



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Country Garden Holdings Company Limited (Incorporated in the Cayman Islands with limited liability)

Date Submitted: 05 January 2023

### I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	02007	Description	Ordinary shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		100,000,000,000	HKD	0.1	HKD	10,000,000,000
Increase / decrease (-)		0			HKD	0
Balance at close of the month		100,000,000,000	HKD	0.1	HKD	10,000,000,000

Total authorised/registered share capital at the end of the month: HKD 10,000,000,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	02007	Description	Ordinary shares			
Balance at close of preceding month		25,857,842,220				
Increase / decrease (-)		1,780,000,000				
Balance at close of the month		27,637,842,220				

### III. Details of Movements in Issued Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		02007					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share Option Scheme (exercise price: HKD4.773)	1,777,181			1,777,181	0	1,777,181	
General Meeting approval date (if applicable)		20 March 2007					
2). Share Option Scheme (exercise price: HKD3.332)	1,506,227			1,506,227	0	1,506,227	
General Meeting approval date (if applicable)		20 March 2007					
3). Share Option Scheme (exercise price: HKD3.106)	1,599,861			1,599,861	0	1,599,861	
General Meeting approval date (if applicable)		20 March 2007					
4). Share Option Scheme (exercise price: HKD3.740)	816,050			816,050	0	816,050	
General Meeting approval date (if applicable)		20 March 2007					
5). Share Option Scheme (exercise price: HKD8.250)	2,725,499			2,725,499	0	2,725,499	
General Meeting approval date (if applicable)		18 May 2017					

6).	Share Option Scheme (exercise price: HKD10.100)	978,409			978,409	0	978,409	
General Meeting approval date (if applicable)		18 May 2017						
7).	Share Option Scheme (exercise price: HKD12.980)	659,817			659,817	0	659,817	
General Meeting approval date (if applicable)		18 May 2017						
8).	Share Option Scheme* (exercise price: HKD16.460)	948,535			948,535	0	0	
General Meeting approval date (if applicable)		18 May 2017						
9).	Share Option Scheme* (exercise price: HKD16.280)	258,092			258,092	0	0	
General Meeting approval date (if applicable)		18 May 2017						
10).	Share Option Scheme* (exercise price: HKD12.240)	202,300			202,300	0	0	
General Meeting approval date (if applicable)		18 May 2017						
11).	Share Option Scheme* (exercise price: HKD9.654)	619,907			619,907	0	0	
General Meeting approval date (if applicable)		18 May 2017						
12).	Share Option Scheme* (exercise price: HKD12.0440)	414,881			414,881	0	0	
General Meeting approval date (if applicable)		18 May 2017						
13).	Share Option Scheme* (exercise price: HKD12.4080)	750,160			750,160	0	0	

General Meeting approval date (if applicable)		18 May 2017					
14).	Share Option Scheme* (exercise price: HKD9.834)	1,039,436			1,039,436	0	0
General Meeting approval date (if applicable)		18 May 2017					
15).	Share Option Scheme* (exercise price: HKD11.0920)	639,140			639,140	0	0
General Meeting approval date (if applicable)		18 May 2017					
16).	Share Option Scheme* (exercise price: HKD10.0400)	523,467			523,467	0	0
General Meeting approval date (if applicable)		18 May 2017					
17).	Share Option Scheme* (exercise price: HKD10.1600)	480,615			480,615	0	0
General Meeting approval date (if applicable)		18 May 2017					
18).	Share Option Scheme* (exercise price: HKD10.3320)	379,388			379,388	0	0
General Meeting approval date (if applicable)		18 May 2017					
19).	Share Option Scheme* (exercise price: HKD9.7300)	1,545,510			1,545,510	0	0
General Meeting approval date (if applicable)		18 May 2017					
20).	Share Option Scheme (exercise price: HKD9.6000)	6,955,657			6,955,657	0	0
General Meeting approval date (if applicable)		18 May 2017					
							2,048,830,798

Total A (Ordinary shares): 0

Total funds raised during the month from exercise of options: HKD 0

Remarks:

\* No. of share options as at 31 December 2022: 7,801,431 share options (unvested)

**(B). Warrants to Issue Shares of the Issuer which are to be Listed** Not applicable**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)**

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		02007				
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). 4.50% Secured Guaranteed Convertible Bonds due 2023	HKD	3,000,000,000		3,000,000,000	0	293,829,578
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	10.21				
General Meeting approval date (if applicable)						
2). 4.95% Secured Guaranteed Convertible Bonds due 2026	HKD	3,900,000,000		3,900,000,000	0	492,424,242
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	7.92				
General Meeting approval date (if applicable)						

Total C (Ordinary shares): 0**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)**

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		02007				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	The total number of written call options was 293,804,662. Each option entitles the option holder to subscribe for one ordinary share of the Company at the strike price of HK\$14.53. Please refer to the circular of the Company dated 11 April 2019 for the principal terms of the options and the announcement of the Company dated 6 June 2022.  (Note: The total number of 293,804,662 written call option is exercisable only at their respective expiry dates ranging from 14 September 2023 to 24 November 2023)		16 May 2019	0	0	

Total D (Ordinary shares): 0**(E). Other Movements in Issued Share**

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		02007					
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
	Currency	Amount					
1).	Placing/Subscription	HKD	2.7	14 December 2022	26 May 2022	1,780,000,000	0

Total E (Ordinary shares): 1,780,000,000Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 1,780,000,000

**IV. Information about Hong Kong Depositary Receipt (HDR)** Not applicable



## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;

(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv) all the securities of each class are in all respects identical (Note 3);

(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; and

(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue.

Submitted by: LUO Jie

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

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## Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
3. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and

- . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.

4. If there is insufficient space, please submit additional document.

5. In the context of repurchase of shares:

- . “shares issuable to be listed on SEHK” should be construed as “shares repurchased listed on SEHK”; and
- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares repurchased (if listed on SEHK)”; and
- . “type of shares issuable” should be construed as “type of shares repurchased”; and
- . “issue and allotment date” should be construed as “cancellation date”

6. In the context of redemption of shares:

- . “shares issuable to be listed on SEHK” should be construed as “shares redeemed listed on SEHK”; and
- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “type of shares issuable” should be construed as “type of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”