

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Country Garden Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS,  
APPOINTMENT OF AUDITOR  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

---

A notice convening the AGM to be held at Desheng Conference Room, 3/F., Country Garden Holiday Resort, Beijiao Town, Shunde, Foshan, Guangdong Province, PRC on Thursday, 5 June 2025 at 11:00 a.m. is set out on pages 19 to 24 of this circular. A form of proxy for the AGM is also enclosed with this circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

---

## CONTENTS

---

|   | <i>Pages</i> |
|---|--------------|
| <b>DEFINITIONS .....</b>  | <b>1</b>     |
| <b>LETTER FROM THE BOARD</b>  |              |
| 1. INTRODUCTION .....   | 4            |
| 2. GENERAL MANDATE TO ISSUE SHARES .....                                  | 4            |
| 3. GENERAL MANDATE TO BUY BACK SHARES .....                               | 4            |
| 4. RE-ELECTION OF RETIRING DIRECTORS .....                                | 5            |
| 5. APPOINTMENT OF AUDITOR .....   | 6            |
| 6. ANNUAL GENERAL MEETING .....   | 7            |
| 7. ACTIONS TO BE TAKEN .....  | 7            |
| 8. VOTING BY WAY OF POLL .....  | 7            |
| 9. RESPONSIBILITY STATEMENT .....   | 7            |
| 10. RECOMMENDATION .....  | 8            |
| <b>APPENDIX I — EXPLANATORY STATEMENT .....</b>                           | <b>9</b>     |
| <b>APPENDIX II — DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED .....</b> | <b>13</b>    |
| <b>NOTICE OF THE ANNUAL GENERAL MEETING .....</b>                         | <b>19</b>    |

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

|                           |  |
|---------------------------|--|
| “AGM”                     | the annual general meeting of the Company to be held at Desheng Conference Room, 3/F., Country Garden Holiday Resort, Beijiao Town, Shunde, Foshan, Guangdong Province, PRC on Thursday, 5 June 2025 at 11:00 a.m.   |
| “AGM Notice”              | the notice convening the AGM as set out on pages 19 to 24 of this circular   |
| “Articles of Association” | the articles of association of the Company, adopted on 23 May 2023 and as amended from time to time  |
| “Board”                   | the board of Directors   |
| “CCASS”                   | the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited   |
| “Companies Act”           | the Companies Act (As Revised) of the Cayman Islands   |
| “Company”                 | Country Garden Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2007)   |
| “Director(s)”             | the director(s) of the Company   |
| “Group”                   | the Company and its subsidiaries from time to time   |
| “HK\$”                    | Hong Kong dollar, the lawful currency of Hong Kong   |
| “Hong Kong/HKSAR”         | the Hong Kong Special Administrative Region of the PRC   |
| “Issue Mandate”           | a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to issue, allot and deal in Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution |
| “Latest Practicable Date” | Tuesday, 15 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular  |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange  |

---

## DEFINITIONS

---

|                             |   |
|-----------------------------|---|
| “Memorandum of Association” | the memorandum of association of the Company, adopted on 22 December 2021 and as amended from time to time  |
| “PRC”                       | the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan  |
| “RMB”                       | Renminbi, the lawful currency of the PRC  |
| “Share Buy-back Mandate”    | a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution  |
| “Share Registrar”           | the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  |
| “Share(s)”                  | ordinary share(s) of HK\$0.10 each in the issued share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification, or reconstruction of the share capital of the Company, from time to time)  |
| “Shareholder(s)”            | the holder(s) of the Share(s)   |
| “Stock Exchange”            | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Codes”           | the Codes on Takeovers and Mergers and Share Buy-backs  |
| “Treasury Shares”           | the Shares bought back or otherwise acquired and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and the Memorandum of Association and the Articles of Association as in effect from time to time which for the purpose of the Listing Rules, include Shares bought back or otherwise acquired by the Company and held or deposited in CCASS for sale on the Stock Exchange |
| “%”                         | per cent.   |

