

**Form A
表格甲**

**The whole of this document must be returned to be valid.
本文件必須整份交回，方為有效。**

**Provisional allotment letter no.
暫定配額通知書編號**

**IMPORTANT
重要提示**

THIS PROVISIONAL ALLOTMENT LETTER ("PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM ("EAF") WILL EXPIRE AT 4:00 P.M. ON WEDNESDAY, 8 OCTOBER 2014 (OR SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" OVERLEAF).
本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並請即處理。本暫定配額通知書及隨附之額外申請表格(「額外申請表格」)所載之要約將於二零一四年十月八日(星期三)下午四時正(或受惡劣天氣之影響)一段所述之有關較後時間及/或日期)結束。IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下對本暫定配額通知書或應採取之行動如有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。
Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this document, 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 document.
香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本文件之內容概不負責，並明確表示概不就因本文件全部或任何部分內容產生或因倚賴該等內容而引致之任何損失承擔任何責任。
Capitalised terms used herein have the same meanings as those defined in the prospectus issued by Country Garden Holdings Company Limited dated 22 September 2014 (the "Prospectus") unless the context otherwise requires.
除非文義另有指明，否則本暫定配額通知書所用詞彙與碧桂園控股有限公司所發日期為二零一四年九月二十二日之供股章程(「供股章程」)所界定者具有相同涵義。
Dealings in Shares and Rights Shares in their nil-paid form may be settled through CCASS and you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份以及未繳股款及繳足股款供股股份之買賣可透過中央結算系統進行交易。閣下應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關該等交易安排之詳情，以及有關安排對閣下之權利及權益可能構成之影響。
The Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自於聯交所開始買賣之日(或香港結算可能決定之其他日期)起，於中央結算系統內寄存、結算及交收。聯交所參與者間於任何交易日之交易須於其後第二個交易日在中央結算系統進行交收。所有中央結算系統之活動均須供不應求時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。
A copy of each of the Rights Issue Documents, together with the document mentioned in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, has been registered by the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong takes no responsibility as to the contents of any of the documents referred to above.

各份供股文件副本同供股章程附錄三(「送呈公司註冊處處長之文件」)一段所述之文件，已依據公司(清盤及雜項條文)條例第342C條之規定向香港公司註冊處處長登記。香港公司註冊處處長對上述任何文件之內容概不負責。
If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Wednesday, 8 October 2014. All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "Country Garden Holdings Company Limited – PAL" and crossed "Account Payee Only".

倘閣下擬行使閣下之權利認購本暫定配額通知書註明之所有供股股份，閣下必須最遲於二零一四年十月八日(星期三)下午四時正前按照本表格印列之指示將暫定配額通知書連同須於接納時繳付之全部股款送交股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款均須以港幣支票或銀行本票繳付，而有關支票或銀行本票則須以香港之銀行戶口付款或由香港之持牌銀行開出，並註明抬頭人為「碧桂園控股有限公司－暫定配額供股」。並只以匯入抬頭人賬戶(劃線)方式開出。
UNDER THE US SECURITIES ACT OR UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR UNDER THE SECURITIES LAWS OF ANY OF THE SPECIFIED TERRITORIES, SUBJECT TO CERTAIN EXCEPTIONS, NONE OF THIS PAL, THE NIL PAID RIGHTS AND THE RIGHTS SHARES MAY BE OFFERED, SOLD, TAKEN UP, RENOUNCED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR ITS TERRITORIES OR POSSESSIONS, ANY OF THE SPECIFIED TERRITORIES OR IN ANY OTHER COUNTRY, TERRITORY OR POSSESSION WHERE TO DO SO MAY CONTRAVENE LOCAL SECURITIES LAWS OR REGULATIONS. PERSONS INTO WHOSE POSSESSION THIS DOCUMENT AND/OR ANY OTHER RIGHTS ISSUE DOCUMENTS COME SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTIONS.

除若干例外情況外，本暫定配額通知書及隨附之額外申請表格均不得於指定地區內派發。本暫定配額通知書、額外申請表格、未繳股款供股權及供股股份並無及將不會根據美國證券法或美國任何州份之適用證券法例或任何指定地區的證券法登記。除若干例外情況外，本暫定配額通知書、未繳股款供股權及供股股份均不得直接或間接在美國或其領土或屬地、任何指定地區或在進行相關要約、出售、接納、放棄或交付屬違反當地證券法或法規的任何其他國家、領土或屬地內進行要約、出售、接納、放棄或交付。獲得本文件及/或任何其他供股文件者應自行了解及遵守任何有關限制。

Share Registrar
Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong
股份過戶登記處
卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
22樓

Registered office:
Rooms 901-904
9/F, Manulife Provident Fund Place
345 Nathan Road, Kowloon
Hong Kong

註冊辦事處：
香港
九龍彌敦道345號
宏利公積金大廈
9樓901-904室

22 September 2014
二零一四年九月二十二日



**COUNTRY GARDEN HOLDINGS COMPANY LIMITED
碧桂園控股有限公司**
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code : 2007)
(股份代號 : 2007)

RIGHTS ISSUE OF 1,271,988,736 RIGHTS SHARES IN THE PROPORTION OF ONE (1) RIGHTS SHARE FOR EVERY FIFTEEN (15) EXISTING SHARES HELD ON THE RECORD DATE AT HK\$2.50 PER RIGHTS SHARE PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 8 OCTOBER 2014
按於記錄日期每持有每十五(15)股現有股份獲發一(1)股供股股份之比例
以每股供股股份2.50港元發行1,271,988,736股供股股份
股款須於接納時(不遲於二零一四年十月八日(星期三)下午四時正)繳足

