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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 or registered institution in securities, 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 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)

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

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 Wednesday, 21 May 2014 at 10:00 a.m. is set out on pages 24 to 28 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular.

If you do not intend or are unable to attend the annual general meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, 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.

11 April 2014

CONTENTS

	<i>Pages</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. General Mandate to Issue Shares	4
3. General Mandate to Repurchase Shares	4
4. Re-election of Retiring Directors	4
5. Annual General Meeting	5
6. Actions to be Taken	5
7. Voting by Way of Poll	5
8. Recommendation	5
 Appendix I — Explanatory Statement	 6
 Appendix II — Biographical Details of the Directors Subject to Re-election	 9
 Notice of the Annual General Meeting	 24

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 at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Wednesday, 21 May 2014 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 24 to 28 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, Level 22, Hopewell Centre, 183 Queen’s Road East, 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”	4 April 2014, 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

DEFINITIONS

“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 Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD



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*)
Mr. ZHU Rongbin (*Associate President*)
Ms. YANG Ziyang
Mr. YANG Erzhu
Mr. SU Rubo
Mr. OU Xueming
Mr. YANG Zhicheng
Mr. YANG Yongchao
Mr. XIE Shutai
Mr. SONG Jun
Mr. LIANG Guokun
Mr. SU Baiyuan
Mr. WU Jianbin

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
PRC

Independent Non-Executive Directors:

Mr. LAI Ming, Joseph
Mr. SHEK Lai Him, Abraham
Mr. TONG Wui Tung, Ronald
Mr. HUANG Hongyan
Ms. HUANG Xiao
Mr. LIU Hongyu
Mr. MEI Wenjue
Mr. YEUNG Kwok On

Place of business in Hong Kong:

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

11 April 2014

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

LETTER FROM THE BOARD

Mandate; (ii) the grant of the Repurchase Mandate; and (iii) the re-election of the Directors in accordance 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 9 May 2013 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 9 May 2013.

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 3,691,506,835 Shares based on the issued share capital of the Company of 18,457,534,177 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 9 May 2013 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 1,845,753,417 Shares based on the issued share capital of the Company of 18,457,534,177 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 twenty-three Directors, of which Mr. YEUNG Kwok Keung, Ms. YANG Huiyan, Mr. MO Bin, Mr. ZHU Rongbin, Ms. YANG Ziyang, Mr. YANG Erzhu, Mr. SU Rubo, Mr. OU Xueming, Mr. YANG Zhicheng, Mr. YANG Yongchao, Mr. XIE Shutai, Mr. SONG Jun, Mr. LIANG Guokun, Mr. SU Baiyuan and Mr. WU Jianbin are executive Directors, Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Ronald, Mr. HUANG Hongyan, Ms. HUANG Xiao, Mr. LIU Hongyu, Mr. MEI Wenjue and Mr. YEUNG Kwok On are independent non-executive Directors.

Pursuant to Article 86(3) of the Articles of Association, Mr. ZHU Rongbin, Mr. XIE Shutai, Mr. SONG Jun, Mr. LIANG Guokun, Mr. SU Baiyuan, Mr. LIU Hongyu, Mr. MEI Wenjue, Mr. WU Jianbin and Mr. YEUNG Kwok On will hold office until the AGM and shall then be eligible for re-election. Pursuant to the Article 87 of the Articles of Association, Ms. YANG Huiyan, Mr. MO Bin, Ms. YANG

LETTER FROM THE BOARD

Ziying, Mr. OU Xueming, Mr. YANG Zhicheng, Mr. YANG Yongchao, Mr. SHEK Lai Him, Abraham and Mr. TONG Wui Tung, Ronald will retire by rotation at the AGM. The retiring Directors, being eligible, will offer themselves for re-election at the AGM.

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 24 to 28 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) and the website of the Company (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 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 18,457,534,177 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 1,845,753,417 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 2013) 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 April 2014 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2013		
April	4.42	3.70
May	4.71	4.16
June	4.50	3.51
July	4.42	3.75
August	5.07	4.32
September	5.28	4.77
October	5.75	4.95
November	5.48	4.94
December	5.13	4.65
2014		
January	4.80	4.07
February	4.72	3.79
March	4.34	2.83
April (up to the Latest Practicable Date)	3.76	3.23

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 10,747,881,162 Shares representing approximately 58.23% of the issued share capital of the Company, through her 100% interest in Concrete Win Limited, being the controlling Shareholder, 100% interest in Golden Value Investments Limited and 50% interest in Jolly Faith Group Limited.

