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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.

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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)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the AGM to be held as a virtual meeting via online platform (the “**eVoting Portal**”) on Thursday, 28 May 2026 at 11:00 a.m. is set out on pages 48 to 53 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 via the eVoting Portal, 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 via the eVoting Portal 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.

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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 as a virtual meeting via online platform (the “ eVoting Portal ”) on Thursday, 28 May 2026 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 48 to 53 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
“Existing Articles of Association”	the existing articles of association 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”	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”	Thursday, 16 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company, adopted on 22 December 2021 and as amended from time to time
“New Articles of Association”	the third amended and restated articles of association of the Company proposed to be adopted with immediate effect after the close of the AGM following the passing of the relevant special resolution
“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
“Proposed Amendments”	the proposed amendments to the Existing Articles of Association, details of which are set out in Appendix III to this circular
“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

DEFINITIONS

“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 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.

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

All registered Shareholders will be able to join the AGM via the eVoting Portal. The eVoting Portal can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the eVoting Portal, registered Shareholders will be able to view the live video broadcast, participate in voting and submit questions online, or call the hotline to raise questions during the Q&A session of the AGM. Login details and information will be included in our letters to registered Shareholders regarding the eVoting Portal which will be despatched later and the dial-in number will be provided during the AGM.

HOW TO ATTEND AND VOTE

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (i) attend the AGM via the eVoting Portal which enables live streaming and interactive platform for submitting questions and voting online and/or speak at the AGM by calling the hotline during the Q&A session of the AGM; or
- (ii) appoint the chairperson of the AGM or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the eVoting Portal.

Your proxy's authority and instruction will be revoked if you attend and vote via the eVoting Portal at the AGM.

If you are a non-registered Shareholder, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your Shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote via the eVoting Portal at the AGM and in doing so, you will be asked to provide your email address. Details regarding the eVoting Portal including the login details will be emailed to you by the Share Registrar.

Completion and return of the form of proxy will not preclude a member from attending and voting via the eVoting Portal at the AGM or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

In order to be entitled to attend and vote via the eVoting Portal at the AGM or any adjourned meeting, all completed transfer documents accompanied by the relevant share certificates must be lodged with 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 later than 4:30 p.m. on Thursday, 21 May 2026.

If you have any questions relating to the AGM, please contact the Share Registrar, with the following details:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: is-enquiries@vistra.com
Telephone: (852) 2980 1333 during business hours from 9:00 a.m. to 6:00 p.m.,
Monday to Friday, excluding Hong Kong public holidays



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 (*Co-Chairman*)
Dr. CHENG Guangyu (*President*)
Ms. YANG Ziyang
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

28 April 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
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 and Association; and (iv) the proposed adoption of the New Articles of Association. 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 5 June 2025 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 5 June 2025.

Such general mandate will lapse at the conclusion of the AGM. 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 8,629,076,641 Shares based on the issued share capital of the Company of 43,145,383,205 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 5 June 2025 whereby a general mandate was given to the Directors to buy back Shares.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution no. 5 of the AGM Notice will be proposed at the AGM to grant to 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 4,314,538,320 Shares based on the issued share capital of the Company of 43,145,383,205 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).

LETTER FROM THE BOARD

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, Dr. CHENG Guangyu, Ms. YANG Ziyang 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 84 of the Articles of Association, Dr. CHENG Guangyu (“**Dr. CHENG**”), Ms. WU Bijun (“**Ms. WU**”) and Mr. CHEN Chong (“**Mr. CHEN**”) will retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

The Board (other than Dr. CHENG, Ms. WU and Mr. CHEN) considered and accepted the recommendations of the nomination committee of the Company on 30 March 2026, and considered that the re-election of Dr. CHENG, Ms. WU and Mr. CHEN is in the best interest of the Company and Shareholders as a whole, 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. PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 March 2026 in relation to the proposed adoption of the New Articles of Association.

