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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 ISSUE OF SENIOR NOTES

The Company proposes to conduct an international offering of senior notes with a 7-year maturity. In connection with such offering, the Company will provide certain institutional investors with an offering memorandum containing recent corporate and financial information regarding the Group, including updated risk factors and descriptions of the projects undertaken by the Group, management's discussion and analysis, related party transactions and indebtedness information. An extract of such recent information can be viewed on the Company's website www.countrygarden.com.cn at approximately the same time when such information is released to the institutional investors.

The completion of the Notes Issue is subject to market conditions and investor interest. If the Notes are issued, the Company intends to use the proceeds of the proposed Notes Issue to fund existing and new property projects (including construction costs and land premiums) and for general corporate purposes.

The pricing of the proposed Notes Issue, including the aggregate principal amount, will be determined through a book building exercise conducted by Goldman Sachs, J.P. Morgan and Deutsche Bank as the joint lead managers and joint bookrunning managers. Goldman Sachs and J.P. Morgan are acting as the joint global coordinators in connection with the proposed Notes Issue.

Approval in-principle has been received for the listing of the Notes on the SGX-ST. Admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement.

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 materialize. 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.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to conduct an international offering of senior notes with a 7-year maturity. In connection with such offering, the Company will provide certain institutional investors with an offering memorandum containing recent corporate and financial information regarding the Group, including updated risk factors and descriptions of the projects undertaken by the Group, management's discussion and analysis, related party transactions and indebtedness information. An extract of such recent information can be viewed at the Company's website *www.countrygarden.com.cn* at approximately the same time when such information is released to the institutional investors.

The pricing of the proposed Notes Issue, including the aggregate principal amount, will be determined through a book building exercise conducted by Goldman Sachs, J.P. Morgan and Deutsche Bank as the joint lead managers and joint bookrunning managers. Goldman Sachs and J.P. Morgan are acting as the joint global coordinators in connection with the proposed Notes Issue.

As at the date hereof, the amount, terms and conditions of the proposed Notes Issue are yet to be determined. Upon finalizing the terms of the Notes, the Company will enter into the Purchase Agreement. The Company will make a further announcement upon the execution of the Purchase Agreement. None of the Notes will be offered to the public in Hong Kong and none of the Notes will be placed to any connected persons of the Company.

Reason for the Notes Issue

The Board believes that the proposed Notes Issue represents a timely opportunity for the Group to supplement the funding of its business expansion plan. The Board also believes that the proposed Notes Issue will further strengthen the liquidity position of the Group and provide long-term capital to the Group.

Proposed use of proceeds

The completion of the Notes Issue is subject to market conditions and investor interest. If the Notes are issued, the Company intends to apply the net proceeds from the proposed Notes Issue to fund existing and new property projects (including construction costs and land premiums) and for general corporate purposes.

Listing

Approval in-principle has been received for the listing of the Notes on the SGX-ST. Admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. No listing of the Notes has been sought in Hong Kong. The Notes will not be designated for trading in the Financial Industry Regulatory Authority, Inc.'s PORTAL Market.

ABOUT COUNTRY GARDEN

The Group is one of the leading integrated property developers in the PRC, with substantially all of the Group's assets and operations based in the PRC. The Group's primary business is the development of large-scale residential community projects and the sale of various types of properties, including townhouses, apartment buildings, parking spaces and retail shops. As an integrated property developer, the Group's lines of business also include construction, installation, fitting and decoration as well as property management. Ancillary to the Group's projects, the Group also develops and manages hotels within some of the Group's projects to enhance their potential for value appreciation. The residential home projects of the Group are generally located in suburban areas of first-tier cities, and in the newly urbanized town centers of second-tier and third-tier cities.

GENERAL

Forward-looking statements in this announcement 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, changes in the business and financial condition of the Group, and changes in the capital markets in general.

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 materialize. 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.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Country Garden Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“J.P. Morgan”	J.P. Morgan Securities Ltd.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	the senior notes to be issued by the Company
“Notes Issue”	the issue of the Notes by the Company
“PRC”	the People’s Republic of China
“Purchase Agreement”	the agreement proposed to be entered into by and among the Company, certain subsidiaries of the Company named therein, Goldman Sachs, J.P. Morgan and Deutsche Bank in relation to the Notes Issue pursuant to which Goldman Sachs, J.P. Morgan and Deutsche Bank will act as the initial purchasers of the Notes
“SGX-ST”	Singapore Exchange Securities Trading Limited

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US dollar”	United States dollar, the lawful currency of the United States of America
“%”	per cent

By order of the Board
Country Garden Holdings Company Limited
Mo Bin
President and Executive Director

Foshan, Guangdong Province, PRC
7 February 2011

As of the date of this announcement, the executive directors of the Company are Mr. YEUNG Kwok Keung (Chairman), Mr. MO Bin, 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.