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, Golden Value Investments Limited and Jolly Faith Group Limited would be increased from approximately 58.23% to approximately 64.70% 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 seventeen Directors proposed to be re-elected at the AGM are set out as follows:

YANG Huiyan, aged 32, was appointed as an executive Director on 4 December 2006 and the vice chairman of the Company on 27 March 2012. Ms. YANG is also a member of corporate governance committee of the Company and a director of various members of the Group. Ms. YANG graduated from Ohio State University with a degree in marketing and logistic. Ms. YANG joined the Group in 2005 and served as the manager of the procurement department. Currently, she is primarily responsible for the formulation of development strategies of the Group. Ms. YANG was recognized as “China Charity Award Special Contribution Award” in 2008. Save as disclosed above, Ms. 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, Ms. YANG has an indirect interest in 10,747,881,162 Shares through her 100% interest in Concrete Win Limited, 100% interest in Golden Value Investments Limited and 50% interest in Jolly Faith Group Limited, representing approximately 58.23% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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

Ms. 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. Her emoluments are determined by reference with the terms of the service agreement by reference to her duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market conditions. Under the service agreement, Ms. YANG is entitled to receive a basic annual salary of RMB1,700,000 which has been revised to RMB6,000,000 with effect from 1 January 2014 and is entitled to other fringe benefits. Besides, Ms. 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 2013, Ms. YANG has received total emoluments of RMB1,733,000.

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

MO Bin, aged 47, was appointed as the president of the Company and an executive Director on 22 July 2010. Mr. MO is also a member of remuneration committee and corporate governance committee of the Company and a director of various members of the Group. Mr. MO graduated from Hengyang Institute of Technology (currently known as University of South China) with an undergraduate degree in industrial and civil architecture, obtained his postgraduate degree from Zhongnan University of Economics and Law and is a professor-grade senior engineer. Mr. MO is primarily responsible for the management of daily operation and general administration of the Group. Prior to joining the Group, Mr. MO was employed by an internationally competitive construction and property group in the mainland, China Construction Fifth Engineering Division Corp., Ltd., in a number of senior positions since 1989, most recently as director and

general manager. Mr. MO has over 24 years of extensive experience property development, construction business, construction management, marketing, cost control and corporate management. Save as disclosed above, Mr. MO 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. MO has a beneficial interest in 3,000,000 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. MO does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. MO 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. MO is entitled to receive a basic annual salary of RMB2,500,000 which has been revised to RMB6,000,000 with effect from 1 January 2014 and is entitled to other fringe benefits. Besides, Mr. MO 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 2013, Mr. MO has received total emoluments of RMB2,545,000.

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

ZHU Rongbin, aged 41, was appointed as the associate president and an executive Director on 29 May 2013. Mr. ZHU graduated from the Faculty of Civil Engineering of Tsinghua University with a master degree and is a national registered supervisor engineer, a national registered cost engineer and a senior engineer. Mr. ZHU is primarily responsible for the management of investment, commercial and product design of the Group. Mr. ZHU was employed by China Overseas Holdings Limited from 1995 to 2008 responsible for property development and project management in various locations, namely Guangzhou, Hong Kong, Shenzhen, Beijing and Shanghai, most recently as director, assistant general manager and general manager (eastern China region) of China Overseas Property Group Company Limited. From 2008 and before joining the Group, Mr. ZHU worked in Guangzhou R&F Properties Co., Ltd. ("R&F"), most recently as vice president and general manager (southern China region) of R&F. Mr. ZHU has acted as deputy managing president of Guangdong Real Estate Association since 2008. Mr. ZHU had 19 years of experience in property development and related business. Save as disclosed above, Mr. ZHU 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. ZHU together with his associates have direct interest in 2,068,000 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. ZHU does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. ZHU has entered into a service agreement with the Company commencing from 29 May 2013 till 31 December 2014 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. ZHU is entitled to receive a basic annual salary of RMB2,400,000 which has been revised to RMB5,500,000 with effect from 1 January 2014 and is entitled to other fringe benefits. Besides, Mr. ZHU 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 2013, Mr. ZHU has received total emoluments of RMB1,417,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. ZHU'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 Ziying, aged 26, was appointed as an executive Director on 31 May 2011 and is also a director of various members of the Group. Ms. YANG graduated from Ohio State University with a degree in psychology. Ms. YANG joined the Group in 2008 as an assistant to chairman. Currently, she is primarily responsible for overseeing finances of the Group, including offshore and onshore financing. Prior to joining the Group, Ms. YANG worked in a renowned global investment bank. Save as disclosed above, Ms. 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, Ms. YANG does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

