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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)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 20 MAY 2010 AND DIVIDEND PAYMENT**

The Board is pleased to announce that the resolutions as set out in the notice of AGM were put to the AGM for voting by poll and approved by the Shareholders including, inter alia, the proposal of the payment of final dividend, with the Shareholders being given an option to elect to receive New Shares under the Scrip Dividend Proposal.

#### **1. POLL RESULTS OF ANNUAL GENERAL MEETING**

The board of directors (the "Board") of Country Garden Holdings Company Limited (the "Company") is pleased to announce that the resolutions as set out in the notice of annual general meeting of the Company dated 7 April 2010 were put to the annual general meeting of the Company held on 20 May 2010 (the "AGM") for voting by poll and approved by the shareholders of the Company (the "Shareholder(s)") including, inter alia, the proposal of the payment of final dividend for the year ended 31 December 2009, with the Shareholders being given an option to elect to receive such final dividend all in new shares of the Company (the "New Share(s)") or partly in New Shares and partly in cash (the "Scrip Dividend Proposal").

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as scrutineers for purpose of counting the votes at the AGM.

As at the date of AGM, the total number of shares of the Company (the "Shares") entitling the holder to attend and vote for or against all the resolutions at the AGM was 16,451,419,578 Shares. There is no restriction on any Shareholders casting votes on any of the resolutions at the AGM.

The poll results in respect of the resolutions were as follows:

ORDINARY RESOLUTIONS		FOR		AGAINST	
		Number of votes (Shares)	Percentage of the total number of votes	Number of votes (Shares)	Percentage of the total number of votes
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 2009.	12,399,191,933	99.99%	1,009	0.01%
2.	To declare a final dividend.	12,416,478,086	100.00%	0	0.00%
3.	(a) To re-elect Mr. YANG Erzhu as director.	11,954,148,668	99.90%	12,329,418	0.10%
	(b) To re-elect Mr. YANG Zhicheng as director.	12,404,753,468	99.91%	11,724,618	0.09%
	(c) To re-elect Mr. YANG Yongchao as director.	12,382,237,134	99.72%	34,240,952	0.28%
	(d) To re-elect Mr. LAI Ming, Joseph as director.	12,416,452,076	99.99%	25,010	0.01%
	(e) To authorize the Board to fix the directors' fee.	12,415,380,037	99.99%	1,098,049	0.01%
4.	To re-appoint auditors of the Company and authorize the Board to fix their remunerations.	12,416,473,076	99.99%	5,010	0.01%
5.	To grant a general mandate to the directors to issue Shares.	12,309,086,279	99.14%	107,391,807	0.86%
6.	To grant a general mandate to the directors to repurchase Shares.	12,416,472,086	99.99%	6,000	0.01%
7.	To extend the general mandate to issue Shares by adding thereto the Shares repurchased by the Company.	12,309,168,289	99.14%	107,309,806	0.86%

As a majority of the votes were cast in favour of each of the resolutions, all the resolutions proposed at the AGM were duly passed as ordinary resolutions of the Company.

## 2. DIVIDEND PAYMENT

The proposal for the payment of final dividend of RMB4.50 cents per Share in cash with Scrip Dividend Proposal to the Shareholders was approved at the AGM. The relevant exchange rate will be the average middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the period from 14 May 2010 to 20 May 2010 (RMB1 = HK\$0.875962). Accordingly, the amount of final dividend payable in Hong Kong dollars will be Hong Kong 5.14 cents per Share.

A circular giving full details of the Scrip Dividend Proposal together with the relevant form of election will be sent to the Shareholders on or around 4 June 2010. It is excepted that the certificates for the New Shares and/or cheques for cash entitlements will be despatched to the Shareholders on or around 2 July 2010.

By Order of the Board  
**Country Garden Holdings Company Limited**  
**HUEN Po Wah**  
*Company Secretary*

Hong Kong, 20 May 2010

*As at the date of this announcement, the executive directors are Mr. YEUNG Kwok Keung, Mr. CUI Jianbo, Ms. YANG Huiyan, Mr. YANG Erzhu, Mr. SU Rubo, Mr. ZHANG Yaoyuan, Mr. OU Xueming, Mr. YANG Zhicheng and Mr. YANG Yongchao. The independent non-executive directors are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham and Mr. TONG Wui Tung, Ronald.*

<http://www.countrygarden.com.cn>