



# 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 20 MAY 2015

I/We <sup>(1)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares  
of HK\$0.10 each (the "Shares") in the capital of Country Garden Holdings Company Limited (the "Company") hereby appoint <sup>(3 & 4)</sup> \_\_\_\_\_  
\_\_\_\_\_ (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 Ballroom (Salons 1-4), Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 20 May 2015 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 <sup>(5)</sup>	Against <sup>(5)</sup>
1.	To receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditor's report for the year ended 31 December 2014.		
2.	To declare a final dividend of RMB14.75 cents per share for the year ended 31 December 2014.		
3.	(a) (i) To re-elect Mr. YEUNG Kwok Keung as an executive director of the Company.		
	(ii) To re-elect Mr. YANG Erzhu as an executive director of the Company.		
	(iii) To re-elect Mr. SU Rubo as an executive director of the Company.		
	(iv) To re-elect Mr. OU Xueming as an executive director of the Company.		
	(v) To re-elect Mr. YANG Zhicheng as an executive director of the Company.		
	(vi) To re-elect Mr. LAI Ming, Joseph as an independent non-executive director of the Company.		
	(vii) To re-elect Mr. HUANG Hongyan as an independent non-executive director of the Company.		
	(viii) To re-elect Ms. HUANG Xiao as an independent non-executive director of the Company.		
	(b) To authorize the board of directors of the Company to fix the directors' remuneration of the Company.		
4.	To re-appoint PricewaterhouseCoopers as auditor 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 buy back 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 bought back under the general mandate to buy back share of the Company.		

Date: \_\_\_\_\_, 2015

Signature <sup>(6)</sup>: \_\_\_\_\_

#### 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 or to abstain from voting. 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 and transfer office, 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.