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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, 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 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,
PROPOSED FINAL DIVIDEND AND SCRIP DIVIDEND SCHEME,
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 Thursday, 26 April 2012 at 10:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular.

Whether or not you intend to attend the annual general meeting, 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

23 March 2012

CONTENTS

	<i>Pages</i>
Definitions	1–2
 Letter from the Board	
1. Introduction	3–4
2. General Mandate to Issue Shares	4
3. General Mandate to Repurchase Shares	4
4. Scrip Dividend Scheme	4–5
5. Re-election of Retiring Directors	5
6. Annual General Meeting	5
7. Actions to be Taken	6
8. Voting by Way of Poll	6
9. Recommendation	6
 Appendix I — Explanatory Statement	 7–9
 Appendix II — Biographical Details of the Directors Subject to Re-election	 10–14
 Notice of the Annual General Meeting	 15–18

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 Thursday, 26 April 2012 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 18 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, 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, 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
“Excluded Shareholders”	Overseas Shareholders who are excluded from the Scrip Dividend Scheme by the reason that the Directors, upon making enquiry, consider such exclusion to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“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”	16 March 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“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
“Overseas Shareholders”	Shareholders whose addresses as shown on the register of members of the Company on the Record Date are outside Hong Kong
“PRC”	the People’s Republic of China, except where the context requires, geographical references to the PRC exclude Hong Kong, Macau and Taiwan
“Qualifying Shareholders”	Shareholders whose names are shown on the register of members of the Company on the Record Date, other than the Excluded Shareholders
“Record Date”	Friday, 4 May 2012, being the date for the purpose of determining the entitlement to the proposed final dividend for the year ended 31 December 2011
“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 at the date of passing of the resolution
“Scrip Dividend Scheme”	the scheme that the final dividend declared for the year ended 31 December 2011 be satisfied wholly in the form of an allotment of Shares credited as fully paid up without offering any right to Shareholders to elect to receive such dividend in cash in lieu of such allotment
“Scrip Shares”	new Shares to be allotted, issued and credited as fully paid up under the Scrip Dividend Scheme
“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 Hong Kong Code on Takeovers and Mergers
“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*)
Mr. MO Bin (*President*)
Ms. YANG Huiyan
Ms. YANG Ziyang
Mr. YANG Erzhu
Mr. SU Rubo
Mr. ZHANG Yaoyuan
Mr. OU Xueming
Mr. YANG Zhicheng
Mr. YANG Yongchao

Independent Non-Executive Directors:

Mr. LAI Ming, Joseph
Mr. SHEK Lai Him, Abraham
Mr. TONG Wui Tung, Ronald

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
Beijiao Town
Shunde District
Foshan
Guangdong 528312
PRC

Place of business in Hong Kong:

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

23 March 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
PROPOSED FINAL DIVIDEND AND SCRIP DIVIDEND SCHEME,
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; (iii) the proposed final dividend and the Scrip Dividend Scheme; and (iv) the re-election of the retiring 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 28 April 2011 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 28 April 2011.

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 3,475,265,929 Shares based on the issued share capital of the Company of 17,376,329,645 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 28 April 2011 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 1,737,632,964 Shares based on the issued share capital of the Company of 17,376,329,645 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. SCRIP DIVIDEND SCHEME

On 28 February 2012, the Directors announced that they had resolved to recommend the payment of a final dividend of RMB12.96 cents per Share for the year ended 31 December 2011 by way of Scrip Shares without offering any right to Shareholders to elect to receive such dividend in cash in lieu of such allotment, subject to the approval of the Shareholders on the payment of final dividend by way of the Scrip Dividend Scheme at the AGM. The Scrip Dividend Scheme is also conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Scrip Shares to be issued under the Scrip Dividend Scheme.

