

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. No public offer of securities is to be made by the Company in the United States.



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)

RESULTS OF CONSENT SOLICITATION AND EXECUTION OF SUPPLEMENTAL INDENTURES 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**

Reference is made to the announcement by Country Garden Holdings Company Limited (the “**Company**”) on December 2, 2015 (the “**Announcement**”) in relation to the solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposals**”), as described therein, to the 2023 Notes Indenture, the 2021 Notes Indenture, the 2019 Notes Indenture, the Private Notes Indenture and the 2020 Notes Indenture (collectively, the “**Indentures**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

As indicated in the 144A/Regulation S Notes Consent Solicitation Statement dated December 2, 2015 with respect to the 2023 Notes, the 2021 Notes and the 2019 Notes, and Regulation S Notes Consent Solicitation Statement dated December 2, 2015 with respect to the Private Notes and the 2020 Notes, the Consent Solicitation period expired at 5:00 p.m. New York City Time on December 16, 2015 with respect to the 2023 Notes, the 2021 Notes and the 2019 Notes, and 5:00 p.m. Central European Time on December 16, 2015 with respect to the Private Notes and the 2020 Notes. The Company announces that it has received the requisite consents necessary for the Proposals to each of the Indentures.

As the requisite consents have been obtained, the Company and the Subsidiary Guarantors are pleased to announce the execution of a supplemental indenture with respect to each of the Indentures (collectively, the “**Supplemental Indentures**”) on December 17, 2015 (the “**Effective Time**”), by and among the Company, the Subsidiary Guarantors and, in each case, the relevant trustee, giving effect to the Proposals in compliance with the conditions contained in each of the Indentures. The Supplemental Indentures bring certain terms of the 2023 Notes Indenture, the 2021 Notes Indenture, the 2019 Notes Indenture and the Private Notes Indenture into conformity with the 2020 Notes Indenture, as well as 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 Company will send copies of the relevant Supplemental Indentures to holders of the relevant Series of the Notes upon request.

For a detailed statement of the Proposals, holders of the Notes should refer to the relevant Consent Solicitation Statements and to the related documents.

The Company has arranged to pay any Consent Fee (as defined in the Consent Solicitation Statements) due as soon as practicable in accordance with the terms set forth in the Consent Solicitation Statements.

Each of the Supplemental Indentures will not become operative until the Company has paid the Consent Fee to the holders of each Series of the Notes who have validly delivered and not validly revoked the consents pursuant to the Consent Solicitation. From and after the Effective Time, each present and future holder of each Series of the Notes will be bound by the terms of the relevant Indentures as amended by the relevant Supplemental Indentures, whether or not such holder has delivered Consent.

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.

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the 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.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
Country Garden Holdings Company Limited
WU Jianbin
Executive Director

Foshan, Guangdong Province, the PRC, December 17, 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 Ziyang, 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. MEI Wenjue and Mr. YEUNG Kwok On.