*Should there be any discrepancy between English and Chinese versions, the English version shall prevail.*



**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)**

***Executive Directors:***

Ms. YANG Huiyan (*Chairman*)  
Mr. MO Bin (*President*)  
Ms. YANG Ziyang  
Dr. CHENG Guangyu  
Ms. WU Bijun

***Non-executive Director:***

Mr. CHEN Chong

***Independent non-executive Directors:***

Dr. HAN Qinchun  
Mr. WANG Zhijian  
Mr. TUO Tuo

***Registered office:***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

***Principal place of business in the PRC:***

Country Garden Centre  
No. 1 Country Garden Road  
Beijiao Town  
Shunde District, Foshan  
Guangdong Province 528312  
The PRC

***Principal place of business in Hong Kong:***

Suite 1702, 17/F.  
Dina House, Ruttonjee Centre  
11 Duddell Street  
Central  
Hong Kong

29 April 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS,  
APPOINTMENT OF AUDITOR  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

---

## LETTER FROM THE BOARD

---

### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information relating to the resolutions to be proposed at the AGM for, among other things, (i) the grant and extension of the Issue Mandate; (ii) the grant of the Share Buy-back Mandate; (iii) the re-election of the retiring Directors in accordance with the Articles of Association; and (iv) the appointment of auditor. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

### 2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 23 May 2023 whereby a general mandate was given to the Directors to issue Shares and such general mandate to issue Shares was extended by adding to it the number of Shares bought back under the general mandate to buy back Shares granted to the Directors on 23 May 2023.

Such general mandate has lapsed on 30 June 2024 at the expiration of the period within which the next annual general meeting of the Company was required by the Articles of Association and the applicable laws of the Cayman Islands to be held following the conclusion of the annual general meeting of the Company held on 23 May 2023. Therefore, an ordinary resolution no. 4 of the AGM Notice will be proposed at the AGM to grant to the Directors the Issue Mandate to issue, allot and deal in Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of the ordinary resolution (i.e. not exceeding 5,597,701,589 Shares based on the issued share capital of the Company of 27,988,507,946 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing of the ordinary resolution no. 4 of the AGM Notice) in order to ensure flexibility and discretion to the Directors to issue, allot and deal in any Shares (including any sale or transfer of Treasury Shares out of treasury).

In addition, an ordinary resolution no. 6 of the AGM Notice will be proposed to extend the Issue Mandate by adding to it the number of Shares bought back under the Share Buy-back Mandate.

### 3. GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 23 May 2023 whereby a general mandate was given to the Directors to buy back Shares.

Such general mandate has lapsed on 30 June 2024 at the expiration of the period within which the next annual general meeting of the Company was required by the Articles of Association and the applicable laws of the Cayman Islands to be held following the conclusion of the annual general meeting of the Company held on 23 May 2023. Therefore, an ordinary resolution no. 5 of the AGM Notice will be proposed at the AGM to grant to

---

## LETTER FROM THE BOARD

---

the Directors the Share Buy-back Mandate to buy back Shares up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of the ordinary resolution (i.e. not exceeding 2,798,850,794 Shares based on the issued share capital of the Company of 27,988,507,946 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing of the ordinary resolution no. 5 of the AGM Notice).

If the Company buys back Shares pursuant to the Share Buy-back Mandate, the Company may (a) cancel the Shares bought back and/or (b) hold such Shares in treasury, subject to market conditions and the capital management needs of the Group at the relevant time such buy back of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to ordinary resolution no. 4 of the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

In accordance with the Listing Rules, an explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Share Buy-back Mandate is set out in Appendix I to this circular.

#### 4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises 9 Directors, of which Ms. YANG Huiyan, Mr. MO Bin, Ms. YANG Ziying, Dr. CHENG Guangyu and Ms. WU Bijun are executive Directors; Mr. CHEN Chong is a non-executive Director; and Dr. HAN Qinchun, Mr. WANG Zhijian and Mr. TUO Tuo are independent non-executive Directors.