Ms. 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. Her emoluments are determined by reference with the terms of the service agreement by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the service agreement, Ms. YANG is entitled to receive a basic annual salary of RMB1,300,000 which has been revised to RMB4,000,000 with effect from 1 January 2014 and is entitled to other fringe benefits. Besides, Ms. 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 2013, Ms. YANG has received total emoluments of RMB1,324,000.

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

OU Xueming, aged 64, was appointed as an executive Director on 4 December 2006 and is also a director of various members of the Group. Mr. OU is primarily responsible for construction management, supervision and coordination of certain property development projects of the Group. From 1994 to 1997, Mr. OU served as a deputy general manager of Shunde Sanhe Property Development Co., Ltd. (“Shunde Sanhe Co.”). From 1986 to 1997, Mr. OU served as a deputy general manager of Shunde Beijiao Construction Company Limited and has been serving as a director and a deputy general manager of Giant Leap Construction Co., Ltd. and Foshan Shunde Country Garden Property Development Co., Ltd. (“Shunde Country Garden Co.”) since 1997. Mr. OU has over 36 years of experience in construction and approximately 20 years of experience in operation and management of property development. Save as disclosed above, Mr. OU 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. OU has beneficial interest in 773,098,107 Shares in the Company (representing interests in 772,144,068 Shares through his 100% interest in Highlander Group Limited and interests in share options to subscribe for 954,039 Shares granted under the share option scheme of the Company adopted on 20 March 2007 (the “Share Option Scheme”)), representing approximately 4.18% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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

Mr. OU 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. OU is entitled to receive a basic annual salary of RMB1,800,000 which has been revised to RMB4,000,000 with effect from 1 January 2014 and is entitled to other fringe benefits. Besides, Mr. OU 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 2013, Mr. OU has received a basic annual salary of RMB2,718,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. OU’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 Zhicheng, aged 40, was appointed as an executive Director on 4 December 2006 and a regional president of the Group. Mr. YANG is primarily responsible for the overall development and management of certain property development projects of the Group. Prior to joining the Group in 1997, Mr. YANG served as a project manager of Shunde Sanhe Co., the general manager of Foshan Shunde Jun'an Country Garden Property Development Co., Ltd. and the project general manager of the Group. Mr. YANG has approximately 20 years of experience in project development. Save as disclosed above, Mr. YANG 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. YANG held a direct interest in 1,493,845 underlying Shares (representing interests in share options to subscribe for 1,493,845 Shares granted under the Share Option Scheme), 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. YANG is a nephew of Mr. YEUNG Kwok Keung, the chairman of the Company and an executive Director, and a cousin of Ms. YANG Huiyan, the vice chairman of the Company, an executive Director and a controlling Shareholder, Ms. YANG Ziying and Mr. YANG Yongchao, both being executive Directors. 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 RMB1,700,000 which has been revised to RMB4,000,000 with effect from 1 January 2014 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 2013, Mr. YANG has received total emoluments of RMB2,850,000.

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.

YANG Yongchao, aged 39, was appointed as an executive Director on 4 December 2006 and the head of the sales centre of the Group. Mr. YANG is primarily responsible for the overall sales management of the Group. Mr. YANG has been responsible for the management of the sales centre of Shunde Country Garden Co. since 1997. Mr. YANG has approximately 17 years of experience in property sales management, market research, project planning proposal, pricing, marketing, sales and customer resource management. Save as disclosed above, Mr. YANG 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. YANG together with his associates have direct interest in 3,712,312 Shares, representing approximately 0.02% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. YANG is a nephew of Mr. YEUNG Kwok Keung, the chairman of the Company and an executive Director, and a cousin of Ms. YANG Huiyan, the vice chairman of the Company, an executive Director and a controlling Shareholder, and Ms. YANG Ziyang and Mr. YANG Zhicheng, both being executive Directors. 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 RMB1,900,000 which has been revised to RMB4,000,000 with effect from 1 January 2014 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 2013, Mr. YANG has received total emoluments of RMB1,954,000.

