



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 March 2023

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: 04 April 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 | | | 27,637,842,220 | | | |
| Increase / decrease (-) | | | 0 | | | |
| 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 | 948,535 | |
| 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 | 2,048,830,798 |
| General Meeting approval date (if applicable) | | 18 May 2017 | | | | | | |

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 March 2023: 6,852,896 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 Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ 0

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

V. Confirmations

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|----------------|
| Not applicable |
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Submitted by: LUO Jie

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

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”