Pursuant to Article 83(3) of the Articles of Association, Dr. HAN Qinchun (“**Dr. HAN**”), Mr. WANG Zhijian (“**Mr. WANG**”) and Mr. TUO Tuo (“**Mr. TUO**”) who were appointed as independent non-executive Directors to fill casual vacancies on the Board with effect from 15 March 2024 will hold office only until the AGM and shall then be eligible for re-election. Pursuant to Article 84 of the Articles of Association, Ms. YANG Huiyan, Mr. MO Bin and Ms. YANG Ziying will retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

As at the Latest Practicable Date, each of Dr. HAN, Mr. WANG and Mr. TUO has confirmed that (i) he meets the independence guidelines as set out in Rule 3.13 of the Listing Rules; (ii) as at the Latest Practicable Date, there are no other factors that may affect his independence; and (iii) he does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is he related to any core connected persons (as defined in the Listing Rules) of the Company. The Board therefore believes that each of Dr. HAN, Mr. WANG and Mr. TUO is independent of the Group.

Before the appointment in 2024, the nomination committee of the Company had reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, qualifications, professional experience, skills, knowledge, independence and length of service of a Director with reference to the criteria set out in the nomination policy

---

## LETTER FROM THE BOARD

---

adopted by the Company, and reviewed the written confirmation of independence of Dr. HAN, Mr. WANG and Mr. TUO. The nomination committee of the Company was of the view that each of Dr. HAN, Mr. WANG and Mr. TUO would bring to the Board his own perspectives, skills and experience, in particular the rich experience in the PRC property sector and financial investment of Dr. HAN; in accounting area of Mr. WANG; and legal area of Mr. TUO, which are further described in his biographical details in Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the nomination committee of the Company also considers that Dr. HAN, Mr. WANG and Mr. TUO can contribute to the diversity of the Board, in particular, with their professional background as a director in other listed companies, a certified public accountant and a lawyer respectively which enables them to provide valuable, independent and objective view to the Company's affairs. In this regard, the nomination committee of the Company believes that the re-election of Dr. HAN, Mr. WANG and Mr. TUO, who have contributed to the Board and been firmly committed to their roles during the past year, as independent non-executive Directors at the AGM is in the best interests of the Company and the Shareholders as a whole, and therefore recommended their re-election to the Board.

The Board (other than Dr. HAN, Mr. WANG and Mr. TUO) considered and accepted the recommendations of the nomination committee of the Company on 28 March 2025, and considered that the re-election of Dr. HAN, Mr. WANG and Mr. TUO is in the best interest of the Company and Shareholders as a whole, as they are independent and would continue to bring valuable business perspective, skills, experience, professionalism and diversity to the Board for its efficient and effective functioning.

Brief biographical details of the Directors who are subject to re-election at the AGM are set out in Appendix II to this circular.

### 5. APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 5 September 2024 relating to change of auditors. PricewaterhouseCoopers ("PwC") resigned as the auditor of the Company with effect from 3 September 2024. With the recommendation from the audit committee of the Company, the Board appointed ZHONGHUI ANDA CPA Limited ("ZHONGHUI ANDA") as the new auditor of the Company with effect from 5 September 2024 to fill the casual vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company. ZHONGHUI ANDA shall then be subject to the approval at the AGM for the appointment as the auditor of the Company pursuant to Article 152(1) of the Articles of Association.

The Board, with the recommendation of the audit committee of the Company, proposed to appoint ZHONGHUI ANDA as the auditor of the Company and to authorize the Board to fix their remuneration at the AGM.



---

## LETTER FROM THE BOARD

---

### 6. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 19 to 24 of this circular to consider the resolutions relating to, *inter alia*, the re-election of the retiring Directors, the appointment of auditor, the Issue Mandate, the Share Buy-back Mandate and the extension of the Issue Mandate.

