COUNTRY GARDEN
碧桂園

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 EXTRAORDINARY GENERAL MEETING HELD ON 3 DECEMBER 2025

The Board is pleased to announce that the resolutions as set out in the notice of EGM were put to the EGM for voting by poll and approved by the Shareholders or the Independent Shareholders (as the case may be).

POLL RESULTS OF EXTRAORDINARY 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 extraordinary general meeting of the Company dated 17 November 2025 were put to the extraordinary general meeting of the Company held on 3 December 2025 (the "**EGM**") for voting by poll and approved by the shareholders of the Company (the "**Shareholders**") or the Independent Shareholders (as the case may be). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 17 November 2025 (the "**Circular**").

The Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, was appointed as scrutineer for the purpose of counting the votes at the EGM. The Company would like to report that all the directors of the Company attended the EGM.

As at the date of the EGM, the total number of issued shares of the Company (the "**Shares**") was 27,988,507,946 Shares. As disclosed in the Circular, (i) Concrete Win, who beneficially owns 13,439,618,535 Shares, representing approximately 48.02% of the issued Shares as at the date of this announcement. Pursuant to Rule 14A.36 of the Listing Rules, any Shareholder with a material interest in the transaction and its associates shall abstain from voting on the relevant resolutions at the EGM. Accordingly, Concrete Win and its associates (including Ms. YANG Huiyan (the chairlady of the Board and executive Director) and Mr. CHEN Chong (a non-executive Director and the spouse of Ms. YANG Huiyan)) have abstained from voting on the ordinary resolutions proposed at the EGM in relation to (a) the proposed capitalisation of part of the Shareholder Loans and the proposed issuance of the Capitalisation Shares and the transactions contemplated thereunder (including the related grant of the Specific Mandate), and (b) the Proposed Disposal, the Share Purchase Agreement, the Upside Sharing Agreement, the ListCo CVR, the Management Services Framework Agreement and the transactions contemplated thereunder pursuant to the Listing Rules (collectively, the "**Connected Transactions**"); (ii) as the Connected Transactions form part of the Proposed Restructuring, for good corporate governance, Concrete Win and its associates (including Ms. YANG Huiyan (the chairlady of the Board and executive Director) and Mr. CHEN Chong (a non-executive Director and the spouse of Ms. YANG Huiyan)) have abstained from voting on the ordinary resolutions proposed at the EGM in relation to the proposed issuance of Mandatory Convertible Bonds and MCB Conversion Shares under the Specific Mandate, the proposed issuance of SCA Warrants and SCA Warrant Shares under the Specific Mandate, the proposed issuance of new Shares pursuant to the Work Fee Arrangements and RSA Fees under the Specific Mandate, and the proposed issuance of new Shares pursuant to the TFB Bilateral Loan Resolution under the Specific Mandate; (iii) Mr. MO Bin, an executive Director, beneficially holds certain Existing Public Notes, and would have the right to participate in the Scheme and to elect to receive MCB (A) and/or MCB (B) as Scheme Consideration. Therefore, Mr. MO Bin who has a beneficial interest in 86,591,006 Shares, representing approximately 0.30% of the issued Shares as at the date of this announcement, is considered to have a material interest in, and has abstained from voting on, the ordinary resolutions proposed at the EGM in relation to the proposed issuance of Mandatory Convertible Bonds and MCB Conversion Shares under the Specific Mandate, the proposed issuance of SCA Warrants and SCA Warrant Shares under the Specific Mandate, the proposed issuance of new Shares pursuant to the Work Fee Arrangements and RSA Fees under the Specific Mandate, and the proposed issuance of new Shares pursuant to the TFB Bilateral Loan Resolution under the Specific Mandate and the Connected Transactions; and (iv) no Shareholders are considered to have material interest in the adoption of the Management Incentive Plan. Accordingly, no Shareholder is required to abstain from voting on the ordinary resolution proposed at the EGM in relation to the proposed adoption of the Management Incentive Plan. There were no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) as at the date of the EGM and, accordingly, no voting rights of treasury shares have been exercised at the EGM. Power Great Enterprises Limited held 83,259,032 Shares in its capacity as the trustee under the Company's share award scheme, and was required to abstain from voting on all resolutions at the EGM pursuant to Rule 17.05A of the Listing Rules.