The Board proposes to adopt the New Articles of Association to incorporate the Proposed Amendments to the Existing Articles of Association for the purposes of, among others, (i) expressly allowing the Company to hold Treasury Shares subject to the laws of the Cayman Islands and the Listing Rules; (ii) reflecting the Listing Rules amendments in relation to the further expansion of the paperless listing regime (including the electronic dissemination of corporate communications without the need for any additional consent or notification, enabling electronic communications and instructions from the Shareholders, electronic payment of corporate action proceeds and electronic payment of subscription

LETTER FROM THE BOARD

monies); (iii) reflecting the uncertificated securities market regime according to the Information Paper on Rule Amendments to Implement an Uncertificated Securities Market and “Issuer Platform” published by the Stock Exchange in May 2025; and (iv) incorporating housekeeping and consequential amendments to better align with the requirements of the Listing Rules and the laws of the Cayman Islands.

In view of the number of the Proposed Amendments, the Board proposes to adopt the New Articles of Association in substitution for, and to the exclusion of, the Existing Articles of Association.

The Company’s Hong Kong legal adviser has confirmed that the New Articles of Association comply with the requirements of the Listing Rules and the Company’s Cayman Islands legal adviser has confirmed that the New Articles of Association do not contravene or violate Cayman Islands law. The Company confirms that there is nothing unusual about the Proposed Amendments to the Articles of Association for a company listed on the Stock Exchange.

A special resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the adoption of the New Articles of Association.

The full text of the Proposed Amendments to the Existing Articles of Association brought about by the adoption of the New Articles of Association is set out in Appendix III to this circular. In case of any inconsistency, the English version shall prevail.

6. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 48 to 53 of this circular to consider the resolutions relating to, *inter alia*, the re-election of the retiring Directors, the Issue Mandate, the Share Buy-back Mandate, the extension of the Issue Mandate and the proposed adoption of the New Articles of Association.

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 via the eVoting Portal 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.

LETTER FROM THE BOARD

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.

10. RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the Issue Mandate, the Share Buy-back Mandate, the extension of the Issue Mandate and the proposed adoption of the New Articles of Association 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
CHENG Guangyu
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 43,145,383,205 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 4,314,538,320 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 2025) 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 2026 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2025		
April	0.485	0.370
May	0.450	0.380
June	0.400	0.375
July	0.550	0.375
August	0.500	0.430
September	0.720	0.430
October	0.650	0.540
November	0.580	0.475
December	0.540	0.410
2026		
January	0.430	0.250
February	0.375	0.270
March	0.350	0.290
April (up to the Latest Practicable Date)	0.325	0.290

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 17,391,246,909 Shares representing approximately 40.31% 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 40.31% to approximately 44.79% 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:

CHENG Guangyu (程光煜), aged 45, is the President of the Company and the CEO of Country Garden Real Estate Group Co., Ltd. (碧桂園地產集團有限公司) and its subsidiaries (“**Country Garden Property Group**”), was appointed as an executive Director and a member of the finance committee in December 2022, and was further appointed as a member of the corporate governance committee, the environmental, social and governance committee, and the executive committee of the Company in March 2023. Dr. CHENG graduated from Tsinghua University with a bachelor’s and doctoral degree in civil engineering in 2002 and 2007 respectively, and from Guanghua School of Management of Peking University with an EMBA degree in 2015. Dr. CHENG has also been appointed as the President, a member of the remuneration committee and an authorized representative under Rule 3.05 of the Listing Rules of the Company on 4 December 2025, primarily responsible for executing the strategic deployment of the Board, comprehensively coordinating the work of various business segments of the Group, organizing the establishment and implementation of the operation and management system, coordinating the daily operational control and administrative management of the Group, and ensuring the effective achievement of strategic deployment. Dr. CHENG joined the Group in 2007 and has been responsible for overall operations management and sustainable development of property projects in certain regions under his supervision from 2012 to 2014. During the period from 2014 to 2023, Dr. CHENG has been responsible for the overall sales and marketing management, branding management, investment planning management, product design management, operating management and legal compliance supervision of the Group. Dr. CHENG was appointed as the CEO of Country Garden Property Group in May 2023, and is responsible for the overall management of property development business of the Group. Dr. CHENG has over 18 years of experience in management of property development.