### 7. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.countrygarden.com.cn>). If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the accompanying form of proxy and return it to the Share Registrar in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

### 8. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.

### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

---

## LETTER FROM THE BOARD

---

### 10. RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the appointment of auditor, the Issue Mandate, the Share Buy-back Mandate and the extension of the Issue Mandate are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM as set out in the AGM Notice.

Yours faithfully,  
For and on behalf of the Board  
**Country Garden Holdings Company Limited**  
**MO Bin**  
*President and Executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate.*

## **1. LISTING RULES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (a) the shares proposed to be purchased by the company are fully paid-up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make the purchase(s), by way of an ordinary resolution which complies with Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

The company must report the outcome of the general meeting called to consider the proposed buy-back to the Stock Exchange immediately following the meeting.

## **2. SHARE IN ISSUE**

As at the Latest Practicable Date, the total number of Shares in issue and fully paid-up was 27,988,507,946 Shares.

Subject to the passing of ordinary resolution no. 5 of the AGM Notice and on the basis that no further Shares are issued or bought back and/or cancelled prior to the AGM, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 2,798,850,794 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of granting of the Share Buy-back Mandate.

## **3. REASON FOR BUY-BACK AND HANDLING OF SHARES BOUGHT BACK**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general mandate from the Shareholders to enable the Company to buy back Shares in the market. Such a buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. Buying back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

As stated in the Letter from the Board, if the Company buys back Shares pursuant to the Share Buy-back Mandate, the Company intends to either (a) cancel the Shares bought back and/or (b) hold such Shares in treasury, subject to market conditions and the capital management needs of the Group at the relevant time such buy back of Shares are made. If

the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to ordinary resolution no. 4 of the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands. Treasury Shares held by the Company will only be resold on the market when the Directors believe that a resale thereof is in the interests of the Company and the Shareholders as a whole.

For Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. Such measures may include the Company not (or procure its broker not to) giving any instructions to the Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS and, where necessary, withdrawing the Treasury Shares from CCASS and either re-registering them in its own name as Treasury Shares or cancelling them before the record date for the relevant dividends or distributions.

#### **4. FUNDING OF BUY-BACK**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands, including profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Articles of Association and subject to the Companies Act, out of the capital of the Company and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Act, out of the capital of the Company. The Company may not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

#### **5. IMPACT OF BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Share Buy-back Mandate is exercised in full at any time during the proposed buy-back period. No buy-back pursuant to the Share Buy-back Mandate would be made where such buy-back would have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider such buy-back were in the best interests of the Company and the Shareholders as a whole.

## 6. SHARE PRICES RECORD

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date and for the month of April 2025 up to the Latest Practicable Date were as follows:

|   | Price per Share |        |
|---|-----------------|--------|
|   | Highest         | Lowest |
|   | HK\$            | HK\$   |
| <b>2024</b>                               |                 |        |
| April                                     | —               | —      |
| May                                       | —               | —      |
| June                                      | —               | —      |
| July                                      | —               | —      |
| August                                    | —               | —      |
| September                                 | —               | —      |
| October                                   | —               | —      |
| November                                  | —               | —      |
| December                                  | —               | —      |
| <b>2025</b>                               |                 |        |
| January                                   | 0.630           | 0.410  |
| February                                  | 0.540           | 0.380  |
| March                                     | 0.570           | 0.450  |
| April (up to the Latest Practicable Date) | 0.485           | 0.370  |

## 7. GENERAL

The Directors will exercise their power under the Share Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands.

The Directors confirmed that the explanatory statement set out in this circular relating to the Share Buy-back Mandate contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed buy-back of Shares has unusual features.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, if the Share Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so, if the Share Buy-back Mandate is approved by the Shareholders.

**8. EFFECTS OF TAKEOVERS CODES**

If, as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, Ms. YANG Huiyan has an indirect interest in 14,539,618,535 Shares representing approximately 51.94% of the issued Shares, through her 100% interest in Concrete Win Limited (controlling Shareholder).