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.

XIE Shutai, aged 49, was appointed as an executive Director on 29 May 2013. Mr. XIE graduated from Hunan University with a degree in civil engineering and is a qualified PRC civil engineer. Mr. XIE is primarily responsible for the overall management and supervision of certain property development projects of the Group, and also responsible for the overall management of the hotels and property management companies of the Group. Prior to joining the Group in 1997, Mr. XIE worked in Hengyang City Construction Institute from 1986 to 1991 responsible for structural design work. He also worked in Shunde Sanhe Co. from 1992 to 1997 responsible for property management. Since 1997, he has been working in Shunde Country Garden Co. and Guangdong Country Garden Property Management Co., Ltd. responsible for the overall property and hotel management of the Group, and served as vice president of the Company since 2007. Mr. XIE has 22 years of experience in property management and 17 years of experience in hotel management. Save as disclosed above, Mr. XIE 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. XIE together with his associates have direct interest in 844,937 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. XIE does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. XIE has entered into a service agreement with the Company commencing from 29 May 2013 till 31 December 2014 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.

XIE is entitled to receive a basic annual salary of RMB1,700,000 which has been revised to RMB4,000,000 with effect from 1 January 2014 and is entitled to other fringe benefits. Besides, Mr. XIE 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 2013, Mr. XIE has received total emoluments of RMB3,702,000.

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

SONG Jun, aged 46, was appointed as an executive Director on 29 May 2013. Mr. SONG graduated from Chongqing College of Construction and Architecture, currently known as Chongqing University, with a degree in architecture and is a qualified PRC architect. Prior to joining the Group in 1997, Mr. SONG worked in Hunan Province Jishou City Construction Institute and Guangdong Elite Architectural Co., Ltd. and was responsible for architectural design work. Since 1997, he served as a project manager and a general manager of Shunde Country Garden Co. and Guangzhou Country Garden Property Development Co., Ltd., and served as vice president of the Company since 2005, responsible for the management of property project development. Currently, Mr. SONG is responsible for the overall operation, management and sustainable development of property projects in certain regions under his supervision. Mr. SONG has 17 years of experience in the management of property development. Save as disclosed above, Mr. SONG 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. SONG does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

Mr. SONG has entered into a service agreement with the Company commencing from 29 May 2013 till 31 December 2014 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. SONG is entitled to receive a basic annual salary of RMB1,700,000 which has been revised to RMB4,000,000 with effect from 1 January 2014 and is entitled to other fringe benefits. Besides, Mr. SONG 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 2013, Mr. SONG has received total emoluments of RMB3,555,000.

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

LIANG Guokun, aged 55, was appointed as an executive Director on 29 May 2013. Mr. LIANG is primarily responsible for landscape design and gardening system management and supervision. Prior to joining the Group in 1999, Mr. LIANG worked in Chung Shan Hot Spring Golf Club from 1985 to 1994. He also worked in Dongguan Yin Li Golf Club, Shenzhen Mission Hills Golf Club and Shenzhen Longgang Green Club, currently known as Citic Green Golf Club, in a number of senior positions, from 1994 to 1999.