Save as disclosed above, Dr. CHENG 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. CHENG together with his associate have interest in 31,403,439 Shares and underlying Shares (representing interests in 29,646,290 Shares and interests of share awards exercisable for 1,757,149 Shares granted under the Company’s share award scheme), representing approximately 0.07% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Such interests in Shares and underlying shares have been cumulatively held by Dr. CHENG together with his associates since Dr. CHENG joined the Company, and have never been disposed of for cash.

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

Dr. CHENG has entered into a director's service agreement with the Company for a term of two years commencing on 1 January 2025, which may be terminated by either party giving to the other not less than six months' prior written notice, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His remuneration is determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy, and prevailing market conditions. Under the director's service agreement, Dr. CHENG is entitled to receive an annual salary of RMB1,000,000 and is entitled to other fringe benefits. Furthermore, Dr. CHENG is entitled to a year end management bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2025, Dr. CHENG received total remuneration of approximately RMB1,016,258.

Save as disclosed above, the Board is not aware of any other matter in relation to Dr. CHENG'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.

WU Bijun (伍碧君), aged 52, being the Company's vice president and the Chief Financial Officer, was appointed as an executive Director in December 2022. Ms. WU is also the chairman of the finance committee and a director of a subsidiary of the Group. Ms. WU graduated from the Department of Public Finance and Taxation of Zhongnan University of Finance and Economics (currently known as Zhongnan University of Economics and Law) with a bachelor's degree of economics majoring in public finance in 1995, and obtained an EMBA degree from China Europe International Business School in 2015. She is qualified as a Chinese certified public accountant and a Chinese certified tax agent. Ms. WU is mainly responsible for offshore restructuring of the Group. Prior to joining the Group in 2005, Ms. WU worked at Hubei Branch of China Construction Bank and was responsible for accounting and auditing management. From 1999 to 2002, Ms. WU was the chief auditor of Guangdong Foshan Zhixin Certified Public Accountants Co., Ltd. and was responsible for reviewing the auditor's reports. From 2002 to 2005, Ms. WU worked at Shunde Finance Bureau and was responsible for the financial management of foreign investment enterprises. Since joining the Group in 2005, Ms. WU has been mainly responsible for the financial management of the Group. Ms. WU has 20 years of experience in the management of real estate financial resources and approximately 30 years of experience in financial management. Ms. WU won the 1st place of "Best CFO — Property (Combined)/(Sell-Side)" at the "2019 All-Asia Executive Team" and the 1st place of "Best CFO — Property (Sell-Side)" at the "2020 All-Asia Corporate Executive Team" organized by financial magazine, Institutional Investor. In addition, for details regarding the information that Ms. WU is required to disclose under Rules 13.51B(2) and 13.51(2)(n) of the Listing Rules as at the Latest Practicable Date, please refer to the Company's announcements dated 10 February 2026 and 21 May 2025.

Save as disclosed above, Ms. WU 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. WU does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. WU does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. WU has entered into a director's service agreement with the Company for a term of two years commencing on 1 January 2025, which may be terminated by either party giving to the other not less than six months' prior written notice, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Her remuneration is determined with reference to her duties and responsibilities with the Company, the Company's remuneration policy, and prevailing market conditions. Under the director's service agreement, Ms. WU is entitled to receive an annual salary of RMB1,000,000 and is entitled to other fringe benefits. Furthermore, Ms. WU is entitled to a year end management bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2025, Ms. WU received total remuneration of approximately RMB1,495,196.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. WU'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.

CHEN Chong (陳翀), aged 47, was appointed as a non-executive Director in December 2016. Mr. CHEN graduated from Tsinghua University with a bachelor of science in chemistry and obtained a master of science in biological sciences research from Royal Holloway and Bedford New College, University of London. Mr. CHEN also obtained an EMBA degree and a doctoral degree in energy & environmental engineering from Tsinghua University in 2016 and 2024 respectively. In 2015, Mr. CHEN was appointed as the first president of the Overseas Study Youth Association of Guangdong Province and was a member of the 12th Guangdong Provincial Committee of the Chinese People's Political Consultative Conference. Mr. CHEN was elected as a member of the 13th Standing Committee of the All-China Youth Federation since 2020 and currently being the president of Guoqiang Foundation.