In the event that the Directors exercise in full the power to buy back Shares under the Share Buy-back Mandate, then, (if the present shareholdings otherwise remain the same) the interest of Ms. YANG Huiyan in the Company held through Concrete Win Limited would be increased from approximately 51.94% to approximately 57.72% of the then issued Shares. The Directors are not aware of any consequences which may arise under the Takeovers Codes as a consequence of any buy-back made under the Share Buy-back Mandate. The Directors will use their best endeavours to ensure that the Share Buy-back Mandate will not be exercised to the extent that the percentage of total issued Shares held in public hands would fall below the minimum percentage prescribed by the Stock Exchange. The Directors have no intention to exercise the Share Buy-back Mandate which may result in possible mandatory offer being made under the Takeovers Codes or the public float of the Company falling below the minimum percentage prescribed by the Stock Exchange.

**9. SHARE BUY-BACK MADE BY THE COMPANY**

The Company did not buy back any Shares during the six months immediately preceding the Latest Practicable Date.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

**YANG Huiyan (楊惠妍)**, aged 43, was appointed as an executive Director in December 2006 and a Vice Chairman in March 2012, was re-designated from a Vice Chairman to a Co-Chairman in December 2018, and succeeded the position of the Chairman on 1 March 2023. Ms. YANG is also a chairman of the nomination committee, the corporate governance committee, the environmental, social and governance committee, the executive committee and a member of the remuneration committee and the finance committee of the Company, and a director of various members of the Group. Ms. YANG graduated from Ohio State University with a bachelor degree in marketing and logistics and she also obtained an EMBA degree from Tsinghua University in 2019. Ms. YANG joined the Group in 2005 and has successively held key management positions in critical business departments such as investment planning center, procurement department, human resource management center and digital management center. During the tenure as a Co-Chairman of the Company, Ms. YANG jointly managed the day-to-day work of the Group with Mr. YEUNG Kwok Keung, the then Chairman of the Company, and has been responsible for the Group's strategic investments and new business exploration based on the existing business, contributing to the Company's sustainable development. Since the succession as the Chairman, Ms. YANG is responsible for leading the Board and managing the overall businesses of the Group. Ms. YANG is a director of Concrete Win Limited, the substantial shareholder of the Company, which has an interest in the shares and underlying shares in the Company which falls to be disclosed to the Company under Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance. Ms. YANG was appointed as the chairman and a non-executive director of Country Garden Services Holdings Company Limited, a company whose shares are listed on the Stock Exchange, in March 2018. Ms. YANG was awarded "China Charity Award Special Contribution Award" in 2008, "China Poverty Alleviation Award Contribution Award" in 2019 and "The 11th China Charity Award Individual Donor Award" in 2021.

Save as disclosed above, Ms. YANG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. YANG has an indirect interest in 14,539,618,535 Shares through her 100% interest in Concrete Win Limited, representing approximately 51.94% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. YANG is the sister of Ms. YANG Ziyang, an executive Director; and the wife of Mr. CHEN Chong, a non-executive Director. Save as disclosed above, Ms. YANG does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.



Ms. YANG has entered into a service agreement with the Company for a term of two years commencing on 1 January 2025 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Her emoluments are determined with reference to her duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Ms. YANG is entitled to receive an annual salary of RMB120,000. For the year ended 31 December 2024, Ms. YANG has received total emoluments of RMB126,100.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. YANG's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**MO Bin (莫斌)**, aged 58, was appointed as the president of the Company and an executive Director in July 2010. Mr. MO is also a member of the remuneration committee, the corporate governance committee, the environmental, social and governance committee, the executive committee and the finance committee of the Company and a director of several members of the Group. Mr. MO was also appointed as the chairman of the Group's Tengyue Building Technology Group in May 2023. Mr. MO graduated from Hengyang Institute of Technology (currently known as University of South China) with a bachelor degree in industrial and civil architecture. He obtained his postgraduate degree from Zhongnan University of Economics and Law and is a professor-grade senior engineer. Mr. MO is primarily responsible for the management of daily operation and general administration of the Group. Prior to joining the Group, Mr. MO was employed by an internationally competitive construction and property group in Mainland China, China State Construction Engineering Corporation, in a number of senior positions since 1989, most recently as a director and general manager of China Construction Fifth Engineering Division Corp., Ltd.. Mr. MO has over 35 years of extensive experience in property development, construction business, construction management, marketing, cost control and corporate management. Mr. MO won the 1st place of "Best CEO — Property (Combined)/(Buy-Side)/(Sell-Side)" at the "2019 All-Asia Executive Team" and the 1st place of "Best CEO — Property (Sell-side)" at the "2020 All-Asia Corporate Executive Team" organised by financial magazine, Institutional Investor.