Mr. LIANG served as vice president of the Company since 2011. Mr. LIANG had 29 years of experience in golf course design management and landscape design management. Save as disclosed above, Mr. LIANG 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. LIANG together with his associates have direct interest in 1,570,254 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. LIANG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. LIANG has entered into a service agreement with the Company commencing from 29 May 2013 till 31 December 2014 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. LIANG is entitled to receive a basic annual salary of RMB1,700,000 which has been revised to RMB4,000,000 with effect from 1 January 2014 and is entitled to other fringe benefits. Besides, Mr. LIANG 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 2013, Mr. LIANG has received total emoluments of RMB4,223,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. LIANG'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 Baiyuan, aged 48, was appointed as an executive Director on 13 December 2013. Mr. SU graduated from Guangzhou Normal Institute (currently known as Guangzhou University) majoring in geography and obtained a postgraduate degree in human geography from Sun Yat-Sen University. Prior to joining us in 2005, Mr. SU had over 10 years of experiences in land planning and development as well as operational management. Mr. SU was a vice president of the Company and he was primarily responsible for investment development and the overall management of certain property development projects of the Group. Mr. SU resigned as a vice president of the Company in February 2013. Currently, Mr. SU is primarily responsible for overseas development and the management of certain overseas property development projects of the Group. Save as disclosed above, Mr. SU 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. SU together with his associates have direct interest in 855,739 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. 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 commencing from 13 December 2013 till 31 December 2014 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 RMB4,000,000 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 2013, Mr. SU has received total emoluments of RMB167,000.

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.

WU Jianbin, aged 51, was appointed as an executive Director on 1 April 2014. Mr. WU graduated from the School of Finance and Economics of Xi'an Jiaotong University (formerly known as Shaanxi Institute of Finance and Economics) and obtained a master degree and a doctorate degree in Business Administration from the Macau University of Science and Technology respectively. Mr. WU is a senior accountant and is an adjunct professor at the Shanghai University of International Business and Economics. Mr. WU joined China State Construction Engineering Corporation in 1984 and was seconded to China Overseas Land & Investment Ltd. in 1987. He was appointed as director and financial controller of China Overseas Holdings Limited in 2001 and appointed as executive director and financial controller of China Overseas Land & Investment Ltd. in 2002 and was re-designated as vice chairman and non-executive director in 2009. Prior to joining the Group, Mr. WU was an executive director and vice president of China Overseas Holdings Limited and the chairman of China Overseas Investment Developing Holdings Limited. Mr. WU has received a number of awards between 2004 and 2009, including "the Achievement Award for Financial Management of 30th Anniversary of China's Reform and Opening up" (改革開放30年財務管理成就獎) and "the 60th Anniversary of China's Financial Value Leadership Award" (建國60週年中國財務價值領軍人物) awarded by the China Chief Financial Officer Press (中國總會計師雜誌社) and China CFO International Summit (中國CFO國際峰會) in 2008 and 2009 respectively. Mr. WU is also a member of the 11th Shaanxi Provincial Committee of Chinese People's Political Consultative. Mr. WU has 30 years of experience in corporate finance, accounting, investment operations and information management. Save as disclosed above, Mr. 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, Mr. WU has direct interest in 3,000,000 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. WU does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. WU has entered into a service agreement with the Company commencing from 1 April 2014 till 31 December 2014 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. WU is entitled to receive a basic annual salary of RMB5,000,000 and is entitled to other fringe benefits. Besides, Mr. WU is entitled to a year end management bonus of a sum to be determined by the Board at its absolute discretion.

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

SHEK Lai Him, Abraham, G.B.S., J.P., aged 68, was appointed as an independent non-executive Director on 4 December 2006. He is also a member of the audit committee and remuneration committee of the Company. Mr. SHEK graduated from the University of Sydney and holds a Bachelor of Arts degree and a Diploma in Education. Mr. SHEK was appointed a Justice of the Peace in 1995 and was awarded the Golden Bauhinia Star by the Government of the HKSAR in 2013. Mr. SHEK is a member of the Hong Kong Legislative Council representing the Real Estate and Construction Functional Constituency, a member of the Court of Hong Kong University of Science and Technology, a member of Court and Council of University of Hong Kong, and a vice chairman of the Independent Police Complaints Council. Mr. SHEK is an independent non-executive director of Midas International Holdings Limited, Lifestyle International Holdings Limited, NWS Holdings Limited, ITC Corporation Limited, ITC Properties Group Limited, Hop Hing Group Holdings Limited, Hsin Chong Construction Group Limited, MTR Corporation Limited, SJM Holdings Limited, Paliburg Holdings Limited, Lai Fung Holdings Limited, Chuang's Consortium International Limited, China Resources Cement Holdings Limited, Dorsett Hospitality International Limited and Cosmopolitan International Holdings Limited, and the chairman and an independent non-executive director of Chuang's China Investments Limited, all of which are companies whose shares are listed on the Stock Exchange, as well as a director of The Hong Kong Mortgage Corporation Limited. Mr. SHEK is also an independent non-executive director of Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust) and Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust), both trusts are listed on the Stock Exchange. Mr. SHEK also holds directorships in Macau Horse Racing Company Limited and Macau Jockey Club, both of which are incorporated in Macau, Jetstar Hong Kong Airways Limited and several property-related private companies. Mr. SHEK Lai Him Abraham ceased to be an independent non-executive director of Titan Pharmaceutical Group Limited, a company listed in the Stock Exchange, with effect from 27 February 2014. Save as disclosed above, Mr. SHEK 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.