Save as disclosed above, Mr. CHEN 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. CHEN was deemed to have interest in 29,408,668,232 Shares and underlying Shares (representing interests in 17,391,246,909 Shares, interests of equity derivative swap referencing 1,100,000,000 Shares and interests of shareholder loans equitilisation agreement issuable for 10,917,421,323 Shares) held by his spouse, Ms. YANG Huiyan, representing approximately 68.16% of the issued Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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

Mr. CHEN has entered into an appointment letter with the Company for a term of two years commencing on 1 January 2025, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His remuneration is determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy, and prevailing market conditions. Under the appointment letter, Mr. CHEN is entitled to receive an annual salary of RMB120,000. For the year ended 31 December 2025, Mr. CHEN received total remuneration of approximately RMB125,910 (including other benefits).

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. CHEN'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.

The following are the Proposed Amendments to the Existing Articles of Association brought about by the adoption of the New Articles of Association, with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text below. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing Articles of Association.

Article No. Proposed Amendments (showing changes against the Existing Articles of Association)

2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

WORD	MEANING
<u>“address”</u>	<u>for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address.</u>
<u>“ASR Code”</u>	<u>the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.</u>
<u>“ASR Rules”</u>	<u>the Securities and Futures (Approved Securities Registrars) Rules (Cap.571AT) made under the Securities and Futures Ordinance.</u>
<u>“Central Clearing and Settlement System”</u>	<u>the Central Clearing and Settlement System operated by HKSCC.</u>
“electronic communication”	a communication sent, transmitted, conveyed ~~and~~ , <u>or</u> received by wire, ~~by~~ radio, ~~by~~ optical, ~~means~~ or ~~by~~ other similar means in any form through any medium, <u>including, without limitation, communication generated in digital form by an information system and can be transmitted and stored, and communication transmitted or received by telex, cable, or facsimile transmission.</u>

<u>“Electronic System”</u>	<u>any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.</u>
<u>“HKSCC”</u>	<u>the Hong Kong Securities Clearing Company Limited.</u>
<u>“HK Stock Exchange”</u>	<u>The Stock Exchange of Hong Kong Limited.</u>
<u>“hybrid meeting”</u>	<u>a general meeting convened for the (i) physical attendance and participation by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
<u>“Notice”</u>	<u>written notice unless otherwise specifically stated ~~and as further defined~~ in these Articles and, where the context so requires, shall include any other document or communication (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) to be served, sent, given, provided, supplied or issued by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules and regulations of any competent regulatory authority. For the avoidance of doubt, Notice may be served, issued, sent, provided or given in physical or electronic form.</u>

“Register”	the principal register of Members and where applicable, any branch register of Members <u>including any branch register maintained in Hong Kong to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, and it shall include, where relevant, the register of holders as defined in the USM Rules.</u>
“Registration Office”	in respect of any class of share capital such place as the Board may from time to time determine to keep a branch ~~Register~~ of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs): (a) <u>(in the case of shares in certificated form) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered; and (b) (in the case of shares in Uncertificated form) instructions and other communications in relation to the transfer, holding or registration of such shares may be given or made in accordance with the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules.</u>
<u>“Securities and Futures Ordinance”</u>	<u>the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.</u>
<u>“SFC”</u>	<u>the Securities and Futures Commission of Hong Kong.</u>
<u>“treasury shares”</u>	<u>shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange.</u>

<u>“Uncertificated”</u>	<u>a share or other security of the Company that is not evidenced by a certificate and is recorded in the Register as being held in uncertificated form, including shares or other security of the Company that can be held or transferred through Electronic System (including but not limited to UNSRT System and any other clearing or settlement system).</u>
<u>“UNSRT System”</u>	<u>an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables legal title to the shares and securities to be evidenced and transferred without a paper instrument; and (b) facilitates supplementary and incidental matters.</u>
<u>“USM Rules”</u>	<u>the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance.</u>

