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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold all or transferred** all your shares in **Country Garden Holdings Company Limited** (the “Company”), 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 other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. No public offer of securities is to be made by the Company in the United States.

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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 GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Thursday, 9 May 2013 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof should you so wish.

9 April 2013

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Thursday, 9 May 2013 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 20 March 2007 and as amended from time to time
“Board”	the board of Directors
“Branch Registrar”	the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Country Garden Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s), including independent non-executive director(s), of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal in Shares with a total nominal value not exceeding 20% of the total nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	28 March 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company, adopted on 10 November 2006 and as amended from time to time

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## DEFINITIONS

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“PRC”	the People’s Republic of China, except where the context requires, geographical references to the PRC exclude Hong Kong, Macau and Taiwan
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares with a total nominal value not exceeding 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing of the resolution
“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 Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. YEUNG Kwok Keung (*Chairman*)  
Ms. YANG Huiyan (*Vice Chairman*)  
Mr. MO Bin (*President*)  
Ms. YANG Ziyang  
Mr. YANG Erzhu  
Mr. SU Rubo  
Mr. ZHANG Yaoyuan  
Mr. OU Xueming  
Mr. YANG Zhicheng  
Mr. YANG Yongchao

*Independent Non-Executive Directors:*

Mr. LAI Ming, Joseph  
Mr. SHEK Lai Him, Abraham  
Mr. TONG Wui Tung, Ronald  
Mr. HUANG Hongyan  
Ms. HUANG Xiao

*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  
Beijiao Town  
Shunde District  
Foshan  
Guangdong 528312  
PRC

*Place of business in Hong Kong:*

Rooms 901-904, 9/F,  
Manulife Provident Funds Place  
345 Nathan Road  
Kowloon  
Hong Kong

9 April 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with the information relating to the resolutions to be proposed at the AGM, among other things, (i) the grant and extension of the Issue Mandate; (ii) the grant of the Repurchase Mandate; and (iii) the re-election of the Directors in accordance

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## LETTER FROM THE BOARD

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with the 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 26 April 2012 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 repurchased under the general mandate to repurchase Shares granted to the Directors on 26 April 2012.

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 Issue Mandate to issue Shares up to a maximum of 20% of the Shares in issue as at the date of the passing of the ordinary resolution (i.e. not exceeding 3,645,932,030 Shares based on the issued share capital of the Company of 18,229,660,154 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing the ordinary resolution no. 5 of the AGM Notice) in order to ensure flexibility and discretion to the Directors to issue any Shares. In addition, an ordinary resolution no. 7 of the AGM Notice will be proposed to extend the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

### **3. GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution was passed at the annual general meeting of the Company held on 26 April 2012 whereby a general mandate was given to the Directors to repurchase Shares.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution no. 6 of the AGM Notice will be proposed at the AGM to grant the Repurchase Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of the passing of the ordinary resolution (i.e. not exceeding 1,822,966,015 Shares based on the issued share capital of the Company of 18,229,660,154 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing the ordinary resolution no. 6 of the AGM Notice).

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 Repurchase Mandate is set out in Appendix I to this circular.

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

The Board currently comprises fifteen Directors, of which Mr. YEUNG Kwok Keung, Ms. YANG Huiyan, Mr. MO Bin, Ms. YANG Ziyang, Mr. YANG Erzhu, Mr. SU Rubo, Mr. ZHANG Yaoyuan, Mr. OU Xueming, Mr. YANG Zhicheng, Mr. YANG Yongchao are executive Directors, Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Ronald, Mr. HUANG Hongyan and Ms. HUANG Xiao are independent non-executive Directors.

Pursuant to Article 86(3) of the Articles of Association, Mr. HUANG Hongyan and Ms. HUANG Xiao will hold office until the AGM and shall then be eligible for re-election. Pursuant to the Article 87 of the Articles of Association, Mr. YEUNG Kwok Keung, Mr. YANG Erzhu, Mr. SU Rubo, Mr. ZHANG Yaoyuan and Mr. LAI Ming, Joseph will retire at the AGM. The retiring Directors, being eligible, will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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

### 5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 15 to 19 of this circular to consider the resolutions relating to, inter alia, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors.