For the purpose of calculating the number of Scrip Shares, the value of the Scrip Shares will be fixed by the Board with reference to the average of the closing prices of the Shares on the Stock Exchange for

LETTER FROM THE BOARD

the five consecutive trading days ending on (and including) the Record Date or the par value of Shares, whichever is higher. The Scrip Shares will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Scrip Shares save that they will not be entitled to the final dividend for the year ended 31 December 2011. The number of Scrip Shares to be issued will be rounded down to the nearest whole number. Fractional entitlements to Scrip Shares will be disregarded and the benefit thereof will accrue to the Company.

As at the Latest Practicable Date, there were 13 Overseas Shareholders with registered addresses in Australia, Canada, the PRC, Macau, Malaysia and the United States of America as appeared on the register of members of the Company. If the register of members of the Company reveals, on the Record Date, that there are Overseas Shareholders, the Company will make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange for considering whether to exclude such Overseas Shareholder(s) from the Scrip Dividend Scheme and it may only exclude such Overseas Shareholder(s) on the basis that, having made such enquiry, it would be necessary or expedient to do so.

In order to ascertain the entitlements to the final dividend for the year ended 31 December 2011, the register of members of the Company will be closed on Friday, 4 May 2012, during which date no transfer of shares will be registered. Subject to approval of the Shareholders at the AGM, the proposed final dividend will be payable to the Qualifying Shareholders. 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 3 May 2012.

On the condition that the payment of the above final dividend by way of the Scrip Dividend Scheme is approved by the Shareholders at the AGM, full details of the Scrip Dividend Scheme will be set out in a circular to Shareholders expected to be despatched on or around 18 May 2012.

5. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises thirteen Directors, of which Mr. YEUNG Kwok Keung, Mr. MO Bin, Ms. YANG Huiyan, Ms. YANG Ziyang, Mr. YANG Erzhu, Mr. SU Rubo, Mr. ZHANG Yaoyuan, Mr. OU Xueming, Mr. YANG Zhicheng, Mr. YANG Yongchao are executive Directors, Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham and Mr. TONG Wui Tung, Ronald are independent non-executive Directors.

Pursuant to Article 86(3) of the Articles of Association, Ms. YANG Ziyang will hold office until the AGM. Pursuant to the Article 87 of the Articles of Association, Ms. YANG Huiyan, Mr. OU Xueming, Mr. YANG Zhicheng, Mr. YANG Yongchao and Mr. TONG Wui Tung, Ronald will retire at the AGM. The retiring Directors, being eligible, have offered 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.

6. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 15 to 18 of this circular to consider the resolutions relating to, inter alia, the Issue Mandate, the payment of the final dividend for the year ended 31 December 2011 by way of the Scrip Dividend Scheme and the re-election of the Directors.

LETTER FROM THE BOARD

7. 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). Whether or not you intend to be present at the AGM, 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.

8. 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.

9. RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the Scrip Dividend Scheme 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 17,376,329,645 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 1,737,632,964 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 2011) 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 March 2012 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2011		
March	3.45	2.92
April	3.85	3.08
May	3.55	2.92
June	3.52	2.97
July	4.04	3.51
August	4.16	3.10
September	3.72	2.02
October	3.53	1.91
November	3.20	2.26
December	3.12	2.78
2012		
January	3.67	2.70
February	3.81	3.20
March (up to the Latest Practicable Date)	3.42	3.14

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 9,991,089,404 Shares representing approximately 57.50% of the issued share capital of the Company, through her 100% interest in Concrete Win Limited, being the controlling shareholder of the Company.

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 would be increased from approximately 57.50% to approximately 63.89% 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 six Directors proposed to be re-elected at the AGM are set out as follows:

YANG Huiyan, aged 30, was appointed executive Director on 4 December 2006 and is also 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 as the manager of Procurement Department. Currently, she is primarily responsible for the formulation of development strategies of the Group. 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 9,991,089,404 Shares through her 100% interest in Concrete Win Limited, representing approximately 57.50% 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. Ms. YANG is also the daughter-in-law of Mr. CHEN Hua, the vice-president of the Company. 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 three years commencing on 1 January 2010 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 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 2011, Ms. YANG has received a basic annual salary of RMB1,700,000.