Save as disclosed above, Mr. MO has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. MO has a direct interest in 86,591,006 Shares, representing approximately 0.30% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. MO also held US\$30,000,000 debentures of the Company.

Mr. MO does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.



Mr. MO has entered into a service agreement with the Company for a term of two years commencing on 1 January 2025 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. MO is entitled to receive an annual emoluments of RMB120,000 and is entitled to other fringe benefits. Furthermore, Mr. MO is entitled to a year end management bonus and performance bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2024, Mr. MO has received total emoluments of RMB125,984.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. MO's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**YANG Ziying (楊子瑩)**, aged 37, was appointed as an executive Director in May 2011. Ms. YANG is also a member of the executive committee and the finance committee of the Company. Ms. YANG graduated from Ohio State University with a bachelor degree in psychology. Ms. YANG joined the Group in 2008 as an assistant to the chairman. Currently, she is primarily responsible for overseeing the finance of the Group, including offshore and onshore financing, and responsible for the enhancement of the product competitiveness of the Group. Prior to joining the Group, Ms. YANG worked in a renowned global investment bank.

Save as disclosed above, Ms. YANG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. YANG does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance. However, Ms. YANG held US\$18,000,000 debentures of the Company.

Ms. YANG is the sister of Ms. YANG Huiyan, the Chairman, an executive Director and the controlling Shareholder; and a sister-in-law of Mr. CHEN Chong, a non-executive Director. Save as disclosed above, Ms. YANG does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Ms. YANG has entered into a service agreement with the Company for a term of two years commencing on 1 January 2025 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Her emoluments are determined with reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing

market conditions. Under the service agreement, Ms. YANG is entitled to receive an annual salary of RMB120,000. For the year ended 31 December 2024, Ms. YANG has received total emoluments of RMB125,984.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. YANG's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**HAN Qinchun (韓秦春)**, aged 67, was appointed as an independent non-executive Director, and is currently a member of the audit committee, the remuneration committee and the environmental, social and governance committee of the Company in March 2024. Dr. HAN obtained a doctorate degree in philosophy in urban economics and management from The University of Hong Kong in 1998 and a bachelor's degree in planning from Xi'an University of Architecture and Technology in 1982. Dr. HAN has rich experience in the PRC property sector, financial investment, equity capital market and listed companies' management. From 2000 to 2006, Dr. HAN worked in securities and investment in Bank of China International Holdings Limited, Agricultural Bank of China Securities Limited (now known as Agricultural Bank of China International Holdings Limited) and Everbright Securities Company (Hong Kong) Limited. From 2006 to 2010, Dr. HAN served as the vice-chairman and co-president and executive director of Hong Long Holdings Limited (now known as LET Group Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 1383). Over the past three years, Dr. HAN served as an independent non-executive director of Lingbao Gold Group Company Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 3330), for nine years and is currently an independent non-executive director of companies listed on the Main Board of the Stock Exchange, namely Xinda Investment Holdings Limited (stock code: 1281), Guangdong — Hong Kong Greater Bay Area Holdings Limited (stock code: 1396) and Sunfonda Group Holdings Limited (stock code: 1771). Dr. HAN is also the founder and chairman of Hong Kong Private Markets Limited, a fintech company in Hong Kong, since 2014.