### 6. 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 ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.countrygarden.com.cn](http://www.countrygarden.com.cn)). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Branch Registrar in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

### 7. 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 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) of the Listing Rules.

### 8. RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors 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 these resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Country Garden Holdings Company Limited**  
**MO Bin**  
*President & 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 Repurchase Mandate.

### **1. LISTING RULES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase 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, 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 repurchases to the Stock Exchange immediately following the meeting.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 18,229,660,154 Shares.

Subject to the passing of ordinary resolution no. 6 of the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,822,966,015 Shares.

### **3. REASON FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such a repurchase 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. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **4. FUNDING OF REPURCHASES**

In repurchasing 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. Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilized in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and



subject to the Companies Law, out of capital of the Company. The Company may not repurchase 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 REPURCHASES

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 contained in the Annual Report for the year ended 31 December 2012) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. No repurchases pursuant to the Repurchase Mandate would be made where such repurchases would have a material adverse impact on the working capital or gearing positions of the Company unless the Directors consider such repurchases 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 traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date and for the month of March 2013 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2012</b>		
March	3.42	2.95
April	3.42	2.98
May	3.29	2.51
June	3.40	2.72
July	3.38	2.86
August	3.07	2.65
September	3.05	2.61
October	3.25	2.89
November	3.75	3.11
December	4.08	3.55
<b>2013</b>		
January	4.60	3.85
February	4.28	3.69
March (up to the Latest Practicable Date)	4.23	3.35

## 7. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise Repurchase 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.

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

No 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 Repurchase Mandate is approved by the Shareholders.

#### **8. EFFECTS OF TAKEOVERS CODE**

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), 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 Code.

As at the Latest Practicable Date, Ms. YANG Huiyan has an indirect interest in 10,481,739,707 Shares representing approximately 57.49% of the issued share capital of the Company, through her 100% interest in Concrete Win Limited, being the controlling shareholder of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase 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 57.49% to approximately 63.88% of the then issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Repurchase Mandate. Further, such full exercise of the Repurchase Mandate would cause the Shares held in the hands of the public to fall below the minimum requirement prescribed by the Stock Exchange. The Directors will use their best endeavours to ensure that the Repurchase 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 Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code or the public float of the Company falling below the minimum percentage prescribed by the Stock Exchange.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, there was no repurchase of its Shares made by the Company (whether on the Stock Exchange or otherwise).

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

**YEUNG Kwok Keung**, aged 58, was appointed as the chairman and an executive Director on 4 December 2006. Mr. YEUNG is also the chairman of nomination committee and corporate governance committee of the Company, a member of remuneration committee of the Company and a director of various members of the Group. Mr. YEUNG is responsible for the formulation of development strategies, investment planning and overall project planning as well as ensuring the Board functioned properly with good corporate practice and procedures. From 1992 to 1997, Mr. YEUNG was the general manager of Shunde Sanhe Property Development Co., Ltd. (順德市三和物業發展有限公司) (“Shunde Sanhe Co.”). From 1986 to 1997, Mr. YEUNG served as the general manager and the chairman of Shunde Beijiao Construction Company Limited (順德市北滘建築工程有限公司) (“Beijiao Construction Co.”) and also served as the general manager of the Group from 1997 to 2003. He had been the chairman of the Group from 2003 to 2005 and became the chairman of the Company after its formation in 2006. Mr. YEUNG has over 35 years of experience in construction and over 21 years of experience in property development. Mr. YEUNG was recognized as “China Charity Outstanding Contributions Person”, “Top Ten Contributions to China Real Estate” in 2009 and “China Real Estate Entrepreneur Charity Award” and “Person of China Real Estate” in 2010, “Individual under non-collectively own category for helping poverty in Guangdong” in 2011, as well as “2012 China Corporate Social Responsibility Award for Outstanding Entrepreneur” in 2012. Mr. YEUNG is currently a member of the 12th National Committee of the Chinese People’s Political Membership. Save as disclosed above, Mr. YEUNG has not held any directorship in any other public 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. YEUNG does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance. However, Mr. YEUNG held US\$11,300,000 of US\$550 million 11.25% senior notes due 2017 through his 99% interest in Joy House Enterprises Limited and US\$11,000,000 of US\$900 million 11.125% senior notes due 2018 through his 99% interest in Joy House Enterprises Limited and his 90% interest in Kenpac Investments Limited.

