

IMPORTANT

Excess application form no.

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS FORM OF APPLICATION FOR EXCESS RIGHTS SHARES ("EAF") OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

THIS EAF IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR EXCESS RIGHTS SHARES IN ADDITION TO THOSE ENTITLED BY HIM/HER/IT/THEM UNDER THE RIGHTS ISSUE. APPLICATIONS MUST BE RECEIVED BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 8 OCTOBER 2014.

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Terms defined in the prospectus issued by Country Garden Holdings Company Limited dated 22 September 2014 (the "Prospectus") have the same meanings herein unless the context requires otherwise.

A copy of each of the Rights Issue Documents, together with the document mentioned in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, has been registered by the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong takes no responsibility as to the contents of any of the documents referred to above.

Dealing in Shares and Rights Shares in their nil-paid form and full-paid form may be settled through CCASS and you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

SUBJECT TO CERTAIN EXCEPTIONS, THIS PAL AND THE ACCOMPANYING EAF ARE NOT FOR DISTRIBUTION IN OR INTO THE SPECIFIED TERRITORIES. THIS PAL, THE EAF, THE NIL PAID RIGHTS AND THE RIGHTS SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OR UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR UNDER THE SECURITIES LAWS OF ANY OF THE SPECIFIED TERRITORIES. SUBJECT TO CERTAIN EXCEPTIONS, NONE OF THIS PAL, THE NIL PAID RIGHTS AND THE RIGHTS SHARES MAY BE OFFERED, SOLD, TAKEN UP, RENOUNCED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR ITS TERRITORIES OR POSSESSIONS, ANY OF THE SPECIFIED TERRITORIES OR IN ANY OTHER COUNTRY, TERRITORY OR POSSESSION WHERE TO DO SO MAY CONTRAVENE LOCAL SECURITIES LAWS OR REGULATIONS. PERSONS INTO WHOSE POSSESSION THIS DOCUMENT AND/OR ANY OTHER RIGHTS ISSUE DOCUMENTS COME SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTIONS.



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)

**RIGHTS ISSUE OF 1,271,988,736 RIGHTS SHARES
IN THE PROPORTION OF ONE (1) RIGHTS SHARE FOR
EVERY FIFTEEN (15) EXISTING SHARES HELD ON THE RECORD DATE
AT HK\$2.50 PER RIGHTS SHARE
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 8 OCTOBER 2014
FORM OF APPLICATION FOR EXCESS RIGHTS SHARES**

Name(s) and address of the Qualifying Shareholder(s)

[Empty box for Name(s) and address of the Qualifying Shareholder(s)]

Application can only be made by the registered Qualifying Shareholder(s) named here.

[Empty box for To: The Directors, Country Garden Holdings Company Limited]

To: **The Directors,
Country Garden Holdings Company Limited**

Dear Sirs and Madam,

I/We, being the Qualifying Shareholder(s) named above, hereby irrevocably apply for _____ excess Rights Share(s) at the subscription price of HK\$2.50 per Rights Share, in respect of which I/we enclose a separate remittance by cheque or banker's cashier order in favour of "Country Garden Holdings Company Limited — EAF" and crossed "Account Payee Only" issued for HK\$ _____ being the payment in full on application for the above number of excess Rights Shares.

I/We hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above my/our share certificates for the number of excess Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the sole discretion of the Directors. I/We acknowledge that I am/we are not guaranteed to be allotted any of the excess Rights Shares applied for.

I/We hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the memorandum and articles of association of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such excess Rights Shares.

(1) _____ (2) _____ (3) _____ (4) _____
Signature(s) of applicant(s) (all joint applicants must sign)

Date: _____ 2014

PROCEDURE FOR ACCEPTANCE

This EAF should be completed and lodged, together with payment of HK\$2.50 per Rights Share for the number of excess Rights Shares applied for by a cheque or banker's cashier order, with the Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received by no later than 4:00 p.m. on Wednesday, 8 October 2014. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "Country Garden Holdings Company Limited — EAF" and crossed "Account Payee Only".

