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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)

PROPOSED SPIN-OFF AND SEPARATE LISTING OF COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

THE PROPOSED SPIN-OFF

The Company proposes to spin-off and separately list the property management business of the Group on the main board of the Stock Exchange by way of introduction, which will be implemented through a distribution in specie by the Company of all of its shares in CG Services to the Shareholders.

The separate listing of the CG Services Shares on the main board of the Stock Exchange constitutes a spin-off of CG Services by the Company under PN15. The Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

CG SERVICES' APPLICATION FOR LISTING

On 19 March 2018, CG Services submitted a listing application form (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the CG Services Shares on the main board of the Stock Exchange. A redacted version of the application proof of the listing document of CG Services is expected to be available for viewing and downloading on the Stock Exchange's website from 20 March 2018.

GENERAL

Shareholders and other investors are reminded that there is no assurance that the Listing Committee will approve the Proposed Spin-off and the Listing. The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate.

As the Listing is conditional upon, among other things, the approvals of the Listing Committee, the final decision of the Board and the board of CG Services, market and other considerations, the Proposed Spin-off may or may not occur. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

INTRODUCTION

The Company proposes to spin-off and separately list the property management business of the Group on the main board of the Stock Exchange by way of introduction. The separate listing of the CG Services Shares on the main board of the Stock Exchange constitutes a spin-off of CG Services by the Company under PN15. The Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

On 19 March 2018, CG Services submitted a listing application form (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the CG Services Shares on the main board of the Stock Exchange.

THE PROPOSED SPIN-OFF

The Proposed Spin-off involves the spin-off and separate listing of the CG Services Shares on the main board of the Stock Exchange by way of introduction, which will be implemented through a distribution in specie by the Company of all of its shares in CG Services to the Shareholders.

THE SPIN-OFF GROUP

The Spin-off Group is principally engaged in the provision of property management services and related services.

RATIONALE AND BENEFITS OF THE PROPOSED SPIN-OFF

The business of the Spin-off Group has grown to a size sufficient to command a separate listing and it is considered commercially desirable and in the interest of the Shareholders to obtain a separate listing of the CG Services Shares for the following reasons:

- (a) the Spin-off will allow the Shareholders an opportunity to realise the fair value of their investment in the property management business of the Spin-off Group;
- (b) the Spin-off will enable the Spin-off Group to obtain a separate listing status and an independent fund-raising platform. The Spin-off would allow CG Services to gain direct access to the capital markets for equity and/or debt financing to fund its existing operations and future expansion without reliance on the Company, thereby accelerating its expansion and improving its operating and financial performance, which in turn will provide better reward to the shareholders of both CG Services and the Company;

- (c) the Spin-off will increase the operational and financial transparency and improve the corporate governance of the Spin-off Group and provide investors, financial institutions and rating agencies with greater clarity on the businesses and financial status of the Spin-off Group and of the Retained Group, on a stand-alone basis, and such improvement will help to build investor confidence in forming investment decisions based on their assessment of the performance, management, strategy, risks and returns of both the Spin-off Group and the Retained Group; and
- (d) the Spin-off will enable the Spin-off Group to enhance its corporate profile, thereby increasing its ability to attract strategic investors, who can produce synergy for the Spin-off Group, for investment in and forming strategic partnerships directly with the Spin-off Group.

ASSURED ENTITLEMENT AND FURTHER ANNOUNCEMENT

The Board will give due regard to the interests of the Shareholders by providing the Shareholders with an assured pro-rata entitlement to the entire issued share capital of CG Services through a distribution in specie by the Company of all of the CG Services Shares held. On completion of the Proposed Spin-off, the Shareholders will hold the same level of interest in the underlying business of CG Services as immediately before the Proposed Spin-off. There will not be any offering of new CG Services Shares to the public under the Proposed Spin-off. Details of such assured entitlement have not yet been finalised. The Company will make further announcement(s) in this regard as and when appropriate.

INFORMATION ON THE GROUP

The Group is one of the leading property developers in the PRC and is principally engaged in the development of property projects, with extensive presence in the businesses of hotel operations, property investment and property management.

LISTING RULES IMPLICATIONS

Following completion of the Proposed Spin-off, the Company will not retain any interest in CG Services and CG Services will no longer be a subsidiary of the Company. As the Proposed Spin-off will be implemented by way of distribution in specie of the CG Services Shares by the Company, the Proposed Spin-off will not constitute a transaction for the Company under Chapter 14 of the Listing Rules and accordingly, announcement or shareholders' approval requirements for the Proposed Spin-off will not be required.

GENERAL

A redacted form of the application proof of the listing document of CG Services (the “**Application Proof**”) is expected to be available for reviewing and downloading on the Stock Exchange’s website at <http://www.hkexnews.hk/app/sehkappmainIndex.htm>. The Application Proof contains, among other things, certain business and financial information relating to the Spin-off Group. Shareholders should note that the Application Proof is in draft form and the information contained in it is subject to change which may be material.

Shareholders and other investors are reminded that there is no assurance that the Listing Committee will approve the Proposed Spin-off and the Listing. The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate.

As the Listing is conditional upon, among other things, the approvals of the Listing Committee, the final decision of the Board and the board of CG Services, market and other considerations, the Proposed Spin-off may or may not occur. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of directors of the Company;
“CG Services”	Country Garden Services Holdings Company Limited (碧桂園服務控股有限公司), a company incorporated in the Cayman Islands and a subsidiary of the Company;
“CG Services Shares”	ordinary shares in the share capital of CG Services;
“Company”	Country Garden Holdings Company Limited (碧桂園控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing”	the listing of the CG Services Shares on the main board of the Stock Exchange;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

“PN15”	Practice Note 15 to the Listing Rules;
“PRC”	the People’s Republic of China;
“Proposed Spin-off”	the proposed spin-off and separate listing of the CG Services Shares on the main board of the Stock Exchange;
“Retained Group”	the Company and its subsidiaries, excluding the Spin-off Group;
“Shareholder(s)”	shareholders of the Company;
“Spin-off Group”	CG Services and its subsidiaries;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	Percentage.

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

Foshan, Guangdong Province, the PRC, 19 March 2018

As of the date of this announcement, the executive directors of the Company are Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Vice Chairman), Mr. MO Bin (President), Ms. YANG Ziyang, Mr. YANG Zhicheng, Mr. SONG Jun, Mr. LIANG Guokun and Mr. SU Baiyuan. The non-executive director of the Company is Mr. CHEN Chong. The independent non-executive directors of the Company are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Mr. HUANG Hongyan and Mr. YEUNG Kwok On.