Mr. YEUNG is the father of Ms. YANG Huiyan, the vice chairman and a controlling Shareholder, the father of Ms. YANG Ziyang, an executive Director, and the uncle of Mr. YANG Zhicheng and Mr. YANG Yongchao, both being executive Directors. Save as disclosed above, Mr. YEUNG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. YEUNG has entered into a service agreement with the Company for a term of two years commencing on 1 January 2013 subject to termination by not less than six months’ notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference with the terms of the service agreement by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions. Under the service agreement, Mr. YEUNG is entitled to receive a basic annual salary of RMB3,500,000 and is entitled to other fringe benefits. Besides, Mr. YEUNG 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 2012, Mr. YEUNG has received a basic annual salary of RMB3,500,000.

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

**YANG Erzhu**, aged 62, was appointed as an executive Director on 10 November 2006 and is also a director of various members of the Group. Mr. YANG graduated from the School of Economic Management of Jinan University. Mr. YANG is primarily responsible for auditing the outsourcing of construction and assisting the chairman of the Company in investment planning. From 1994 to 1997, Mr. YANG served as a deputy general manager of Shunde Sanhe Co.. From 1986 to 1997, Mr. YANG served as a deputy general manager of Beijiao Construction Co. From 1999 to 2009, Mr. YANG served as a director and deputy general manager of Foshan Shunde Finest Decoration & Design Enterprise and has served as a director and deputy general manager of Guangdong Giant Leap Construction Co., Ltd. (“Giant Leap”) and Foshan Shunde Country Garden Property Development Co., Ltd. (“Shunde Country Garden”) since 1997. Mr. YANG has over 35 years of experience in construction and approximately 19 years of experience in property development. Save as disclosed above, Mr. YANG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. YANG has an indirect interest in 1,019,733,743 Shares through his 100% interest in Automic Group Limited, representing approximately 5.59% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. YANG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. YANG has entered into a service agreement with the Company for a term of two years commencing on 1 January 2013 subject to termination by not less than six months’ notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference with the terms of the service agreement by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions. Under the service agreement, Mr. YANG is entitled to receive a basic annual salary of RMB2,000,000 and is entitled to other fringe benefits. Besides, Mr. YANG 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 2012, Mr. YANG has received a basic annual salary of RMB2,000,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. YANG’s re-election that need 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.

**SU Rubo**, aged 58, was appointed as an executive Director on 4 December 2006 and is also a director of various members of the Group. Mr. SU graduated from the School of Economic Management of Jinan University. Mr. SU is primarily responsible for construction management, supervision and coordination of certain property development projects of the Group. From 1994 to 1997, Mr. SU served as a deputy general manager of Shunde Sanhe Co.. From 1986 to 1997, Mr. SU served as a deputy general manager of Beijiao Construction Co. and has been serving as a director and a deputy general manager of Giant Leap and Shunde Country Garden since 1997. Mr. SU has over 35 years of experience in construction, approximately 19 years of experience in property development and approximately 16 years of experience in procurement of construction materials. Save as disclosed above, Mr. SU 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. SU has an indirect interest in 721,161,893 Shares and a derivative interest in 29,967,604 Shares through his 100% interest in Easy Hope Holdings Limited, representing approximately 4.12% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. SU does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. SU has entered into a service agreement with the Company for a term of two years commencing on 1 January 2013 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference with the terms of the service agreement by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. SU is entitled to receive a basic annual salary of RMB2,000,000 and is entitled to other fringe benefits. Besides, Mr. SU 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 2012, Mr. SU has received a basic annual salary of RMB2,000,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. SU's re-election that need 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.

