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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)

SUBSCRIPTION OF NEW SHARES AND RESUMPTION OF TRADING

On 1 April 2015, the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Subscriber has agreed to subscribe 2,236,200,000 new Shares at the Subscription Price of HK\$2.816 per Share. The Subscription Shares represent approximately 10.99% of the existing issued share capital of the Company and approximately 9.90% of the Company's issued share capital as enlarged by the Subscription.

The Subscription is conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares.

At the request of the Company, trading in its Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 1 April 2015 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange from 9:00 a.m. on 2 April 2015.

The Subscription Agreement

Date: 1 April 2015

Parties

- (a) the Company; and
- (b) the Subscriber

The Subscriber is a subsidiary of China Ping An. The Subscriber is principally engaged in the provision of life insurance services. To the best knowledge of the Directors, the Subscriber and its ultimate beneficial owners are independent of and not connected with the Company and its connected persons.

Subscription Shares

2,236,200,000 new Shares, representing approximately 10.99% of the existing issued share capital of the Company, and approximately 9.90% of the issued share capital of the Company as enlarged by the Subscription.

Subscription Price

The Subscription Price of HK\$2.816 per Share was arrived at after arm's length negotiations between the Subscriber and the Company and after having considered the recent market price of the Shares.

The Subscription Price represents:

- (i) the discount of approximately 10.03% to the closing price of HK\$3.13 per Share as quoted on the Stock Exchange on 31 March 2015, the last trading day immediately preceding the date of the Subscription Agreement;
- (ii) a discount of approximately 7.79% to the average closing price of HK\$3.054 per Share as quoted on the Stock Exchange for the last five trading days up to and including 31 March 2015; and
- (iii) a discount of approximately 6.16% to the average closing price of HK\$3.001 per Share as quoted on the Stock Exchange for the last 10 trading days up to and including 31 March 2015.

Given that the Subscription Price was set with reference to the recent market price of the Shares, the Directors consider that the Subscription Price is fair and reasonable under the current market conditions. The Directors are also of the view that the Subscription is in the interest of the Company and the Shareholders as a whole.

The Subscription Shares have a nominal value of HK\$223.62 million and a market value of HK\$6,999,306,000, based on the closing price of HK\$3.13 per Share on 31 March 2015, the last trading day immediately preceding the entering into of the Subscription Agreement. After deducting expenses relating to the Subscription, the net price per Subscription Share is approximately HK\$2.815.

Condition of the Subscription Agreement

Completion of the Subscription is conditional upon the listing of and permission to deal in the Subscription Shares being granted by the Listing Committee of the Stock Exchange.

In the event that the condition to the Subscription is not fulfilled on or before 30 April 2015 (or such later date as may be agreed between the parties), the Subscription Agreement and all rights and obligations there under will cease and terminate.

An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

General Mandate to Issue Shares

No shareholders' approval is required for the Subscription and the Subscription Shares will be issued and allotted by the Company pursuant to the general mandate granted to the Directors to issue Shares at the annual general meeting held on 21 May 2014. At that annual general meeting, the Shareholders have granted to the Directors, among others, the General Mandate to issue up to 3,691,506,835 Shares, representing 20% of the issued share capital of the Company of 18,457,534,177 Shares as at the date of the passing of the resolution. As at the date of this announcement, no Shares have been issued pursuant to the General Mandate. Upon completion of the Subscription, the Company will have unused General Mandate to issue up to 1,455,306,835 Shares.

Ranking of the Subscription Shares and Lock-up

The Subscription Shares, when fully paid, will rank *pari passu* in all respects with the Shares in issue on the completion date of the Subscription, including the right to any dividends or distribution declared on or after the date of completion of the Subscription.

Pursuant to the terms of the Subscription Agreement, the Subscriber has undertaken not to dispose of the Subscription Shares for a period of one year from completion of the Subscription.

Completion of the Subscription

Subject to fulfillment of the condition of the Subscription Agreement, completion of the Subscription will take place on the third Business Day (or such later date as the parties may agree in writing) after the date when the condition set out above is satisfied.

EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION OF THE SUBSCRIPTION

Assuming there is no change to the issued share capital of the Company between the date of the Subscription Agreement and completion of the Subscription, the effect on the shareholding structure of the Company will be as follows:

Shareholders	Shareholding as at the date of this announcement		Shareholding after completion of the Subscription	
	Shares	% of shareholding	Shares	% of shareholding
Ms. YANG Huiyan*	12,106,808,942	59.48	12,106,808,942	53.60
Mr. YANG Erzhu*	1,019,733,743	5.01	1,019,733,743	4.51
Subscriber	—	—	2,236,200,000	9.90
Other public shareholders	<u>7,225,277,097</u>	<u>35.51</u>	<u>7,225,277,097</u>	<u>31.99</u>
Total	<u>20,351,819,782</u>	<u>100</u>	<u>22,588,019,782</u>	<u>100</u>

* Including interests held by his/her controlled corporations

CAPITAL-RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company announced on 27 August 2014 a rights issue on the basis of one rights share for every 15 shares held on the record date and raised fund of approximately HK\$3,154 million which was used to refinance the indebtedness of the Group.

Save for the Rights Issue, the Company has not carried out any capital raising activities in the 12 months immediately preceding the date of this announcement.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The principal activity of the Company is investment holding. The principal activities of the subsidiaries of the Company comprise construction, decoration, project development, property management, as well as hotel development and management services.

The subscriber is a subsidiary of China Ping An. China Ping An is one of the leading comprehensive financial service providers in the PRC. The Subscription will serve to establish a strategic cooperation between the Company and China Ping An, pursuant to which the two companies could collaborate on the development of over 200 existing projects and the community resources of over 350,000 households of home owners covered by these projects to strengthen the community industrial chain and develop an integrated business platform covering all stages of people's lives. The Company is convinced that this partnership will strengthen the Group's competitiveness in the property industry, facilitate the development of the market and industry consolidation, achieve strategic complementarities and expand market share. In addition, the Directors consider that the Subscription could broaden the capital base of the Company and is an

appropriate mean to raise fund and is in the interests of the Company and the Shareholders as a whole.

The net proceeds from the Subscription is expected to be approximately HK\$6,295 million and is expected to be applied by the Company for its development and as general working capital.

RESUMPTION OF TRADING

At the request of the Company, trading in its Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 1 April 2015 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the shares on the Stock Exchange from 9:00 a.m. on 2 April 2015.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors;
“Business Day”	any day (excluding Saturday, Sunday and public holidays) on which banks are generally open for business in Hong Kong;
“China Ping An”	Ping An Insurance (Group) Company of China, Ltd., a joint stock limited company duly incorporated in the PRC with limited liability, the H Shares of which are listed on the main board of the Stock Exchange (Stock Code: 2318) and the A Shares of which are listed on the Shanghai Stock Exchange (Stock Code: 601318);
“Company”	Country Garden Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the main board of the Stock Exchange (Stock code: 2007);
“connected persons”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	director(s) of the Company;
“General Mandate”	the general mandate granted to the Directors to issue Shares at the annual general meeting held on 21 May 2014;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;

“Listing Committee”	has the meaning ascribed to such term in the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement;
“Rights Issue”	a rights issue on the basis of one rights share for every 15 shares held on the record date as announced by the Company on 27 August 2014;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscriber”	Ping An Life Insurance Company of China, Ltd., a company incorporated in the PRC, which is a subsidiary of China Ping An;
“Subscription”	the subscription of the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Subscription Agreement;
“Subscription Agreement”	the subscription agreement dated 1 April 2015 entered into between the Company and the Subscriber in relation to the subscription of 2,236,200,000 new Shares;
“Subscription Price”	HK\$2.816 per Share; and
“%”	per cent.

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

Foshan, Guangdong Province, the PRC, 1 April 2015

As of the date of this announcement, the executive Directors 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. YANG Erzhu, 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 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.