Mr. SHEK had been an independent non-executive director of Titan Petrochemicals Group Limited ("Titan") (a company whose shares are listed on the Stock Exchange), since 27 February 2006 to 27 February 2014. On 9 July 2012 (Bermuda time), Saturn Petrochemical Holdings Limited ("SPHL") served on Titan a petition (the "Petition") at the Supreme Court of Bermuda for an order, amongst other things, to wind up and to appoint a provisional liquidator against Titan. At the first hearing of the petition on 16 August 2012 (Bermuda time), the court has, amongst other things, adjourned the hearing of the Petition to 5 September 2012 (Bermuda time). The Petition is in relation to a notice to Titan from SPHL to redeem all of the outstanding convertible redeemable preferred shares issued by Titan and held by SPHL at a redeemable

amount equal to the notional value of those shares (being HK\$310.8 million) together with any accrued and unpaid dividends. To the best knowledge of Mr. SHEK, the Petition is in relation to the redemption of the abovementioned convertible redeemable preferred shares of Titan. Thereafter, the Bermuda Court ordered the appointment of Mr. Garth Calow and Ms. Allison Tomb, both of PricewaterhouseCoopers, as the joint provisional liquidators of Titan on 18 October 2013 (Bermuda time). This appointment of the joint provisional liquidators is in relation to an application made by KTL Camden Inc. (“Camden”) to the Bermuda Court on 6 August 2013 (Bermuda time) in connection with its claim that Titan Storage Limited, a subsidiary of Titan, failed to pay certain hiring charges to Camden pursuant to a bareboat charter party contract and that Titan is liable to Camden for such hiring charges plus interest thereon in the sum of approximately US\$6,853,032 (up to 16 April 2013) pursuant to a deed of guarantee issued by Titan in favour of Camden.

As at the Latest Practicable Date, Mr. SHEK held a direct interest in 1,000,000 underlying Shares (representing interests of share options to subscribe for 1,000,000 Shares granted under the Share Option Scheme), 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. SHEK does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. SHEK 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. SHEK is entitled to receive an annual fee of RMB300,000 which has been revised to RMB330,000 with effect from 1 June 2013. For the year ended 31 December 2013, Mr. SHEK has received an annual fee of RMB317,500.

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

TONG Wui Tung, Ronald, aged 63, was appointed as an independent non-executive Director on 4 December 2006. He is also the chairman of the remuneration committee of the Company and a member of the audit committee and nomination committee of the Company. He has been practicing as a solicitor in Hong Kong for over 30 years and is a partner of the law firm Messrs. Cheung Tong & Rosa Solicitors. He is also a Notary Public and a China Appointed Attesting Officer, and was admitted as a solicitor in several other jurisdictions. Mr. TONG is currently a non-executive director of Yip’s Chemical Holdings Limited, a company whose shares are listed on the Stock Exchange. Save as disclosed above, Mr. TONG 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.

Mr. TONG was a non-executive director of Innovative International (Holdings) Limited (subsequently renamed as Carico (Holdings) Limited, also listed on the Stock Exchange) from August 1995 to December 2002. Innovative International (Holdings) Limited entered into a debt restructuring agreement in July 2001 for an amount of debt of approximately HK\$660 million. Receivers and managers of all the property and assets of Innovative International (Holdings) Limited were appointed in October 2001 pursuant to terms of a composite guarantee and debenture granted to its secured creditors. Thereafter, Innovative International (Holdings) Limited entered into schemes of arrangement for restructuring in both Hong Kong and Bermuda. Mr. TONG remained as a non-executive director of Innovative International (Holdings) Limited until the restructuring was completed on 20 December 2002. Mr. TONG has confirmed that there was no wrongful act on his part leading to the debt restructuring of Innovative International (Holdings) Limited and that, as far as Mr. TONG is aware, no actual or potential claim has been or will be made against him as a result of such debt restructuring.

