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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)

CONSENT SOLICITATION IN RESPECT OF

- (i) 7.50% SENIOR NOTES DUE 2023,**
- (ii) 7.25% SENIOR NOTES DUE 2021,**
- (iii) 7.875% SENIOR NOTES DUE 2019,**
- (iv) 7.50% SENIOR NOTES DUE 2019, AND**
- (v) 7.50% SENIOR NOTES DUE 2020**

Country Garden Holdings Company Limited (the “**Company**”) today announced a solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposals**”) to:

- the indenture, dated as of January 10, 2013 (as supplemented or amended to the date hereof, the “**2023 Notes Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, as trustee, governing its 7.50% Senior Notes due 2023 (CUSIP: 22234X AF6, Common Code: 087198090, ISIN: US22234XAF69 (Rule 144A) and CUSIP: G24524 AG8, Common Code: 087198111, ISIN: USG24524AG84 (Regulation S)) (the “**2023 Notes**”);
- the indenture, dated as of October 4, 2013 (as supplemented or amended to the date hereof, the “**2021 Notes Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, as trustee, governing its 7.25% Senior Notes due 2021 (CUSIP: 22234X AG4, Common Code: 097586616, ISIN: US22234XAG43 (Rule 144A) and CUSIP: G24524 AH6, Common Code: 097586837, ISIN: USG24524AH67 (Regulation S)) (the “**2021 Notes**”);

- the indenture, dated as of May 27, 2014 (as supplemented or amended to the date hereof, the “**2019 Notes Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, as trustee, governing its 7.875% Senior Notes due 2019 (CUSIP: 22234X AH2, Common Code: 106485542, ISIN: US22234XAH26 (Rule 144A) and CUSIP: G24524 AJ2, Common Code: 106485577, ISIN: USG24524AJ24 (Regulation S)) (the “**2019 Notes**”);
- the indenture, dated as of June 5, 2014 (as supplemented or amended to the date hereof, the “**Private Notes Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, London Branch, as trustee, governing its 7.50% Senior Notes due 2019 (Common Code: 106893764, ISIN: XS1068937645) (the “**Private Notes**”); and
- the indenture, dated as of March 9, 2015 (as supplemented or amended to the date hereof, the “**2020 Notes Indenture**” and, together with the 2023 Notes Indenture, the 2021 Notes Indenture, the 2019 Notes Indenture and the Private Notes Indenture, the “**Indentures**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Bank of New York Mellon, London Branch, as trustee, governing its 7.50% Senior Notes due 2020 (Common Code: 116477602, ISIN: XS1164776020) (the “**2020 Notes**” and, together with the 2023 Notes, the 2021 Notes, the 2019 Notes and the Private Notes, the “**Notes**” and, each a “**Series**”).

The principal purpose of the Consent Solicitation and the Proposals is to (i) amend certain provisions in the 2023 Notes Indenture, the 2021 Notes Indenture, the 2019 Notes Indenture and the Private Notes Indenture to bring them into conformity with the 2020 Notes Indenture; and (ii) introduce certain new amendments to the Indentures which would enable the Company to become more adaptive to the fast-changing competition landscape and regulatory environment, and increase the flexibility for the Company to implement its business plans in the future.

The record date for the Consent Solicitation is 5:00 p.m. New York City Time with respect to the 2023 Notes, the 2021 Notes and the 2019 Notes and 5:00 p.m. Central European Time with respect to the Private Notes and the 2020 Notes, in each case on December 1, 2015 (the “**Record Date**”). The Consent Solicitation will expire at 5:00 p.m. New York City Time with respect to the 2023 Notes, the 2021 Notes and the 2019 Notes and 5:00 p.m. Central European Time with respect to the Private Notes and the 2020 Notes, in each case on December 16, 2015, unless extended or terminated by the Company.

The Company is offering to the holders of the Notes as of the Record Date a consent fee of US\$2.50 for each US\$1,000 in principal amount of the Notes in respect of which such holder has validly delivered (and has not validly revoked) a consent pursuant to the terms of the relevant Consent Solicitation Statements (as defined below) on or prior to the expiration of the Consent Solicitation.

For the 2023 Notes, the Company's obligation to accept consents and pay the consent fee to the holders of the 2023 Notes is conditioned on, among other things, (i) there being validly delivered consents (and not validly revoked) from the holders of not less than a majority in aggregate principal amount of the outstanding 2023 Notes pursuant to the terms of this Consent Solicitation; and (ii) an affirmative determination by the Company that accepting the consents with respect to the 2023 Notes, paying the consent fee to the holders of the 2023 Notes and effecting the transactions contemplated by the Consent Solicitation with respect to the 2023 Notes are in the best interest of the Company.

For the 2021 Notes, the Company's obligation to accept consents and pay the consent fee to the holders of the 2021 Notes is conditioned on, among other things, (i) there being validly delivered consents (and not validly revoked) from the holders of not less than a majority in aggregate principal amount of the outstanding 2021 Notes pursuant to the terms of this Consent Solicitation; and (ii) an affirmative determination by the Company that accepting the consents with respect to the 2021 Notes, paying the consent fee to the holders of the 2021 Notes and effecting the transactions contemplated by the Consent Solicitation with respect to the 2021 Notes are in the best interest of the Company.

