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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)

- (1) PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
- (1) PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”, and each a “**Director**”) of Country Garden Holdings Company Limited (the “**Company**”) is pleased to announce that, in order to (i) bring the existing amended and restated articles of association of the Company (the “**Articles of Association**”) in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which took effect on 1 January 2022 and the applicable laws of the Cayman Islands; and (ii) make other consequential and housekeeping amendments, the Board proposes to seek approval of the shareholders of the Company (the “**Shareholders**”, and each a “**Shareholder**”) by special resolution at the forthcoming annual general meeting of the Company to be held on 23 May 2023 (the “**AGM**”) to amend the Articles of Association by way of adoption of the second amended and restated Articles of Association (the “**New Articles of Association**”) in substitution for, and to the exclusion of, the Articles of Association.

A summary of the major changes brought about by the adoption of the New Articles of Association is set out below:

1. to delete the definitions of “business day” and “clear business days” and update the definitions of “Act”, “electronic communication” and “Listing Rules” to align the relevant provisions in the New Articles of Association with the applicable laws of the Cayman Islands and the Listing Rules, and making corresponding changes to the relevant articles;
2. to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
3. to clarify that the respective period of (i) the closure of the register(s) of members for inspection and (ii) the suspension for the registration of transfers of shares in any year may be extended with the approval of the Shareholders by ordinary resolution in that year provided that such period shall not be extended beyond 60 days in aggregate in any year;
4. to provide that an annual general meeting of the Company shall be held for each financial year within 6 months after the end of the Company’s financial year;
5. to clarify that one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the voting rights of the Company at general meetings, on a one vote per share basis, shall have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition;
6. to clarify that notice of not less than 21 clear days shall be given for convening an annual general meeting and not less than 14 clear days for other general meeting;
7. to provide that in a general meeting, 2 Shareholders entitled to vote and present (including attendance by electronic means) in person or by proxy or, for quorum purposes only, 2 persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes;
8. to provide that if the chairman of a general meeting is participating in the general meeting using electronic facilities and becomes unable to participate, another person as determined in accordance with the relevant article shall preside as chairman of the meeting until the original chairman of the meeting is able to participate using electronic facilities;
9. to expressly allow the Shareholders the right to speak and to vote at a general meeting except where a Shareholder is required under the Listing Rules to abstain from voting;

10. to provide that a Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
11. to provide that where a Shareholder individually holding not less than 3% of the total voting rights intends to propose a person for election as a Director, notice of such intention and notice signed by the person to be proposed shall be lodged with the Company at least 14 days, instead of 7 days, prior to the date of the general meeting of election;
12. to clarify the exceptional circumstances when a Director is still eligible to vote (and be counted in the quorum) on any resolution of the Board approving contracts or arrangements or any other proposals in which he or any of his close associates is materially interested, in accordance with Rule 13.44 of the Listing Rules;
13. to remove the requirement of sending a printed copy of the Directors' report and other relevant documents to each entitled person at the same time as the notice of annual general meeting;
14. to provide that the appointment, remuneration and removal of an auditor shall be passed by ordinary resolution;
15. to provide that an auditor appointed by the Directors to fill any casual vacancy shall hold office until the next following annual general meeting of the Company and then be subject to appointment by the Shareholders at such remuneration to be determined by the Shareholders in accordance with the relevant article;
16. to provide that the signature to any notice or document to be given by the Company may be written, printed or in electronic form;
17. to clarify that the power of the Board to present a petition to wind up the Company shall be subject to a special resolution passed by the Shareholders;
18. to insert the provision which provides that the financial year end of the Company is 31st day of December in each year unless otherwise determined by the Directors; and
19. to make other house-keeping amendments, including making consequential amendments in line with the above amendments to the Articles of Association.

The proposed adoption of the New Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM. A circular containing, among other things, particulars relating to the proposed amendments to the Articles of Association brought about by the adoption of the New Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that Mr. HUANG Hongyan (“**Mr. HUANG**”), the independent non-executive Director of the Company, has notified the Company that due to other work commitment, he will retire from his position as an independent non-executive Director of the Company, and accordingly a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee of the Company, with effect from the conclusion of the AGM.

Mr. HUANG has confirmed that he has no disagreement with the Board and there are no other matters in relation to his retirement that need to be brought to the attention of the holders of securities of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to thank Mr. HUANG for his valuable contribution to the Company during his tenure of service.

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

Foshan, Guangdong Province, the PRC, 30 March 2023

As of the date of this announcement, the executive directors of the Company are Ms. YANG Huiyan (Chairman), Mr. MO Bin (President), Ms. YANG Ziyang, Dr. CHENG Guangyu, Ms. WU Bijun 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.