Completion and return of this EAF together with a cheque or banker's cashier order in payment for the excess Rights Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this EAF is liable to be rejected.

**A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN**

(For office use only)

Application number	Number of excess Rights Shares applied for	Amount paid on application	Balance refunded
		HK\$	HK\$

QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS

To qualify for the Rights Issue and to apply for excess Rights Shares under this EAF, a Shareholder must be registered as a member of the Company as at 19 September 2014 and must not be a Non-Qualifying Shareholder.

Non-Qualifying Shareholders are Overseas Shareholders and Shareholders or Beneficial Owners who are otherwise known by the Company to be residents in places outside Hong Kong and to whom the Directors, based on enquiries made by the Directors, consider it necessary or expedient to exclude from the Rights Issue, on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in those places. The Rights Issue has not been and will not be extended to the Non-Qualifying Shareholders.

For the purposes of the Rights Issue, the Non-Qualifying Shareholders are:

- (1) Shareholders whose name(s) appeared in the register of members of the Company at the close of business on the Record Date and whose address(es) as shown in such register is/are in any of the Specified Territories, except for those Shareholders in the Accepted Jurisdictions or those Shareholders who fulfil, to the satisfaction of the Company, the relevant requirements specified in the section headed "Limited categories of persons in the Specified Territories who may be able to take up their Nil Paid Rights to subscribe for the Rights Shares under the Rights Issue and Apply for Excess Rights Shares" below; and
- (2) any Shareholder(s) or Beneficial Owner(s) at that time who is/are otherwise known by the Company to be resident in any of the Specified Territories (other than the Accepted Jurisdictions), except for those Shareholders or Beneficial Owners who fulfil, to the satisfaction of the Company, the relevant requirements specified in the section headed "Limited categories of persons in the Specified Territories who may be able to take up their Nil Paid Rights to subscribe for the Rights Shares under the Rights Issue and Apply for Excess Rights Shares" below.

Receipt of this EAF and/or any other Rights Issue Document does not and will not constitute an offer in those jurisdictions where the Directors, based on enquiries made by the Directors, consider it would be unlawful to make an offer and, in those circumstances, this EAF and/or the other Rights Issue Documents must be treated as sent for information only and should not be copied or redistributed. Any persons (including, without limitation any agents, custodians, nominees and trustees) who receive a copy of this EAF and/or any other Rights Issue Document should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer Nil Paid Rights to any person in any of the Specified Territories or any territory in which it would be unlawful to extend the Rights Issue. If an EAF is received by any person in any such territory, or by his/her agent or nominee, he/she must not seek to apply for any excess Rights Shares under this EAF unless such person is able to demonstrate to the satisfaction of the Company, or the Company determines at its absolute discretion that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this EAF or any other Rights Issue Document in, into or from any Specified Territory (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

Notwithstanding any other provision in this EAF or any other Rights Issue Document, the Company reserves the right to permit any Shareholder or Beneficial Owner to apply for excess Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question would not result in a contravention of any registration or other legal requirements in any jurisdiction.

LIMITED CATEGORIES OF PERSONS IN THE SPECIFIED TERRITORIES WHO MAY BE ABLE TO TAKE UP THEIR NIL-PAID RIGHTS TO SUBSCRIBE FOR THE RIGHT SHARES UNDER THE RIGHTS ISSUE AND APPLY FOR EXCESS RIGHTS SHARES

Notwithstanding what is said in the section headed "Qualifying Shareholders and Non-Qualifying Shareholders" above, the following limited categories of persons in the Specified Territories may be able to take up their rights under the Rights Issue and apply for excess Rights Shares:

- (1) Shareholders and Beneficial Owners in the United States are generally Non-Qualifying Shareholders. However, Shareholders and Beneficial Owners in the United States who the Company reasonably believes are QIBs may be able to take up their Nil Paid Rights and subscribe for Rights Shares being offered in the Rights Issue in transactions exempt from registration requirements under the US Securities Act, provided that they fulfil the relevant requirements to the satisfaction of the Company; and
- (2) the Company reserves the absolute discretion in determining whether to allow any participations in the Rights Issue as well as the identity of the persons who may be allowed to participate in any of the Specified Territories. Shareholders and Beneficial Owners in any of the Specified Territories may still participate in the Rights Issue, subject to the Company's absolute discretion, provided that such Shareholders and Beneficial Owners are able to provide the Company with evidence, to the Company's satisfaction, that they fulfil relevant requirements in the relevant jurisdiction(s). For Beneficial Owners in any of the Specified Territories who want to participate in the Rights Issue, please contact your intermediary to make the necessary arrangements.

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this EAF, each subscriber of excess Rights Shares hereby represents and warrants to each of the Company and the Joint Underwriters and to any person acting on their behalf, unless, in their sole discretion, the Company and the Joint Underwriters waive such requirement expressly in writing that:

- (1) he/she/it was a Shareholder as at the Record Date, or he/she/it lawfully acquired or may lawfully acquire the Nil Paid Rights, directly or indirectly, from such a person;
- (2) he/she/it may lawfully be offered, take up, exercise, obtain, subscribe for and receive the Nil Paid Rights and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- (3) subject to certain exceptions, he/she/it is not resident or located in, or a citizen of, the United States or any other Specified Territory;
- (4) subject to certain exceptions, he/she/it is not accepting an offer to acquire, take up or exercise the Nil Paid Rights or subscribe for or accept Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of, the United States at the time the instruction to accept was given;
- (5) he/she/it is not doing so for the account of any person who is located in the United States, unless:
 - (a) the instruction to acquire or take up the Nil Paid Rights or to subscribe for or accept Rights Shares was received from a person outside the United States; and
 - (b) the person giving such instruction has confirmed that it (i) has the authority to give such instruction, and (ii) either (x) has investment discretion over such account or (y) is an investment manager or investment company that is acquiring the Rights Shares in an "offshore transaction" within the meaning of Regulation S under the US Securities Act;
- (6) he/she/it is acquiring the Nil Paid Rights and/or the Rights Shares in an "offshore transaction" as defined in Regulation S under the US Securities Act;
- (7) he/she/it has not been offered the Rights Shares by means of any "directed selling efforts" as defined in Regulation S under the US Securities Act;
- (8) he/she/it is not acquiring or taking up the Nil Paid Rights or subscribing for or accepting Rights Shares with a view to the offer, sale, transfer, delivery or distribution, directly or indirectly, of such Nil Paid Rights or Rights Shares into the United States or any other Specified Territory; and
- (9) he/she/it understands that neither the Nil Paid Rights nor the Rights Shares have been or will be registered under the US Securities Act or with any securities regulatory authority of any state, territory, or possession of the United States and the Nil Paid Rights and the Rights Shares are being distributed and offered outside the United States in reliance on Regulation S under the US Securities Act. Consequently he/she/it understands the Nil Paid Rights and the Rights Shares may not be offered, sold, pledged or otherwise transferred in or into the United States, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representations and warranties. Notwithstanding the representations above, the Company may offer the Nil Paid Rights or the Rights Shares in the United States to persons whom the Company reasonably believes to be QIBs in transactions exempt from the registration requirements under the US Securities Act, provided that such persons fulfil the relevant requirements to the satisfaction of the Company.

GENERAL

You will be notified of any allotment of excess Rights Shares made to you. If no excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque despatched by ordinary post to you by no later than Wednesday, 15 October 2014, at your own risk. If the number of excess Rights Shares allotted to you is less than that applied for, it is expected that the surplus application monies will also be refunded to you by means of a cheque despatched by ordinary post to you, without interest, by no later than Wednesday, 15 October 2014, at your own risk. Any such cheque will be drawn in favour of the applicant(s) named on this form.