- (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:
- (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, ~~and including where the representation takes the form of~~ electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations (including the Listing Rules);

- (j) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made to all persons present at the meeting, either orally or in writing using electronic facilities;
- ~~(j)~~(k) references to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director (including, without limitation, the chairman of the meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E;
- ~~(k)~~(l) references to a person's participation in the business of a general meeting include without limitation and as relevant listening and exercising the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes and all other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
- ~~(l)~~(m) references to electronic facilities include, without limitation, online platform(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
- ~~(m)~~(n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member; ~~and~~

- ~~(#)~~(o) nothing in these Articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it;
- (p) unless the context otherwise requires, any reference to “print”, “printed”, “printed copy” or “printing” shall be deemed to include electronic versions or electronic copies;
- (q) any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
- (r) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

3. (2) Subject to the Act, the Company's memorandum of association and these Articles and, where applicable, the Listing Rules and/or the rules of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.
8. (2) Subject to the provisions of the Act, the Listing Rules, ~~and~~ the Company's memorandum of association and these Articles, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
10. Subject to the Act and without prejudice to Article 8 (to the extent more restrictive than the requirements under this Article 10), all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class (to the extent more restrictive than the requirements under this Article 10), from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares (excluding treasury shares) of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:
- (a) the necessary quorum (including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares ~~of that class~~ (excluding treasury shares) of that class; and

- (b) every holder of shares of the class shall be entitled to one vote for every such share held by him.
16. For shares to be held in certificated form, ~~Every~~ every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The Seal may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.
17. (1) For shares held in certificated form, ~~In~~ in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.
18. Every person whose name is entered as a Member in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the Securities and Futures Ordinance, the USM Rules, the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law or required by the holder of such share. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, ~~Every~~ every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines.

19. Where Sshare certificates are issued, they shall be issued within the relevant any time limit as prescribed by the Act, the ASR Code or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, if such a time limit is applicable, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.
20. (1) Upon every transfer of shares the certificate held by the transferor (if one has been issued) shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall upon request by the transferee be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him upon his request at the aforesaid fee payable by the transferor to the Company in respect thereof.
- (2) The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount ~~as the Designated Stock Exchange may from time to time determine~~ prescribed by the ASR Code provided that the Board may at any time determine a lower amount for such fee.
21. If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as ~~the Designated Stock Exchange may determine~~ prescribed by the ASR Code to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.
- 21A. Articles 16 to 21 are subject to the provisions under Article 168.

43. (3) The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any Electronic System.
44. Except when the Register is closed in accordance with this Article and, if applicable, subject to the additional provisions of Article 45, ~~The Register and branch register of Members maintained in Hong Kong, as the case may be,~~ shall be open to inspection for at least two (2) hours during business hours by Members and holders of Prescribed Securities (as defined in the USM Rules) without charge or by any other person, upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch ~~Register of Members~~ may, after Notice has been given by advertisement in newspapers in accordance with the requirements of any Designated Stock Exchange or ~~by any electronic means~~ in such other manner as may be accepted by the Designated Stock Exchange to that effect, be closed for inspection at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution provided that such period shall not be extended beyond sixty (60) days in aggregate in any year.
45. Subject to the Listing Rules, notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:
- (b) determining the Members entitled to receive Notice of and to attend and vote at any general meeting of the Company.
46. (1) Subject to these Articles, any Member may transfer all or any of his shares held in certificated form by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.

- (2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. ~~The register of Members of the Company in respect of its listed shares (whether the Register or a branch register)~~ may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.

47. Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, ~~T~~the instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
48. (3) The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the principal ~~R~~register to any branch register or any share on any branch register to the principal ~~R~~register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.

