

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

This announcement is for information only and is not an offer to sell or the solicitation of an offer to buy securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement is not an offer of securities for sale in the United States or to any U.S. person. Neither this announcement nor any copy hereof may be taken into or distributed in the United States or to any U.S. person. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to any U.S. person absent registration or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of an offering circular that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any of the securities in the United States.



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)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the attached announcement on the next page. A copy of the announcement is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

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

Foshan, Guangdong Province, PRC, 13 March 2012

As of the date of this announcement, the executive directors of the Company are Mr. YEUNG Kwok Keung (Chairman), Mr. MO Bin, Ms. YANG Huiyan, Ms. YANG Ziying, Mr. YANG Erzhu, Mr. SU Rubo, Mr. ZHANG Yaoyuan, Mr. OU Xueming, Mr. YANG Zhicheng and Mr. YANG Yongchao. The independent non-executive directors of the Company are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham and Mr. TONG Wui Tung, Ronald.

This notice is for information only and is not an offer to sell or the solicitation of an offer to buy securities and neither this notice nor anything herein forms the basis for any contract or commitment whatsoever. This notice is not an offer of securities for sale in the United States or to any U.S. person. Neither this notice nor any copy hereof may be taken into or distributed in the United States or to any U.S. person. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to any U.S. person absent registration or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of an offering circular that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any of the securities in the United States.



COUNTRY GARDEN HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

RMB-denominated US dollar Settled 2.5 per cent. Convertible Bonds due 2013
(ISIN: XS0347451022; Common Code: 034745102)
(the “**Bonds**”)

COMPLETION OF SUBSCRIPTION AND ADJUSTMENT TO THE CONVERSION PRICE OF THE BONDS

Reference is made to the announcement of Country Garden Holdings Company Limited (the “**Company**”) dated 15 February 2008 in respect of the issue of the Bonds.

COMPLETION OF SUBSCRIPTION

The Board is pleased to announce that all the conditions precedent as set out in the placing and subscription agreement dated 29 February 2012 (the “**Placing and Subscription Agreement**”) have been fulfilled. Completion of the subscription of 677,191,602 new Shares by Concrete Win Limited (the “**Subscription**”) took place on 8 March 2012 in accordance with the Placing and Subscription Agreement.

ADJUSTMENT TO THE CONVERSION PRICE OF THE BONDS

Completion of the Subscription entails adjustment to the Conversion Price of certain outstanding Bonds in the aggregate principal amount of RMB781 million. Pursuant to the terms and conditions of the respective instruments constituting the Bonds, the Conversion Price of the Bonds has been adjusted from HK\$9.05 per Share to HK\$9.01 per Share.

The said adjustment took effect on 8 March 2012 (being the date of the issue of subscription shares).

Save for the above adjustment, all other terms and conditions of the Bonds remain unchanged.

This announcement is given on 13 March 2012 by Country Garden Holdings Company Limited.

By Order of the Board
MO Bin
President and Executive Director