



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 21 MAY 2014

I/We ⁽¹⁾ _____ (name)
of _____ (address)
being the registered holder(s) of ⁽²⁾ _____ shares
of HK\$0.10 each (the "Shares") in the capital of Country Garden Holdings Company Limited (the "Company") hereby
appoint ^(3 & 4) _____ (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 Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Wednesday, 21 May 2014 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.

Ordinary Resolutions		For ⁽⁵⁾	Against ⁽⁵⁾
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 2013.		
2.	To declare a final dividend of RMB16.83 cents per share for the year ended 31 December 2013 (with scrip option).		
3.	(a) (1) To re-elect Ms. YANG Huiyan as a director. (2) To re-elect Mr. MO Bin as a director. (3) To re-elect Mr. ZHU Rongbin as a director. (4) To re-elect Ms. YANG Ziyi as a director. (5) To re-elect Mr. OU Xueming as a director. (6) To re-elect Mr. YANG Zhicheng as a director. (7) To re-elect Mr. YANG Yongchao as a director. (8) To re-elect Mr. XIE Shutai as a director. (9) To re-elect Mr. SONG Jun as a director. (10) To re-elect Mr. LIANG Guokun as a director. (11) To re-elect Mr. SU Baiyuan as a director. (12) To re-elect Mr. WU Jianbin as a director. (13) To re-elect Mr. SHEK Lai Him, Abraham as a director. (14) To re-elect Mr. TONG Wui Tung, Ronald as a director. (15) To re-elect Mr. LIU Hongyu as a director. (16) To re-elect Mr. MEI Wenjue as a director. (17) To re-elect Mr. YEUNG Kwok On as a director. (b) To authorize the board of directors of the Company to fix the directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company and authorize the board of directors of the Company to fix their remuneration.		
5.	To grant a general mandate to the directors of the Company to issue new shares not exceeding 20% of the issued shares of the Company.		
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued shares of the Company.		
7.	To extend the general mandate to be granted to the directors of the Company to issue new shares of the Company by adding it the number of shares repurchased under the general mandate to repurchase share of the Company.		

Dated: _____, 2014

Signature ⁽⁶⁾: _____

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, but must attend the meeting in person to represent you. Any alterations made in this form should be initialled by the person who signs it.
- Please insert the name and address of the proxy desired and strike out the words "or failing him, the chairman of the meeting". **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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.