For the 2019 Notes, the Company's obligation to accept consents and pay the consent fee to the holders of the 2019 Notes is conditioned on, among other things, (i) there being validly delivered consents (and not validly revoked) from the holders of not less than a majority in aggregate principal amount of the outstanding 2019 Notes pursuant to the terms of this Consent Solicitation; and (ii) an affirmative determination by the Company that accepting the consents with respect to the 2019 Notes, paying the consent fee to the holders of the 2019 Notes and effecting the transactions contemplated by the Consent Solicitation with respect to the 2019 Notes are in the best interest of the Company.

For the Private Notes, the Company's obligation to accept consents and pay the consent fee to the holders of the Private Notes is conditioned on, among other things, (i) there being validly delivered consents (and not validly revoked) from the holders of not less than a majority in aggregate principal amount of the outstanding Private Notes pursuant to the terms of this Consent Solicitation; and (ii) an affirmative determination by the Company that accepting the consents with respect to the Private Notes, paying the consent fee to the holders of the Private Notes and effecting the transactions contemplated by the Consent Solicitation with respect to the Private Notes are in the best interest of the Company.

For the 2020 Notes, the Company's obligation to accept consents and pay the consent fee to the holders of the 2020 Notes is conditioned on, among other things, (i) there being validly delivered consents (and not validly revoked) from the holders of not less than a majority in aggregate principal amount of the outstanding 2020 Notes pursuant to the terms of this Consent Solicitation; and (ii) an affirmative determination by the Company that accepting the consents with respect to the 2020 Notes, paying the consent fee to the holders of the 2020 Notes and effecting the transactions contemplated by the Consent Solicitation with respect to the 2020 Notes are in the best interest of the Company.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposals, holders of the 2023 Notes, the 2021 Notes and the 2019 Notes should refer to the consent solicitation statement dated December 2, 2015 (the “**144A Notes Consent Solicitation Statement**”) prepared for the 2023 Notes, the 2021 Notes and the 2019 Notes, and holders of the Private Notes and the 2020 Notes should refer to the consent solicitation statement dated December 2, 2015 (the “**Regulation S Notes Consent Solicitation Statement**” and, together with the 144A Notes Consent Solicitation Statement, the “**Consent Solicitation Statements**” and each, a “**Consent Solicitation Statement**”) prepared for the Private Notes and the 2020 Notes. The Consent Solicitation Statements will be distributed to the holders of the respective Series by D.F. King, the information and tabulation agent for the Consent Solicitation. The Company has engaged Merrill Lynch International and Morgan Stanley & Co. International plc to act as solicitation agents for the Consent Solicitation. Questions from holders of Notes regarding the Consent Solicitation should be directed to the solicitation agents for the Consent Solicitation, Merrill Lynch International, at 2 King Edward Street, London EC1A 1HQ, United Kingdom, attention: Liability Management Team, facsimile: +44 20 7995 8582, with a copy to Merrill Lynch (Asia Pacific) Limited, at 38/F Cheung Kong Center, 2 Queen’s Road Central, Central, Hong Kong, attention: Debt Capital Markets Syndicate, facsimile: +852 3009 0864; and Morgan Stanley Asia Limited, at Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, telephone: +852 3963 0371, attention: Debt Capital Markets, or Morgan Stanley & Co. LLC, at Floor 04, 1585 Broadway, New York, New York 10036, U.S.A., telephone: +800 624 1808, attention: Liability Management Group, or Morgan Stanley & Co. International plc, at 25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom, telephone: +44 20 7677 0473, attention: Liability Management. Requests for additional copies of the Consent Solicitation Statements should be directed to the information and tabulation agent for the Consent Solicitation, D.F. King, in London on +44 20 7920 9700, in New York on +1 212 269 5550 or +1 800 511 9495, and in Hong Kong on +852 3953 7230 or via email on countrygarden@dfkingltd.com.

This announcement is not a solicitation of consent with respect to any Series of the Notes. The Consent Solicitation is being made solely by the Consent Solicitation Statements, which set forth a detailed description of the terms of the Consent Solicitation with respect to the relevant Series of the Notes.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons who come into possession of this announcement are required to inform themselves about, and to observe, any such restrictions.

As there is no assurance that the requisite consents necessary for the Proposals will be obtained, shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the scheduled expiration date and payment of the consent fee, 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 and price for any Series of the Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the debt markets in general; and the occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.

By order of the board

Country Garden Holdings Company Limited
WU Jianbin
Executive Director

Hong Kong, December 2, 2015

As of the date of this announcement, the executive directors of the Company are Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Vice Chairman), Mr. MO Bin (President), Mr. ZHU Rongbin (Associate President), Mr. WU Jianbin (Chief Financial Officer), Ms. YANG Ziying, Mr. SU Rubo, Mr. OU Xueming, Mr. YANG Zhicheng, Mr. XIE Shutai, Mr. SONG Jun, Mr. LIANG Guokun and Mr. SU Baiyuan. The independent non-executive directors of the Company are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Ronald, Mr. HUANG Hongyan, Ms. HUANG Xiao, Mr. LIU Hongyu, Mr. MEI Wenjue and Mr. YEUNG Kwok On.