Save as disclosed above, Dr. HAN has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Dr. HAN does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Dr. HAN does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Dr. HAN has entered into an appointment letter with the Company for a term of two years commencing on 1 January 2025. He is entitled to receive an annual director's fee of RMB240,000 and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his important duties in the Company, workload, the Company's remuneration policy and the prevailing market conditions. After reviewing

these factors, the remuneration committee and the Board have approved appropriate adjustment to his director's fee on 28 March 2025. Dr. HAN has subsequently entered into a supplemental appointment letter with effect from 1 April 2025 to the expiration of the original appointment letter. Dr. HAN is entitled to receive an adjusted annual director's fee of RMB360,000. For the year ended 31 December 2024, Dr. HAN has received a director's fee of RMB193,936.

Save as disclosed above, the Board is not aware of any other matter in relation to Dr. HAN's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**WANG Zhijian (王志健)**, aged 46, was appointed as an independent non-executive Director, the chairman of the audit committee, a member of the remuneration committee, the nomination committee and the environmental, social and governance committee of the Company in March 2024. Mr. WANG obtained a bachelor's degree in arts and a master's degree in business administration from Sun Yat-sen University in 2001 and 2015 respectively. He is a certified public accountant in the PRC, a certified public accountant in Australia and an intermediate economist, and has obtained a Fund Practitioner Qualification Certificate. From 2019 to 2021, Mr. WANG served as the person in charge of Guangzhou office and director of client development of Resources Global Professionals (Beijing) Co., Ltd.. Mr. WANG is currently the financial controller of Corestone (Guangzhou) Investment Development Co., Ltd..

Mr. WANG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. WANG does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. WANG does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. WANG has entered into an appointment letter with the Company for a term of two years commencing on 1 January 2025. He is entitled to receive an annual director's fee of RMB240,000 and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his important duties in the Company, workload, the Company's remuneration policy and the prevailing market conditions. After reviewing these factors, the remuneration committee and the Board have approved appropriate adjustment to his director's fee on 28 March 2025. Mr. WANG has subsequently entered into a supplemental appointment letter with effect from 1 April 2025 to the expiration of the original appointment letter. Mr. WANG is entitled to receive an adjusted annual director's fee of RMB360,000. For the year ended 31 December 2024, Mr. WANG has received a director's fee of RMB193,936.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. WANG's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**TUO Tuo (脱脱)**, aged 45, was appointed as an independent non-executive Director, the chairman of the remuneration committee, a member of the audit committee, the nomination committee and the environmental, social and governance committee of the Company in March 2024. Mr. TUO obtained a bachelor's degree in law from Peking University in 2001, a master's degree in banking and finance laws from the University of London in the United Kingdom in 2003 and a master's degree in law from the University of Pennsylvania in the United States in 2009. From 2004 to 2008, Mr. TUO served as a lawyer at the Beijing representative office of Baker McKenzie. From 2011 to 2021, Mr. TUO served as a senior partner/lawyer of Beijing Dacheng Law Offices, LLP. Mr. TUO is currently a director, a partner, a senior vice president, the general counsel of the Baoyun Group and the general manager of Guizhou Baoyun, and the president of Baoyun Vineyard.

Mr. TUO has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. TUO does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. TUO does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. TUO has entered into an appointment letter with the Company for a term of two years commencing on 1 January 2025. He is entitled to receive an annual director's fee of RMB240,000 and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his important duties in the Company, workload, the Company's remuneration policy and the prevailing market conditions. After reviewing these factors, the remuneration committee and the Board have approved appropriate adjustment to his director's fee on 28 March 2025. Mr. TUO has subsequently entered into a supplemental appointment letter with effect from 1 April 2025 to the expiration of the original appointment letter. Mr. TUO is entitled to receive an adjusted annual director's fee of RMB360,000. For the year ended 31 December 2024, Mr. TUO has received a director's fee of RMB193,936.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. TUO's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.