(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the principal Rregister shall be transferred to any branch register nor shall shares on any branch register be transferred to the principal Rregister or any other branch register and (in the case of certificated shares) all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the principal Rregister, at the Office or such other place at which the Register is kept in accordance with the Act.

49. For certificated shares. ~~W~~without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:

(d) ~~if applicable,~~ the instrument of transfer is duly and properly stamped.

51A. Articles 46 to 51 are subject to the provisions under Article 168.

57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. All general meetings (including annual general meeting, any adjourned meeting or postponed meeting) may be held as in such manner either (a) as a physical meeting in any part of the world and at one or more Meeting HLocations as provided in Article 64A, or (b) as a hybrid meeting, or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.

58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times 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; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may ~~convene a physical meeting at only one location which will be the Principal Meeting Place (as defined in Article 59(2))~~ do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
59. (2) Subject to Article 64 in relation to an adjourned meeting and Article 64E in relation to a postponed meeting, the Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one mMeeting lLocation as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the Auditors.

The Board shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting.

62. If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s), form and manner or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.
64. Subject to Article 64C, the chairman may (without the consent of the meeting) ~~may, with the consent of any meeting at which a quorum is present (and shall if so directed by~~ or shall at the direction of the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (physical meeting, hybrid meeting or electronic meeting) ~~as the meeting shall determine~~, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.

- 64A.
- (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by physical simultaneous attendance and participation ~~by means of electronic facilities~~ at such location or locations (“Meeting Location(s)”) and/or attendance and participation by means of electronic facilities determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way ~~or any Member or proxy~~ (including attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities) is deemed to be present at and shall be counted in the quorum of the meeting.
 - (2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:
 - (a) ~~where a Member is attending a~~ in the case of a physical meeting taking place at one or more Meeting Locations and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
 - (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; ~~and~~
 - (d) a person is able to exercise the right to vote at a general meeting when:
 - (i) that person is able to vote, during the meeting, on resolutions put to vote at the meeting; and

- (ii) that person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting;
- (e) in determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same Meeting Location as each other or whether they are all using electronic facilities or how they are able to communicate with each other;
- (f) a person is regarded as attending a general meeting by using electronic facilities if:
 - (i) the person uses the electronic facilities specified in the Notice of the meeting or as determined by the Directors or the chairman of the meeting pursuant to these Articles; and
 - (ii) where the person has the rights to listen, speak and vote at the meeting, the person is able to exercise them as stipulated in Articles 2(2)(j) and 64A(2)(d);
- ~~(e)~~(g) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

- 64B. The Board and/or, at any general meeting, the chairman of the meeting may from time to time make arrangements, requirements or restrictions for managing attendance and/or participation and/or voting at ~~the Principal Meeting Place and/or~~ any Meeting Location(s) and/or participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, requirements or restrictions, provided that a Member who, pursuant to such arrangements, requirements or restrictions is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations or through electronic facilities; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) or through electronic facilities shall be subject to any such arrangement, requirements or restrictions as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.
- 64C. If it appears to the chairman of the general meeting that:
- (a) in the case of physical meeting, the facilities (including ~~the~~ electronic facilities) at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
 - (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting; or
 - (~~d~~)(e) interruption, suspension or adjournment would facilitate the conduct of the business of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman of the meeting may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt, suspend or adjourn the meeting (including adjournment for indefinite period) and the chairman of the meeting may change the meeting to another date and/or time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. All business conducted at the meeting up to the time of such interruption, suspension or adjournment shall be valid.

64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place and/or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date and/or time and/or place and/or change the electronic facilities and/or change the form of the meeting (physical meeting, electronic meeting or hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further Notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to Article 64 and the following:

64G. ~~Without prejudice to other provisions in Articles 64A to 64F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.~~[Reserved.]

