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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) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 23 MAY 2023;

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND

(3) CANCELLATION OF SHARE OPTIONS

(1) POLL RESULTS OF ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of Country Garden Holdings Company Limited (the “**Company**”) is pleased to announce that the resolutions as set out in the notice of annual general meeting of the Company dated 21 April 2023 were put to the annual general meeting of the Company held on 23 May 2023 (the “**AGM**”) for voting by poll and approved by the shareholders of the Company (the “**Shareholders**”).

The Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, was appointed as scrutineers for the purpose of counting the votes at the AGM.

As at the date of the AGM, the total number of issued shares of the Company (the “**Share(s)**”) was 27,637,858,596 Shares. There were no Shares entitling the Shareholders to attend the AGM and abstain from voting in favour pursuant to rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Power Great Enterprises Limited held 283,259,032 Shares in its capacity as the trustee under the Company’s share award scheme, and was required to abstain from voting on all resolutions at the AGM pursuant to rule 17.05A of the Listing Rules. Therefore, the total number of Shares

entitling the Shareholders thereof to attend and vote for or against all the resolutions proposed at the AGM was 27,354,599,564 Shares. Save as disclosed above, there were no Shareholders that are required under the requirements of the Listing Rules to abstain from voting.

The poll results in respect of each resolution proposed at the AGM were as follow:

ORDINARY RESOLUTIONS [#]		Number of Votes (approximate %)		
		For	Against	
1.	To receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditor's report of the Company for the year ended 31 December 2022.	17,913,502,071 (99.93%)	12,457,790 (0.07%)	
2.	(a)			
	(1)	To re-elect Dr. CHENG Guangyu as an executive director of the Company.	17,588,656,126 (98.25%)	314,037,610 (1.75%)
	(2)	To re-elect Ms. WU Bijun as an executive director of the Company.	17,757,713,665 (99.19%)	144,980,061 (0.81%)
	(3)	To re-elect Mr. CHEN Chong as a non-executive director of the Company.	17,592,470,588 (98.27%)	310,223,138 (1.73%)
	(4)	To re-elect Mr. LAI Ming, Joseph as an independent non-executive director of the Company.	17,309,130,173 (96.68%)	593,563,550 (3.32%)
	(5)	To re-elect Mr. TO Yau Kwok as an independent non-executive director of the Company.	17,891,934,718 (99.94%)	10,759,008 (0.06%)
	(b)	To authorise the Board of the Company to fix the directors' remuneration of the Company.	17,891,329,716 (99.94%)	11,364,010 (0.06%)
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board of the Company to fix their remuneration.	17,812,035,177 (99.49%)	90,658,549 (0.51%)	
4.	To grant a general mandate to the directors of the Company to issue new shares not exceeding 20% of the issued shares of the Company.	16,544,235,383 (92.41%)	1,358,458,343 (7.59%)	
5.	To grant a general mandate to the directors of the Company to buy back shares not exceeding 10% of the issued shares of the Company.	17,884,674,217 (99.90%)	18,019,509 (0.10%)	

ORDINARY RESOLUTIONS [#]		Number of Votes (approximate %)	
		For	Against
6.	To extend the general mandate to be granted to the directors of the Company to issue new shares of the Company by adding to it the number of shares bought back under the general mandate to buy back shares of the Company.	16,573,818,070 (92.56%)	1,332,288,256 (7.44%)
SPECIAL RESOLUTION [#]		For	Against
7.	To approve the adoption of the second amended and restated articles of association of the Company (the “ New Articles of Association ”) and to authorise any one director or joint company secretary of the Company to do all things necessary to implement the adoption of the New Articles of Association.	17,835,344,679 (99.62%)	67,349,047 (0.38%)

[#] Full text of the resolutions is set out in the notice of the AGM dated 21 April 2023.

As a majority of the votes were cast in favour of each of the resolutions nos. 1 to 6 and not less than three-fourth of the votes were cast in favour of the resolution no. 7, all the resolutions proposed at the AGM were duly passed as ordinary resolutions and special resolution of the Company respectively.

The Company would like to report that the following directors of the Company attended the AGM: Mr. MO Bin, Dr. CHENG Guangyu, Ms. WU Bijun, Mr. CHEN Chong, Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Mr. HUANG Hongyan and Mr. TO Yau Kwok.

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As disclosed in the announcement of the Company dated 30 March 2023 and the circular of the Company dated 21 April 2023, Mr. HUANG Hongyan (“**Mr. HUANG**”) has retired as an independent non-executive director of the Company at the conclusion of the AGM. Following his retirement, Mr. HUANG has ceased to be a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee of the Company at the same time. 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 Stock Exchange of Hong Kong Limited or the holders of securities of the Company.

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

(3) CANCELLATION OF SHARE OPTIONS

Reference is made to the announcement of the Company dated 8 June 2021 in relation to the grant of a total of 6,955,657 share options (the “**Share Options**”) to an eligible participant (the “**Grantee**”) at the subscription price of HK\$9.6000 per Share under the share option scheme adopted by the Company on 18 May 2017 (the “**Share Option Scheme**”), which subject to the acceptance of the Share Options by the Grantee, will enable the Grantee, upon full exercise of all such Share Options, to subscribe for 6,955,657 new Shares. As at the date of this announcement, all of the Share Options have not been exercised (the “**Outstanding Share Options**”).

The Board announces that with the mutual agreement between the Company and the Grantee, the Outstanding Share Options have been cancelled with effect from the date of this announcement in accordance with the terms of the Share Option Scheme.

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

Foshan, Guangdong Province, the PRC, 23 May 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 Ziying, 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 and Mr. TO Yau Kwok.