**ZHANG Yaoyuan**, aged 67, was appointed as an executive Director on 4 December 2006 and is also a director of various members of the Group. Mr. ZHANG is primarily responsible for construction management, supervision and coordination of certain property development projects of the Group. From 1994 to 1997, Mr. ZHANG served as a deputy general manager of Shunde Sanhe Co.. From 1986 to 1997, Mr. ZHANG served as a manager and a deputy general manager of Beijiao Construction Co. and has been serving as a director and a deputy general manager of Giant Leap and Shunde Country Garden since 1997. Mr. ZHANG has over 45 years of experience in construction and approximately 19 years of experience in management of property development. Save as disclosed above, Mr. ZHANG has not held any directorship in any other public listed companies in the last three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. ZHANG has an indirect interest in 856,072,771 Shares through his 100% interest in Acura International Global Limited, representing approximately 4.69% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. ZHANG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. ZHANG has entered into a service agreement with the Company for a term of two years commencing on 1 January 2013 subject to termination by not less than six months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference with the terms of the service agreement by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Mr. ZHANG is entitled to receive a basic annual salary of RMB1,900,000 and is entitled to other fringe

benefits. Besides, Mr. ZHANG 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 2012, Mr. ZHANG has received a basic annual salary of RMB1,900,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. ZHANG's re-election that need 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.

**LAI Ming, Joseph**, aged 68, was appointed as an independent non-executive Director on 4 December 2006 and is also the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. Mr. LAI is a fellow member of the Hong Kong Institute of Certified Public Accountants ("HKICPA"), CPA Australia, the Chartered Institute of Management Accountants ("CIMA") and the Hong Kong Institute of Directors. Mr. LAI was one of the co-founders of the Hong Kong Branch of CIMA founded in 1973 and was the president in 1974/75 and 1979/80. He was the president of the HKICPA in 1986. Mr. LAI is an independent non-executive director of Shinhint Acoustic Link Holdings Limited, Jolimark Holdings Limited and Guangzhou R&F Properties Co., Limited, all of which are companies whose shares are listed on the Stock Exchange. Mr. LAI also holds directorships in several private companies engaging in property development in Canada. He is also an independent non-executive directors of Nan Fung Group Holdings Limited and Nan Fung Property Holdings Limited. Mr. LAI resigned as an independent non-executive director of Dynasty Fine Wines Group Limited, whose shares are listed on the Stock Exchange, and a director of Hong Kong University of Science and Technology R & D Corporation Limited on 1 January 2011 and 31 March 2012 respectively. Save as disclosed above, Mr. LAI 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. LAI held a direct interest in 1,000,000 underlying Shares (representing interests of share options granted to Mr. LAI under the share option scheme of the Company adopted on 20 March 2007 to subscribe for 1,000,000 Shares), representing approximately 0.01% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. LAI does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. LAI has entered into an appointment letter with the Company for a term of two years commencing on 1 January 2013 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. LAI is entitled to receive an annual fee of RMB300,000. For the year ended 31 December 2012, Mr. LAI has received an annual fee of RMB300,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. LAI's re-election that need 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.

**HUANG Hongyan**, aged 42, was appointed as an independent non-executive Director, a member of audit committee, remuneration committee and nomination committee of the Company on 20 December 2012. Mr. HUANG graduated from the Department of Finance, the School of Economics of Jinan University and holds a Bachelor of International Finance degree, and is also qualified as a Chinese

certified public accountant, a Chinese certified tax agent, a Chinese certified public valuer, a certified internal auditor and a corporate accountant. Currently, Mr. HUANG serves as a general manager of Foshan Yestar Consulting Co., Ltd. and a director of Guangdong Jiayang Investment Co., Ltd. Mr. HUANG is an independent non-executive director of Guangdong Vanward New Electric Co., Ltd., a company whose shares are listed on the Shenzhen Stock Exchange, and Guangdong Rifeng Electric Cable Co., Ltd. Save as disclosed above, Mr. HUANG 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. HUANG does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. HUANG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. HUANG has entered into an appointment letter with the Company for a term of two years commencing on 20 December 2012 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. HUANG is entitled to receive an annual fee of RMB180,000. For the year ended 31 December 2012, Mr. HUANG has received an annual fee of RMB5,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. HUANG's re-election that need 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.