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.

YANG Ziyang, aged 24, 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 the chairman of the Company. Currently, Ms. YANG 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 controlling Shareholder and an executive Director, 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 commencing on 31 May 2011 till 31 December 2012 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 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 2011, Ms. YANG has received a salary of RMB850,000.

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 62, was appointed 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 deputy general manager of Shunde Beijiao Construction Company Limited and has been serving as a director and deputy general manager of Guangdong Giant Leap Construction Co., Ltd. and Foshan Shunde Country Garden Co., Ltd. ("Shunde Country Garden") since 1997. Mr. OU has over 34 years of experience in construction and approximately 18-year experience in the 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 an indirect interest in 736,000,000 Shares through his 100% interest in Highlander Group Limited, representing approximately 4.24% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, 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 three years commencing on 1 January 2010 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 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 2011, Mr. OU has received a basic annual salary of RMB1,800,000.

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 38, was appointed as an executive Director on 4 December 2006. He is also the 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 18 years of experience in project development. Save as disclosed above, Mr. 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, Mr. YANG does not have any interest in Shares 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 controlling Shareholder and an executive Director, Ms. YANG Ziyang 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 three years commencing on 1 January 2010 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 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 2011, Mr. YANG has received a basic annual salary of RMB1,700,000.

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 37, was appointed as an executive Director on 4 December 2006. He is also the general manager 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 since 1997. Mr. YANG has approximately 15 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 listed companies in the last three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. YANG together with his associates have direct interest in 3,388,043 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 controlling Shareholder and an executive Director, 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 three years commencing on 1 January 2010 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 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 2011, Mr. YANG has received a basic annual salary of RMB1,900,000.

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.

TONG Wui Tung, Ronald, aged 61, was appointed independent non-executive Director on 4 December 2006. He is also a member of the audit committee and the remuneration 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. He is also a Notary Public and a China Appointed Attesting Officer, and is 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 Sinopoly Battery 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 does not have any interest in Shares 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 2011 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. For the year ended 31 December 2011, Mr. TONG has received an annual fee of RMB300,000.

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.

NOTICE OF THE ANNUAL GENERAL MEETING



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 OF THE ANNUAL GENERAL MEETING

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 Thursday, 26 April 2012 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 2011.
2. To consider and approve the payment of a final dividend of RMB12.96 cents for the year ended 31 December 2011 to be satisfied wholly by way of scrip shares without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.
3. To re-elect directors of the Company (the “Directors”) and to authorize the board of Directors to fix the Directors’ remuneration.
4. To re-appoint auditor 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);

NOTICE OF THE ANNUAL GENERAL MEETING

(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

(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

NOTICE OF THE ANNUAL GENERAL MEETING

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
 - (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 resolutions 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, 23 March 2012

NOTICE OF THE ANNUAL GENERAL MEETING

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 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.
3. The register of members of the Company will be closed from Friday, 20 April 2012 to Thursday, 26 April 2012, 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 19 April 2012.
4. 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 Friday, 4 May 2012. The register of members of the Company will be closed on Friday, 4 May 2012, during which date no transfer of shares will be registered. In order to determine the identity of the shareholders who are qualified 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 3 May 2012.
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 23 March 2012. 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 thirteen Directors, of which Mr. YEUNG Kwok Keung, Mr. MO Bin, Ms. YANG Huiyan, Ms. YANG Ziying, Mr. YANG Erzhu, Mr. SU Rubo, Mr. ZHANG Yaoyuan, Mr. OU Xueming, Mr. YANG Zhicheng and Mr. YANG Yongchao are executive Directors and Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham and Mr. TONG Wui Tung, Ronald are independent non-executive Directors.