There were in aggregate 14,379,039,373 Shares entitling the holders to attend and vote for or against resolutions numbered 1 to 7 and 9 to 10, and there were in aggregate 27,905,248,914 Shares entitling the holders to attend and vote for or against resolutions numbered 8.

Save as disclosed above, to the best knowledge, information and belief of the Directors, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules and there were no Shareholders that are required under the requirements of the Listing Rules to abstain from voting at the EGM.

The poll results in respect of the resolutions proposed at the EGM were as follow:

Ordinary Resolutions*		**Number of Votes** *(approximate %)*	
		For	**Against**
1.	To approve the issue of up to an aggregate principal amount of USD7,514,770,000 mandatory convertible bonds of the Company ("**MCB (A)**") and the transactions contemplated thereunder, and to grant a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the MCB (A).	1,664,433,133 99.77%	3,775,132 0.23%
2.	To approve the issue of up to an aggregate principal amount of USD5,442,583,547 mandatory convertible bonds of the Company ("**MCB (B)**") and the transactions contemplated thereunder, and to grant a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the MCB (B).	1,663,194,610 99.84%	2,615,531 0.16%
3.	To approve the issue of up to an aggregate principal amount of USD39,461,396 mandatory convertible bonds of the Company ("**MCB (C)**") and the transactions contemplated thereunder, and to grant a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the MCB (C).	1,662,027,010 99.77%	3,775,131 0.23%

Ordinary Resolutions*		Number of Votes *(approximate %)*	
		For	Against
4.	To approve the issue of up to 1,157,000,000 SCA Warrants and the transactions contemplated thereunder, including the grant of a specific mandate to the directors of the Company for the allotment and issue of the Warrant Shares.	1,663,475,610 99.86%	2,296,531 0.14%
5.	To approve the issue of up to 914,221,768 new shares of the Company for payment of certain work fees owed to each of AHG, CoCom and CB Holder Group under their respective Work Fee Arrangements and the transactions contemplated thereunder, including the grant of a specific mandate to the directors of the Company for the allotment and issue of the Work Fee Shares.	1,654,974,010 99.34%	10,965,131 0.66%
6.	To approve the issue of up to 16,849,842 new shares of the Company for payment of certain accrued and unpaid interest owed to TFB under the TFB Bilateral Loan Resolution, and the transactions contemplated thereunder, including granting a specific mandate to the directors of the Company for the allotment and issue of such new shares.	1,633,416,010 99.50%	8,230,131 0.50%
7.	To approve the shareholder loan equitisation agreement dated 13 November 2025 to issue up to 15,519,049,697 shares of the Company (the "**Capitalisation Shares**") and the transactions contemplated thereunder, including granting a specific mandate to the directors of the Company for the issue of the Capitalisation Shares, and the allotment and issue of the Capitalisation Shares.	1,656,433,610 99.20%	13,426,531 0.80%
8.	To approve the management incentive plan, the grant to the directors of the Company a mandate to handle matters pertaining to the Management Incentive Plan.	15,083,783,851 99.85%	22,843,825 0.15%
9.	To approve the share purchase agreement entered into between CGRE, Beauty Humble, Concrete Win and the Company, and the transactions contemplated thereunder (including the contingent consideration contemplated under the Upside Sharing Agreement and the ListCo CVR).	1,656,383,610 99.38%	10,325,531 0.62%

Ordinary Resolutions*		Number of Votes (approximate %)	
		For	Against
10.	To approve the management services framework agreement entered into between CGWF and the Company (or another entity designated by the Company), and the transactions contemplated thereunder.	1,663,425,733 99.86%	2,326,531 0.14%

* *The definitions and full text of the resolutions are set out in the notice of EGM dated 17 November 2025.*

As a majority of the votes were cast in favour of the resolutions numbered 1 to 10, all the resolutions proposed at the EGM were duly passed as ordinary resolutions of the Company.

By Order of the Board
Country Garden Holdings Company Limited
MO Bin
President and Executive Director

Foshan, Guangdong Province, the PRC, 3 December 2025

As of the date of this announcement, the executive directors of the Company are Ms. YANG Huiyan (Chairlady), Mr. MO Bin (President), Ms. YANG Ziying, Dr. CHENG Guangyu and Ms. WU Bijun. The non-executive director of the Company is Mr. CHEN Chong. The independent non-executive directors of the Company are Dr. HAN Qinchun, Mr. WANG Zhijian and Mr. TUO Tuo.