- 64H. Without prejudice to Articles 64A to 64G, and subject to the Statutes and the Listing Rules and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no Member necessarily in physical attendance and without any particular Meeting Location being designated. Each Member or its proxy shall be counted in the quorum for, and entitled to speak, vote and participate at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.
66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save ~~that in the case of a physical meeting, where~~ the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.
- (2) ~~In the case of a physical meeting w~~Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

70. Subject to the provisions of these Articles, Aall questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Act. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
72. (2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight (48) hours ~~at least~~ before the time of the holding of the meeting or adjourned meeting or postponed meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
76. The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) if in writing but not contained in an electronic communication, ~~under the hand of~~ signed by the appointor or ~~of~~ his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or ~~under the hand of~~ signed by an officer, attorney or other person authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
- 80A. Articles 75 to 80 are subject to the provisions under Article 167.

81. (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be ~~deemed~~treated to be present in person at any such meeting if a person so authorised is present thereat. Reference in these Articles to a Member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Member represented at the meeting by such duly authorised representative.
83. (3) Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director, ~~T~~the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the 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.
113. (3) Subject to the provisions of these Articles, ~~A~~any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of such Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.
133. Subject to the Act and these Articles, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.

139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.
142. (5) Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.
- 142A. Articles 133 to 142 are subject to the provisions under Article 167.

149. Subject to Article 150, a ~~printed~~ copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Members at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.
150. Subject to due compliance with these Articles, all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, ~~and to obtaining all necessary consents, if any, required thereunder~~, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the Directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the Directors' report thereon may, if he so requires by Notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete ~~printed~~ copy of the Company's annual financial statements and the Directors' report thereon.
151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's website or in any other permitted manner (including by sending any form of electronic communication), ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents~~ subject to compliance with the Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force.

158. (1) Any Notice ~~or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules)~~, whether or not, to be served, sent, given, provided, supplied or issued under these Articles, from the Company shall be in writing ~~or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication~~ and, subject to compliance with the Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force and except as otherwise provided in these Articles, any such Notice and document may be served, sent, given, provided, supplied or issued by the following means:
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide, ~~where required by the Company, under Article 158(35) without the need for any additional consent or notification, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;~~
 - (f) by publishing it on the Company’s website and/or the website of the Designated Stock Exchange without the need for any additional consent or notification; or to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the Notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or
 - (g) by serving, sending, giving, providing, supplying or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) ~~The notice of availability may be given by any of the means set out above other than by posting it on a website.~~

- (3)(2) In the case of joint holders of a share all Notices shall be served, sent, given, provided, supplied or issued to that one of the joint holders whose name stands first in the Register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (4) ~~Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every Notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.~~
- (5)(3) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes, the Listing Rules, any other applicable laws, rules and regulations or these Articles may register with the Company an electronic address to which Notices can be served upon him.
- (6)(4) Subject to any applicable laws, rules and regulations (including the Listing Rules) and the terms of these Articles, any Notice, ~~document or publication~~, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.

159. Any Notice ~~or other document~~:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice ~~or document~~ was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice ~~or other document~~ was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears;
- ~~(b)~~(c) if sent or transmitted by electronic communication~~(other than by making it available on the Company's website)~~, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent, unless the Listing Rules, the Statutes or any other applicable laws, rules and regulations from time to time in force specify a different date. A Notice placed on the Company's website and/or the website of the Designated Stock Exchange, is deemed given or served by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules; and
- ~~(c) if published on the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the Notice, document or publication first so appears on such website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;~~
- (d) if served personally or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch; or transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, or transmission or publication shall be conclusive evidence thereof; and.
- ~~(e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.~~

