



# 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)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 20 MAY 2010

I/We <sup>(1)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares  
of HK\$0.10 each (the "Shares") in the capital of Country Garden Holdings Company Limited (the "Company") hereby  
appoint <sup>(3 & 4)</sup> \_\_\_\_\_ (name) of \_\_\_\_\_ (address)

or failing him, the chairman of the meeting to act as my/our proxy at the annual general meeting (or at any adjournment thereof) of the Company (the "Meeting") to be held at Island Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 20 May 2010 at 10:00 a.m. and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fit.

	Resolutions	For <sup>(5)</sup>	Against <sup>(5)</sup>
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 2009.		
2.	To declare a final dividend.		
3.	(a) To re-elect Mr. YANG Erzhu as director.		
	(b) To re-elect Ms. YANG Zhicheng as director.		
	(c) To re-elect Mr. YANG Yongchao as director.		
	(d) To re-elect Mr. LAI Ming, Joseph as director.		
	(e) To authorize the board of directors of the Company to fix the directors' fee.		
4.	To re-appoint auditors of the Company and authorize the board of directors of the Company to fix their remunerations.		
5.	To grant a general mandate to the directors of the Company to issue shares.		
6.	To grant a general mandate to the directors of the Company to repurchase shares.		
7.	To extend the general mandate to issue shares of the Company by adding thereto the shares repurchased by the Company.		

Dated : \_\_\_\_\_, 2010

Signature <sup>(6)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- 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.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete either box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorized.
- If more than one of the joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- Any alterations made in this form should be initialled by the person who signs it.