**HUANG Xiao**, aged 45, was appointed as an independent non-executive Director, a member of audit committee, remuneration committee and nomination committee of the Company on 20 December 2012. Ms. HUANG graduated from Jinan University and holds a Bachelor of Accounting degree. Ms. HUANG has also graduated from University of New South Wales, Australia and holds a Master of Commerce degree with a major in international accounting. Ms. HUANG is qualified as a Chinese certified public accountant and a senior accountant. Currently, Ms. HUANG serves as the officer of the examination and training department of Guangdong Provincial Institute of Certified Public Accountants, a member of registration committee of Guangdong Provincial Institute of Certified Public Accountants and a bidding assessment expert of Stated-owned Assets Supervision and Administration Commission, the People's Government of Guangdong Province. Save as disclosed above, Ms. HUANG 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. HUANG does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. HUANG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Ms. HUANG has entered into an appointment letter with the Company for a term of two years commencing on 20 December 2012 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Her emoluments are determined

by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Ms. HUANG is entitled to receive an annual fee of RMB180,000. For the year ended 31 December 2012, Ms. HUANG has received an annual fee of RMB5,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. HUANG's re-election that need 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.



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## NOTICE OF THE ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Country Garden Holdings Company Limited (the “Company”) will be held at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Thursday, 9 May 2013 at 10:00 a.m. for the following purposes:

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 2012.
2. To declare a final dividend of 13.86 cents per share for the year ended 31 December 2012.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. YEUNG Kwok Keung as director of the Company (the “Director”);
  - (b) to re-elect Mr. YANG Erzhu as Director;
  - (c) to re-elect Mr. SU Rubo as Director;
  - (d) to re-elect Mr. ZHANG Yaoyuan as Director;
  - (e) to re-elect Mr. LAI Ming, Joseph as Director;
  - (f) to re-elect Mr. HUANG Hongyan as Director;
  - (g) to re-elect Ms. HUANG Xiao as Director;
  - (h) to authorize the board of Directors to fix the Directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditors and to authorize the board of Directors to fix their remuneration.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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5. 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 in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company 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) shall authorize 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 in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (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 allotment and issue 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 per cent. of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (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

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (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 option, 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).”

- 6. 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 repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of the shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above 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.”

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## NOTICE OF THE ANNUAL GENERAL MEETING

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7. 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. 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution no. 5 of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution no. 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution.”

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

Hong Kong, 9 April 2013

**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 need not be a member of the Company.
2. 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, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Friday, 3 May 2013 to Thursday, 9 May 2013, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 2 May 2013.
4. The register of members of the Company will be closed on Thursday, 16 May 2013, during which date no transfer of shares will be registered. Subject to approval of shareholders in the meeting, the proposed final dividend will be payable to shareholders whose names appears on the register of members of the Company on Thursday, 16 May 2013. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 15 May 2013.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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5. 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) of the Listing Rules.
6. With regard to items 3 and 5 to 7 set out in this notice, a circular giving details of the re-election of Directors and general mandates to issue and to repurchase shares of the Company will be despatched to shareholders of the Company on 9 April 2013. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
7. As at the date of this notice, the board of Directors comprises fifteen Directors, of which Mr. YEUNG Kwok Keung, Ms. YANG Huiyan, 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 are executive Directors and Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Ronald, Mr. HUANG Hongyan and Ms. HUANG Xiao are independent non-executive Directors.