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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)

OVERSEAS REGULATORY ANNOUNCEMENT

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

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

By order of the Board
Country Garden Holdings Company Limited
Cui Jianbo
President and Executive Director

Hong Kong, 11 March 2010

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

ANNOUNCEMENT

Reference is made to the announcement of Country Garden Holdings Company Limited (the “**Company**”) dated 25 February 2010 in relation to the solicitation of consents (the “**Consent Solicitation**”) described below. As indicated in the consent solicitation statement dated 25 February 2010 (the “**Consent Solicitation Statement**”), the consent solicitation period expired at 5:00 p.m., New York City time, on 10 March 2010.

The Company announces today that it has received the requisite number of unrevoked consents from the holders of the Notes (the “**Requisite Consents**”) necessary for certain proposed amendments (the “**Proposals**”) to the Indenture, dated as of 10 September 2009 (the “**Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, as Trustee, governing its 11.750% senior notes due 2014 (CUSIP No. 22234XAC3, ISIN US22234XAC39, Common Code No. 045057534 (Rule 144A) and CUSIP No. G24524AD5, ISIN USG24524AD53, Common Code No. 045057577 (Regulation S)) (the “**Notes**”).

As the Requisite Consents have been obtained, the Company and the Subsidiary Guarantors intend to execute a supplemental indenture with the Trustee as soon as practicable to give effect to the Proposals, which will become effective upon execution (such time, the “**Effective Time**”) but will not become operative until the time the Company pays the holders of the Notes who delivered consents in accordance with the terms and conditions set forth in the Consent Solicitation Statement.

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To ensure compliance with Treasury Department Circular 230, holders of Notes are hereby notified that: (a) any discussion of federal tax issues in this announcement is not intended or written to be relied upon, and cannot be relied upon, by holders of Notes for the purpose of avoiding penalties that may be imposed on holders of Notes under the Internal Revenue Code; (b) such discussion is included here in connection with the promotion or marketing (within the meaning of Circular 230) of the transaction described herein; and (c) holders of Notes should seek advice based on their particular circumstances from an independent tax advisor.

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For U.S. federal income tax purposes, the adoption of the Proposals and the payment of the consent fee to consenting holders of the Notes should be treated as a significant modification of the Notes and should result in a deemed exchange by such consenting holders of their “old” Notes for “new” Notes, which may have certain tax implications for U.S. Holders (as defined in the Consent Solicitation Statement). In addition, if the “new” Notes are treated as issued to consenting U.S. Holders with an original issue discount (“**OID**”), purchasers of the Notes after the date of the deemed exchange will not be able to differentiate between the Notes that are issued with the original issue discount and the Notes that are issued without the original issue discount. If the “new” Notes are deemed to be issued with OID for U.S. federal income tax purposes, U.S. Holders may obtain (i) the issue price, (ii) the amount of the OID, (iii) the issue date and (iv) the yield to maturity of the “new” Notes (each, as determined in accordance with applicable Treasury

Regulations) by submitting a written request for such information to the Company at Country Garden Holdings Company Limited, Suite 3201, 32/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong, Attention: Company Secretary. In general, if the Notes are trading at a price that is in excess of 99% of their principal amount on the date of the Effective Time, the Notes should not be treated as issued to consenting U.S. Holders with OID.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such restrictions.

ABOUT THE COMPANY

The Company is one of the leading integrated property developers in the PRC with substantially all of its assets and operations based in the PRC. Since the commencement of its property development activities in 1997, the Company has benefited from, and is expected to continue to benefit from, the growth in the property sector associated with the economic development in the PRC, in particular, in Guangdong Province. The Company's primary business has been the development of large-scale residential community projects and the sale of various types of properties, including townhouses, apartment buildings, car parks and retail shops. The majority of the Company's products are targeted towards owner-occupier customers. As an integrated property developer, its lines of business also include construction, installation, fitting and decoration as well as property management.

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including, among others, those statements relating to the Consent Solicitation, such as the payment of the consent fee and the execution of the supplemental indenture, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the debt markets in general and the occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.

Notwithstanding anything to the contrary contained herein, each holder and beneficial owner of Notes (and each employee, representative, or other agent of each holder and beneficial owner of Notes) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of the transactions described in this Consent announcement and all materials of any kind that are provided to the holder or beneficial owner of Notes relating to such tax treatment and tax structure (as such terms are defined in Treasury Regulation Section 1.6011-4). This authorization of tax disclosure is retroactively effective to the commencement of discussions with holders or beneficial owners of Notes regarding the transactions contemplated herein.

Hong Kong, 11 March 2010.