**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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Country Garden Holdings Company Limited (the “**Company**”) will be held at Desheng Conference Room, 3/F., Country Garden Holiday Resort, Beijiao Town, Shunde, Foshan, Guangdong Province, PRC on Thursday, 5 June 2025 at 11:00 a.m. (the “**AGM**”) for the following purposes:

1. Each as a separate resolution, to receive and adopt:
  - (a) 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 2023; and
  - (b) 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 2024.
2. (a) Each as a separate resolution, to re-elect the following directors of the Company (the “**Director(s)**”):
  - (1) to re-elect Ms. YANG Huiyan as an executive Director;
  - (2) to re-elect Mr. MO Bin as an executive Director;
  - (3) to re-elect Ms. YANG Ziyang as an executive Director;
  - (4) to re-elect Dr. HAN Qinchun as an independent non-executive Director;
  - (5) to re-elect Mr. WANG Zhijian as an independent non-executive Director;
  - (6) to re-elect Mr. TUO Tuo as an independent non-executive Director; and

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

- (b) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
- 3. To appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration.
- 4. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot, and deal with any unissued shares in the capital of the Company (including any sale and transfer of treasury shares out of treasury) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of the shares of the Company allotted or agreed conditionally or unconditionally to be issued or allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to grantees as specified in such share option scheme or option scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the issue and allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the



---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of shares of the Company in issue (excluding treasury shares, if any) at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

Any reference to an allotment, issue, conversion, grant, offer or dealing of shares of the Company shall include the sale or transfer of treasury shares in the share capital of the Company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and the applicable laws and regulations.”

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

5. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which the Company is authorised to buy back pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company (excluding treasury shares, if any) in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”



---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

6. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT** conditional upon the ordinary resolution nos. 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to issue, allot and deal with any unissued shares in the capital of the Company (including any sale and transfer of treasury shares out of treasury) pursuant to the ordinary resolution no. 4 of the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to the ordinary resolution no. 5 of the notice convening this meeting, provided that such extended number shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares, if any) at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

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

Foshan, Guangdong Province, the PRC, 29 April 2025

*Notes:*

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy needs not be a member of the Company.
2. If more than one of the joint registered holders are present at the meeting personally or by proxy, then only one of the said persons so present whose name stands first on the registers of members in respect of such share(s) of the Company shall be accepted to the exclusion of the votes of the other joint registered holders.
3. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “**Share Registrar**”) not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a member from attending and voting at the AGM or at any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

5. The register of members of the Company will be closed from Thursday, 29 May 2025 to Thursday, 5 June 2025, both days inclusive, during which period no transfer of shares will be registered. In order to determine shareholders' eligibility to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4:30 p.m. on Wednesday, 28 May 2025.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.
7. With regard to items 2 and 4 to 6 set out in this notice, a circular giving details of the re-election of Directors and the general mandates to issue and to buy back shares of the Company (the "**Circular**") will be despatched to shareholders of the Company on 29 April 2025. The biographical details of the Directors who are proposed to be re-elected at the meeting are set out in Appendix II to the Circular.
8. If red typhoon warning signal or red rainstorm signal may be in force in Foshan, Guangdong Province, PRC, being the place of which the AGM will be held, at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.countrygarden.com.cn>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when a white, blue, amber or orange typhoon warning signal or an amber or orange rainstorm warning signal is in force in Foshan, Guangdong Province, PRC.
9. As at the date of this notice, the Board is comprised of 9 Directors, of which Ms. YANG Huiyan (Chairman), Mr. MO Bin (President), Ms. YANG Ziyang, Dr. CHENG Guangyu and Ms. WU Bijun are executive Directors, Mr. CHEN Chong is a non-executive Director and Dr. HAN Qinchun, Mr. WANG Zhijian and Mr. TUO Tuo are independent non-executive Directors.