160. (1) Any Notice ~~or other document delivered or served~~, served, sent, given, provided, supplied or issued ~~by post to or left at the registered address of any Member in pursuance of~~ in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or ~~wound~~winding up or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or winding up or other event, be deemed to have been duly served, ~~or delivered~~sent, given, provided, supplied or issued in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service, ~~or delivery~~sending, giving, provision, supply or issue of the Notice ~~or document~~, have been removed from the Register as the holder of the share, and such service, ~~or delivery~~sending, giving, provision, supply or issue shall for all purposes be deemed a sufficient service, ~~or delivery~~sending, giving, provision, supply or issue of such Notice ~~or document~~ on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A Notice may be served, sent, given, provided, supplied or issued by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy or winding up of a Member by ~~sending it through the post in a prepaid letter, envelope or wrapper~~serving, sending, giving, providing, supplying or issuing it to him in the same manner as Notices are required to be served, sent, given, provided, supplied or issued under these Articles and shall be addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled (as the case may be), or (until such an electronic or postal address has been so supplied) by giving the Notice in any manner in pursuance of these Articles in which the same might have been served, sent, given, provided, supplied or issued if the death, mental disorder or bankruptcy or winding up had not occurred.
- (3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every Notice in respect of such share which prior to his name and address being entered on the Register shall have been duly served, sent, given, provided, supplied or issued to the person from whom he derives his title to such share.

~~(3)~~(4) Any Notice served, sent, given, provided, supplied or issued to any Member in pursuance of these Articles, shall notwithstanding that such Member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy be deemed to have been duly served, sent, given, provided, supplied or issued in respect of any registered shares whether held solely or jointly with other persons by such Member until some other person be registered in his stead as the holder or joint holder thereof, and such service, sending, giving, provision, supply or issue shall for all purposes of these Articles be deemed a sufficient service, sending, giving, provision, supply or issue of such Notice on his personal representatives and all persons (if any) jointly interested with him in any such shares.

(New
Subject)

**PAYMENT OF CORPORATE ACTION PROCEEDS AND
ELECTRONIC INSTRUCTIONS**

167. To the extent permitted by applicable law, rules and regulations from time to time in force and unless otherwise restricted or prohibited by the Listing Rules, the Company shall, in addition to acceptance of instructions in hard copies and payment of corporate action proceeds and receipt of subscription monies by cheque or warrant, provide option to:

(a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications, other than instructions which are required to be accompanied by physical title instruments under applicable laws, rules and regulations from time to time in force) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine;

- (b) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate; and
- (c) receive subscription monies paid by Members and its securities holders for offers conducted by the Company by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means and subject to reasonable verification and authentication measures as the Board considers appropriate.

(New
Subject)

**UNCERTIFICATED SECURITIES AND ELECTRONIC
PROCESSES**

168. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules made under the Securities and Futures Ordinance, to facilitate the holding, transfer, registration and management of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the Designated Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.



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 as a virtual meeting via online platform (the “**eVoting Portal**”) on Thursday, 28 May 2026 at 11:00 a.m. (the “**AGM**”) for the following purposes:

ORDINARY RESOLUTIONS

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 2025.
2. (a) Each as a separate resolution, to re-elect the following directors of the Company (the “**Director(s)**”):
 - (1) to re-elect Dr. CHENG Guangyu as an executive Director;
 - (2) to re-elect Ms. WU Bijun as an executive Director;
 - (3) to re-elect Mr. CHEN Chong as a non-executive Director; and

(b) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

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 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

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- (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.”

- 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

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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.”
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).”

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SPECIAL RESOLUTION

7. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the third amended and restated articles of association of the Company (the “**New Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of this meeting and that any one director or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Articles of Association.”

By Order of the Board
Country Garden Holdings Company Limited
CHENG Guangyu
President & Executive Director

Foshan, Guangdong Province, the PRC, 28 April 2026

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 via the eVoting Portal, 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 via the eVoting Portal at the AGM or at any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, 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 Thursday, 21 May 2026. Shareholders whose names appear on the register of members of the Company on 22 May 2026 will be entitled to attend and vote at the meeting.

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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 7 set out in this notice, a circular giving details of the re-election of Directors, the general mandates to issue and to buy back shares of the Company and the proposed adoption of the New Articles of Association (the “**Circular**”) will be despatched to shareholders of the Company on 28 April 2026. 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. Details of the eVoting Portal are set out in the circular despatched to shareholders of the Company on 28 April 2026.
9. As at the date of this notice, the Board comprises 9 Directors, of which Ms. YANG Huiyan (Chairman), Mr. MO Bin (Co-Chairman), Dr. CHENG Guangyu (President), Ms. YANG Ziyang 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.