



**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)**

**ANNOUNCEMENT**

**RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 17 APRIL 2008  
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 which shall be distributed to the Shareholders on or about 30 April 2008.

**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 25 March 2008 were put to the annual general meeting of the Company held on 17 April 2008 (the “AGM”) for voting by poll and approved by the shareholders of the Company (the “Shareholders”) including, inter alia, the proposal for the payment of final dividend for the year ended 31 December 2007. The poll results of the ordinary resolutions are summarized as follows:-

	Ordinary Resolutions	No. of votes cast and percentage of total no. of votes cast		Total no. of votes cast
		For	Against	
1.	To receive and approve the audited consolidated financial statements and the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2007.	14,413,519,124 (99.9996%)	54,000 (0.0004%)	14,413,573,124
2.	To declare a final dividend.	14,408,940,977 (99.9996%)	54,000 (0.0004%)	14,408,994,977

	Ordinary Resolutions	No. of votes cast and percentage of total no. of votes cast		Total no. of votes cast
		For	Against	
3.	(a) To re-elect Mr. Yeung Kwok Keung as director.	14,096,151,756 (97.7721%)	321,199,768 (2.2279%)	14,417,351,524
	(b) To re-elect Mr. Su Rubo as director.	14,416,161,624 (99.9918%)	1,187,900 (0.0082%)	
	(c) To re-elect Mr. Zhang Yaoyuan as director.	14,416,161,624 (99.9918%)	1,187,900 (0.0082%)	
	(d) To re-elect Mr. Shek Lai Him, Abraham as director.	14,416,411,324 (99.9837%)	2,349,800 (0.0163%)	
	(e) To authorize the board of directors of the Company to fix the directors' fee.	14,417,058,224 (99.9976%)	350,900 (0.0024%)	
4.	To re-appoint auditors of the Company and authorize the board of directors of the Company to fix their remunerations.	14,418,528,124 (99.9996%)	60,000 (0.0004%)	14,418,588,124
5.	To grant a general mandate to the directors of the Company to issue shares.	14,036,166,869 (97.3796%)	377,693,708 (2.6204%)	14,413,860,577
6.	To grant a general mandate to the directors of the Company to repurchase shares.	14,408,485,977 (99.9999%)	8,000 (0.0001%)	14,408,493,977
7.	To extend the general mandate to issue shares of the Company by adding thereto the shares repurchased by the Company.	14,044,147,869 (97.4450%)	368,238,708 (2.5550%)	14,412,386,577

As more than 50% of the votes were cast in favour of each resolution, all the resolutions were duly passed as ordinary resolutions.

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 16,360,000,000 Shares. There were no Shares entitling the holders to attend and vote only against any of the resolutions at the AGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, acted as scrutineer for the vote-taking at the AGM.

## 2. DIVIDEND PAYMENT

The proposal for the payment of final dividend of RMB9.52 cents per share to 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 11 April 2008 to 17 April 2008 (RMB1 = HK\$1.1134). Accordingly, the amount of final dividend payable in Hong Kong dollars will be Hong Kong 10.6 cents per share. The dividend warrants will be distributed to the Shareholders on or before 30 April 2008.

By Order of the Board  
**COUNTRY GARDEN HOLDINGS COMPANY LIMITED**  
**HUEN Po Wah**  
*Company Secretary*

Hong Kong, 17 April 2008

*As at the date of this announcement, the executive directors of the Company 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 of the Company are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham and Mr. TONG Wui Tung, Ronald.*