**PROVISIONAL ALLOTMENT LETTER
暫定配額通知書**

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

Contact telephone no.: _____
聯絡電話號碼：

Number of Shares registered in your name(s) on Friday, 19 September 2014:
於二零一四年九月十九日(星期五)登記於閣下名下之股份數目：

Box A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Wednesday, 8 October 2014:
可供閣下申請之供股股份暫定配額數目。股款須於接納時(不遲於二零一四年十月八日(星期三)下午四時正)繳足：

Box B
乙欄

Total subscription money payable
應付認購款項總額

Box C
丙欄
HK\$
港元

Dealings in Rights Shares in their nil-paid form will take place from Wednesday, 24 September 2014 to Friday, 3 October 2014 (both days inclusive). If the condition of the Rights Issue is not fulfilled on or before 4:00 p.m. on Monday, 13 October 2014 (or such later date as the Joint Underwriters may agree), the Rights Issue will not proceed.
未繳股款供股股份將於二零一四年九月二十四日(星期三)至二零一四年十月三日(星期五)(首尾兩日包括在內)期間買賣。倘供股之條件未能於二零一四年十月十三日(星期一)下午四時正或之前(聯席承銷商可能決定之較後日期)獲達成，則供股不會進行。

Any persons contemplating buying or selling Shares from now up to the date on which the condition of the Rights Issue is fulfilled, and any dealings in Rights Shares in their nil-paid form between Wednesday, 24 September 2014 to Friday, 3 October 2014 (both days inclusive), bear the risk that the Rights Issue may not become unconditional and/or may not proceed.
任何擬於即日起至供股條件獲全面達成當日止期間購買或出售股份之人士，以及任何於二零一四年九月二十四日(星期三)至二零一四年十月三日(星期五)(首尾兩日包括在內)止期間買賣未繳股款供股股份之人士，均須承擔供股或未能成為無條件及/或不一定進行之風險。

Shareholders and potential investors should therefore exercise caution when dealing in the Shares and/or the Nil Paid Rights, and if they are in any doubt about their position, they are recommended to consult their professional advisers.
因此，股東及有意投資人士買賣股份及/或未繳股款供股權時，務請審慎行事，如對其情況有任何疑問，應諮詢本身之專業顧問。

It should be noted that the Underwriting Agreement contains provisions granting the Joint Underwriters the right to terminate the Underwriting Agreement at any time prior to the Latest Time for Termination on the occurrence of certain events, which have been set out in the sub-section headed "Termination of the Underwriting Agreement" under the section headed "Rights Issue" in the letter from the Board set out in the Prospectus. If the Underwriting Agreement is terminated by the Joint Underwriters or does not become unconditional, the Rights Issue will not proceed.
務請注意，包銷協議載有條款，授予聯席承銷商權利於發生若干事件時在最後終止時間前任何時間終止包銷協議，有關事件載於供股章程董事會函件內「供股」一節項下「終止包銷協議」分節。倘包銷協議由聯席承銷商終止或未能成為無條件，供股將不會進行。

IN THE EVENT OF A TRANSFER OF RIGHTS, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓權利時，每宗出售及購買均須繳納從價印花稅。餽贈或以出售以外方式轉讓實益擁有之權益亦須繳納從價印花稅。在登記認購本文件所指之任何供股股份之權利之前，須出示已繳納香港從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to the Rights Shares comprised herein)
(僅供擬將其/彼等於本表格所列供股股份之權利全數轉讓之合資格股東填寫及簽署)

To the Directors
Country Garden Holdings Company Limited
致：碧桂園控股有限公司
列位董事

Dear Sirs and Madam,
I/We, as the Qualifying Shareholder(s), hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人/吾等，作為合資格股東，茲將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接納此權利並簽署以下登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date 日期：二零一四年 _____, 2014

Note: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.
附註：轉讓 閣下可認購供股股份之權利須繳納香港印花稅。

Form C
表格丙

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供承讓認購供股股份權利之人士填寫及簽署)

To the Directors
Country Garden Holdings Company Limited
致：碧桂園控股有限公司
列位董事

Dear Sirs and Madam,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：
本人/吾等謹請 閣下將表格甲內乙欄所列數目供股股份以本人/吾等名義登記，本人/吾等同意按照本暫定配額通知書及供股章程所載之條款，並在貴公司組織章程大綱及細則之規限下接納該等供股股份。

			Existing Shareholder(s) Please mark "X" in this box 現有股東請於欄內填上「X」號	
To be completed in block letters in ENGLISH . Joint applicants should give one address only. 請用英文大楷填寫。聯名申請人只須填報一個地址。				
Name in English 英文姓名	Family name/Company name 姓氏/公司名稱		Other names 名字	Name in Chinese 中文姓名
Name continuation and/or names of joint applicants 續姓名及/或聯名申請人姓名 (if required) (如有需要)				
Address (joint applicants should give one address only) 地址 (聯名申請人只須填報一個地址)				
Occupation 職業			Telephone no. 電話號碼	
Dividend instructions 派息指示				
Name and address of bank 銀行名稱及地址			Bank account no. 銀行戶口號碼	
	Account type 賬戶類別		For office use only 公司專用	

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Date 日期：二零一四年 _____, 2014

Note: Hong Kong stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares.
附註：閣下接納可認購供股股份之權利須繳納香港印花稅。

