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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 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, 14 April 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.



COUNTRY GARDEN HOLDINGS COMPANY LIMITED

(incorporated with limited liability in the Cayman Islands)

Reference is made to the announcement by Country Garden Holdings Company Limited (the “**Company**”) dated 7 April 2010 (the “**Launch Announcement**”) regarding (i) its invitation to holders (all such holders together, the “**Bondholders**”) of its RMB4,314,000,000 in aggregate principal amount of US dollar Settled 2.5 per cent. Convertible Bonds due 2013 (the “**Convertible Bonds**”) to tender their Convertible Bonds to the Company for purchase by the Company for cash in US dollars (such invitation, the “**Invitation to Tender**”) on the terms and subject to the conditions set out in the tender offer memorandum dated 7 April 2010 (the “**Tender Offer Memorandum**”) and (ii) its proposed issue of senior notes (the “**Notes Issue**”).

Capitalised terms used in this announcement and not otherwise defined herein shall have the meaning given to them in the Launch Announcement.

The Invitation to Tender expired at 11:00 pm (Singapore time) on 13 April 2010. The Company announces today it has received tenders from Bondholders representing approximately RMB781 million (approximately US\$114 million equivalent) or 18.1% of the outstanding Convertible Bonds. The Company is pleased with the response to the Invitation to Tender. The Company intends to announce on 16 April 2010 details of how many (if any) of such tendered Convertible Bonds it will accept for purchase, subject to satisfaction of the various conditions specified in the Tender Offer Memorandum.

As previously announced, the Company intends to refinance the outstanding Convertible Bonds with proceeds from the proposed Notes Issue. The Company intends to use a portion of the proceeds from the proposed Notes Issue, if completed, to pay for the tendered Convertible Bonds (if any) which it accepts for purchase and hold any excess amount in its offshore bank account to finance the redemption of any Convertible Bonds upon exercise by Bondholders of their redemption option on 22 February 2011. Excess funds remaining after the redemption has been addressed is expected to be applied towards general working capital purposes.

The Invitation to Tender and the proposed Notes Issue are part of the Company’s early and proactive approach to liability management. The Company expects to extend its debt maturity profile upon the consummation of these two transactions.

The Company is currently on the international roadshow for the proposed Notes Issue and intends to conclude the book building exercise for the proposed Notes Issue in the near future, subject to market conditions.

As no binding agreement in relation to the proposed Notes Issue has been entered into as at the date of this announcement, the proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

Forward-looking Statements

Forward-looking statements in this announcement, including those statements relating to the Invitation to Tender and the proposed Notes Issue, 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 Convertible Bonds; changes in the business and financial condition of the Company; changes in the debt markets in general; and the occurrence of events specified in the Invitation to Tender that would trigger a condition permitting termination or amendment of the Invitation to Tender.

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This notice is given on 14 April 2010 by Country Garden Holdings Company Limited.

By Order of the Board

Cui Jianbo

President and Executive Director