareholders whose names appear on the register of Shareholders of the Company on 24 May 2019.

Notice is hereby given that, based on the adjustment provisions stipulated under the terms and conditions of the 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 Bonds, currently HK\$12.584 per Share (the “**Existing Conversion Price**”), will be adjusted to HK\$12.20 per Share (the “**Adjusted Conversion Price**”) with effect from 24 May 2019.

Based on the total outstanding principal amount of the Bonds of HK\$7,830,000,000 at the date of this announcement, the maximum number of Shares that will be issued upon conversion of all the outstanding Bonds at the Existing Conversion Price and the Adjusted Conversion Price are 622,218,690 Shares and 641,803,278 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 of directors
Country Garden Holdings Company Limited
MO Bin
President and Executive Director

Foshan, Guangdong Province, the PRC, 24 May 2019

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, Mr. LIANG Guokun 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. YEUNG Kwok On.