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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 26 APRIL 2012 AND DIVIDEND PAYMENT

<p>The Board is pleased to announce that the resolutions as set out in the notice of AGM were put to the AGM for voting by poll and approved by the Shareholders including, inter alia, the proposal of the payment of final dividend.</p>
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1. POLL RESULTS OF ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of Country Garden Holdings Company Limited (the “**Company**”) is pleased to announce that the resolutions as set out in the notice of annual general meeting of the Company dated 23 March 2012 were put to the annual general meeting of the Company held on 26 April 2012 (the “**AGM**”) for voting by poll and approved by the shareholders of the Company (the “**Shareholder(s)**”) including, inter alia, the proposal of the payment of final dividend of RMB12.96 cents per share for the year ended 31 December 2011 to be satisfied wholly by way of scrip shares without offering any right to Shareholders to elect to receive such dividend in cash in lieu of such allotment (the “**Scrip Dividend Scheme**”).

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

As at the date of AGM, the total number of shares of the Company (the “**Shares**”) entitling the holders to attend and vote for or against all the resolutions at the AGM was 17,376,329,645 Shares, representing the total number of issued Shares as at the date of the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). There were no holders of Shares that were required under the Listing Rules to abstain from voting at the AGM. There were no restrictions on any Shareholders casting votes on any of the resolutions at the AGM.

The poll results in respect of the resolutions were as follows:

ORDINARY RESOLUTIONS	FOR		AGAINST	
	Number of votes (Shares)	Percentage of the total number of votes	Number of votes (Shares)	Percentage of the total number of votes
1. To receive and approve 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 2011.	13,017,091,997	99.99%	2,009	0.01%
2. To consider and approve the payment of a final dividend of RMB12.96 cents per Share for the year ended 31 December 2011 to be satisfied wholly by way of scrip Shares without offering any right to Shareholders to elect to receive such dividend in cash in lieu of such allotment.	13,017,008,728	99.99%	96,278	0.01%
3. (a) To re-elect Ms. YANG Huiyan as director.	12,382,924,711	95.15%	631,314,295	4.85%
(b) To re-elect Ms. YANG Ziyang as director.	12,917,437,484	99.26%	96,800,522	0.74%
(c) To re-elect Mr. OU Xueming as director.	13,004,729,823	99.93%	9,506,183	0.07%
(d) To re-elect Mr. YANG Zhicheng as director.	12,827,006,583	98.56%	187,231,423	1.44%
(e) To re-elect Mr. YANG Yongchao as director.	12,827,007,583	98.56%	187,230,423	1.44%
(f) To re-elect Mr. TONG Wui Tung, Ronald as director.	13,013,808,015	99.97%	3,279,991	0.03%
(g) To authorize the Board to fix the directors' remuneration.	12,956,174,539	99.99%	18,041	0.01%
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorize the Board to fix their remuneration.	13,017,087,997	99.99%	13,009	0.01%
5. To grant a general mandate to the directors to issue new Shares.	11,954,533,413	91.84%	1,061,956,593	8.16%
6. To grant a general mandate to the directors to repurchase Shares.	13,015,599,539	99.99%	3,041	0.01%
7. To extend the general mandate to issue Shares by adding thereto the Shares repurchased by the Company.	12,027,373,955	92.40%	989,104,051	7.60%

As a majority of the votes were cast in favour of each of the resolutions, all the resolutions proposed at the AGM were duly passed as ordinary resolutions of the Company.

2. DIVIDEND PAYMENT

The final dividend of RMB12.96 cents per Share for the year ended 31 December 2011 to be satisfied wholly by way of scrip shares was approved at the AGM. The final dividend is calculated in RMB and the scrip shares to be allotted to Shareholders are denominated in Hong Kong dollars. The relevant exchange rate will be the average middle rate of RMB to Hong Kong dollars as announced by the People's Bank of China for the period from 20 April 2012 to 26 April 2012 (RMB1 = HK\$1.232784). Accordingly, the amount of final dividend will be Hong Kong 15.98 cents per Share for the purpose of calculating the number of scrip Shares denominated in Hong Kong dollars.

A circular giving full details of the Scrip Dividend Scheme will be sent to the Shareholders on or around 18 May 2012. It is expected that the certificates for the New Shares will be despatched to the Shareholders on or around 15 June 2012.

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

Hong Kong, 26 April 2012

As at 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, Ms. YANG Ziyang, 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.