As at the Latest Practicable Date, Mr. TONG held a direct interest in 1,000,000 underlying Shares (representing interests of share options to subscribe for 1,000,000 Shares granted under the Share Option Scheme), 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. TONG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Mr. TONG 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. TONG is entitled to receive an annual fee of RMB300,000 which has been revised to RMB330,000 with effect from 1 June 2013. For the year ended 31 December 2013, Mr. TONG has received an annual fee of RMB317,500.

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

LIU Hongyu, aged 51, was appointed as an independent non-executive Director on 29 May 2013. Mr. LIU graduated from Tsinghua University with bachelor degree in structural engineering and a master degree in management engineering, and is a qualified real estate appraiser in the PRC. Mr. LIU was a professor in the Department of Civil Engineering of Tsinghua University from June 1996 to April 2000, and since April 2000, he has been a professor in the Department of Construction Management of Tsinghua University. Since 2010, he has been the director of Hang Lung Center for Real Estate, Tsinghua University. His research focuses on real estate economics, real estate investment and finance, housing policies and land management. From April 2006 to March 2012, Mr. LIU served as an independent director of COFCO Property (Group) Co., Ltd. Currently, Mr. LIU served as an independent director of China Merchants Property Development Co., Ltd, a company whose shares are listed on the Shenzhen Stock Exchange, and an independent non-executive director of Frashion Properties (China) Limited, a company whose shares are listed on the Stock Exchange. Mr. LIU is a vice chairman of the China Institute of Real Estate Appraisers and Agents and a director of Asian Real Estate Society. He is also an honorary professor of the University of Hong Kong and a Fellow of the Royal Institution of Chartered Surveyors of the United Kingdom. Mr. LIU had over 25 years of experience in real estate, construction and engineering. Save as disclosed above, Mr. LIU 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. LIU does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

Mr. LIU has entered into an appointment letter with the Company commencing from 29 May 2013 till 31 December 2014 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. LIU is entitled to receive an annual fee of RMB240,000. For the year ended 31 December 2013, Mr. LIU has received an annual fee of RMB140,000.

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

MEI Wenjue, aged 44, was appointed as an independent non-executive Director on 29 May 2013. Mr. MEI graduated from Sun Yat-Sen University with bachelor degree in English language and literature and a master degree in public administration, and from School of Management of Cranfield University in United Kingdom with a master of business administration. Mr. MEI served as a director of safety management system office, the secretary of safety committee, safety information manager of China Southern Airline ("CSA"), and the deputy representative of CSA in the safety security and quality functional executives of Skyteam. Currently, Mr. MEI serves as the chief representative of Shenzhen Office of China Europe International Business School. Mr. MEI is an independent non-executive director of Miko International Holdings Limited, a company whose shares are listed on the Stock Exchange. Save as disclosed above, Mr. MEI 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. MEI does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

Mr. MEI has entered into an appointment letter with the Company commencing from 29 May 2013 till 31 December 2014 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. MEI is entitled to receive an annual fee of RMB240,000. For the year ended 31 December 2013, Mr. MEI has received an annual fee of RMB140,000.

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

YEUNG Kwok On, aged 52, was appointed as an independent non-executive Director on 1 April 2014. Mr. YEUNG obtained his doctorate degree in Strategic Human Resource Management at the University of Michigan in 1990 and a master degree in Management at the University of Hong Kong (School of Business) in 1986. Mr. YEUNG is an adjunct professor of China Europe International Business School and was Philips Chair Professor of Human Resource Management and director of Center of Organizational and People Effectiveness. Mr. YEUNG is also the founding director of CEO Learning Consortium. He also served as the Chief Human Resources Officer of Acer Group. Over the years, he was the senior advisor for a wide range of companies, including Tencent, Alibaba, Taiwan Semiconductor Manufacturing Company, MaryKay, Antai Insurance, and TCL-Thomson. As one of the leading experts in strategic human resource management, he has published eight books and over twenty articles, including "Organizational Capability-Secrets of Sustainable Business Success" and "Breakingthrough in Organizational Capabilities". Mr. YEUNG was recognized by "Business Horizon" magazine in the U.S. as one of the nextgeneration "Executive Development Guru". Mr. YEUNG was awarded "HR Executive of the Year" and "Distinguished Contribution Award of the Year" by Smart Fortune Magazine in China in recognition of his influential contribution in strategic human resource management in Greater China region. In addition, he also chairs the Regional Judge Committee for selecting "Best Employers in Asia" sponsored by Hewitt, Asia Wall Street Journal and Far Eastern Economic Review. Mr. YEUNG is an independent non-executive director of SITC International Holdings Company Limited, whose shares are listed on the Stock Exchange, and Trina Solar Limited, whose shares are listed on the New York Stock Exchange. Mr. YEUNG was previously an independent non-executive director of Kingdee International Software Group Company Limited, whose shares are listed on the Stock Exchange. Save as disclosed above, Mr. YEUNG 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. YEUNG does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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 an appointment letter with the Company commencing from 1 April 2014 till 31 December 2014 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. YEUNG is entitled to receive an annual fee of RMB240,000.

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.



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 Wednesday, 21 May 2014 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 2013.
2. To declare a final dividend of RMB16.83 cents per share for the year ended 31 December 2013 (with scrip option).
3. (a) Each as a separate resolution, to re-elect the following retiring directors of the Company (the “Director”):
 - (1) to re-elect Ms. YANG Huiyan as a Director;
 - (2) to re-elect Mr. MO Bin as a Director;
 - (3) to re-elect Mr. ZHU Rongbin as a Director;
 - (4) to re-elect Ms. YANG Ziyang as a Director;
 - (5) to re-elect Mr. OU Xueming as a Director;
 - (6) to re-elect Mr. YANG Zhicheng as a Director;
 - (7) to re-elect Mr. YANG Yongchao as a Director;
 - (8) to re-elect Mr. XIE Shutai as a Director;
 - (9) to re-elect Mr. SONG Jun as a Director;
 - (10) to re-elect Mr. LIANG Guokun as a Director;
 - (11) to re-elect Mr. SU Baiyuan as a Director;
 - (12) to re-elect Mr. WU Jianbin as a Director;
 - (13) to re-elect Mr. SHEK Lai Him, Abraham as a Director;

NOTICE OF THE ANNUAL GENERAL MEETING

- (14) to re-elect Mr. TONG Wui Tung, Ronald as a Director;
 - (15) to re-elect Mr. LIU Hongyu as a Director;
 - (16) to re-elect Mr. MEI Wenjue as a Director;
 - (17) to re-elect Mr. YEUNG Kwok On as a Director; and
- (b) 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.
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

NOTICE OF THE ANNUAL GENERAL MEETING

(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
- (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

NOTICE OF THE ANNUAL GENERAL MEETING

- (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.”
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, 11 April 2014

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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.

NOTICE OF THE ANNUAL GENERAL MEETING

3. The register of members of the Company will be closed from Friday, 16 May 2014 to Wednesday, 21 May 2014, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 15 May 2014.
4. The register of members of the Company will be closed from Tuesday, 27 May 2014 to Wednesday, 28 May 2014, both days inclusive, during which period 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 Wednesday, 28 May 2014. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 26 May 2014.
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 11 April 2014. 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 twenty-three Directors, of which Mr. YEUNG Kwok Keung, Ms. YANG Huiyan, Mr. MO Bin, Mr. ZHU Rongbin, Ms. YANG Ziyang, Mr. YANG Erzhu, Mr. SU Rubo, Mr. OU Xueming, Mr. YANG Zhicheng, Mr. YANG Yongchao, Mr. XIE Shutai, Mr. SONG Jun, Mr. LIANG Guokun, Mr. SU Baiyuan and Mr. WU Jianbin are executive Directors and Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Ronald, Mr. HUANG Hongyan, Ms. HUANG Xiao, Mr. LIU Hongyu, Mr. MEI Wenjue and Mr. YEUNG Kwok On are independent non-executive Directors.