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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)

UPDATE ON THE OFFSHORE DEBT RESTRUCTURING RESULTS OF THE SCHEME MEETINGS AND CONSENT SOLICITATION

This announcement is made by Country Garden Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

Reference is made to the announcements of the Company dated 10 October 2023, 16 January 2024, 7 April 2024, 27 June 2024, 30 September 2024, 9 January 2025, 11 April 2025, 9 May 2025, 23 May 2025, 6 June 2025, 18 August 2025, 13 October 2025 and 30 October 2025 (together, the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as ascribed to them in the Announcements unless otherwise stated or the context otherwise requires.

NOTICE OF RESULTS OF THE CONSENT SOLICITATION

As set forth in the announcement of the Company dated 13 October 2025, in addition to the Scheme, the Company will implement the Proposed Restructuring through the Existing HKD Convertible Bonds Consent Solicitation (as defined in the Scheme) to change the governing law of the Existing HKD Convertible Bonds (as defined in the Scheme) to the laws of Hong Kong (the “**Proposed Amendments**”), so as to facilitate the inclusion of the Existing HKD Convertible Bonds in the Scheme. The Company is also pleased to announce that the Extraordinary Resolutions (concerning the Proposed Amendments) (as defined in the Consent Solicitation Memorandum and the notices convening the Consent Solicitation Meetings, with each such notice being a “**Consent Solicitation Meeting Notice**”) in respect of the Existing HKD Convertible Bonds were duly passed at the 2023 Convertible Bonds Consent Solicitation Meeting conducted at 5:00 p.m. Hong Kong time on 5 November 2025 and the 2026 Convertible Bonds Consent Solicitation Meeting conducted at 5:30 p.m. Hong Kong time on 5 November 2025, each held at the offices of Linklaters at 11th Floor, Alexandra House, Chater Road, Hong Kong.

In addition, the quorum required for, and the requisite majority of votes cast at, each Consent Solicitation Meeting was satisfied by the Eligible Bondholders (as defined in the relevant Consent Solicitation Meeting Notice) irrespective of any participation at the Consent Solicitation Meetings by Ineligible Bondholders (as defined in the relevant Consent Solicitation Meeting Notice). Therefore, the Eligibility Condition (as defined in the relevant Consent Solicitation Meeting Notice) for each series of Existing HKD Convertible Bonds was satisfied.

Accordingly, the Company has decided to implement the Extraordinary Resolutions in respect of the Existing HKD Convertible Bonds. The Proposed Amendments will only become effective at a later stage on and from the Amendment Effective Date, following the satisfaction of all Consent Conditions and before the occurrence of the Restructuring Effective Date (each as defined in the Consent Solicitation Meeting Notices).

The Existing HKD Convertible Bonds Consent Solicitation forms part of the Proposed Restructuring. For a detailed statement of the terms and conditions of the Existing HKD Convertible Bonds Consent Solicitation and the Proposed Amendments, holders of the Existing HKD Convertible Bonds should refer to the Consent Solicitation Memorandum and the relevant Consent Solicitation Meeting Notice, copies of which are available for download at the Consent Website (<https://projects.sodali.com/countrygardenConsent>), subject to eligibility confirmation and registration.

NOTICE OF RESULTS OF THE SCHEME MEETINGS

The Company is pleased to announce that it has obtained the support from the requisite statutory majorities of the Scheme Creditors to approve:

- (a) the Scheme at the Scheme Meeting (Class 1), which was held at the offices of Linklaters at 11th Floor, Alexandra House, Chater Road, Hong Kong, which was convened at 6:00 p.m. Hong Kong time on 5 November 2025; and
- (b) the Scheme at the Scheme Meeting (Class 2), which was held at the offices of Linklaters at 11th Floor, Alexandra House, Chater Road, Hong Kong, which was convened at 8:00 p.m. Hong Kong time on 5 November 2025.

In respect of the Scheme Meeting (Class 1), a total of 41 Scheme Creditors (Class 1) holding Voting Scheme Claims in the aggregate amount of US\$4,100,834,772 participated in the Scheme Meeting (Class 1). Of those Scheme Creditors (Class 1), 33 Scheme Creditors (Class 1) holding Voting Scheme Claims in the aggregate amount of US\$3,432,639,045 voted in favour of the Scheme (being a majority in number of the Scheme Creditors (Class 1) attending and voting at the Scheme Meeting (Class 1) either in person or by proxy and representing approximately 83.71% of the total value of the Voting Scheme Claims voting at the Scheme Meeting (Class 1)).

In respect of the Scheme Meeting (Class 2), a total of 2,382 Scheme Creditors (Class 2) holding Voting Scheme Claims in the aggregate amount of US\$11,227,524,999 participated in the Scheme Meeting (Class 2). Of those Scheme Creditors (Class 2), 2,364 Scheme Creditors (Class 2) holding Voting Scheme Claims in the aggregate amount of US\$10,781,327,145 voted in favour of the Scheme (being a majority in number of the Scheme Creditors (Class 2) attending and voting at the Scheme Meeting (Class 2) either in person or by proxy and representing approximately 96.03% of the total value of the Voting Scheme Claims voting at the Scheme Meeting (Class 2)).

As such, the Scheme has been approved by the requisite statutory majorities of the Scheme Creditors (Class 1) and Scheme Creditors (Class 2) respectively.

SCHEME CONSIDERATION ENTITLEMENT

In order to receive their Scheme Consideration Entitlement (as defined in the Scheme) on the Restructuring Effective Date, Scheme Creditors should ensure that:

- (a) in the case of a Scheme Creditor who is an Existing Noteholder (as defined in the Scheme), an Account Holder Letter (as defined in the Scheme) is validly completed, executed and submitted to the Information Agent via the Scheme Portal (as defined in the Scheme) (<https://portal.sodali.com/countrygarden>); and

(b) in the case of a Scheme Creditor who is an Existing Lender (as defined in the Scheme), a Lender Proxy Form (as defined in the Scheme) is validly completed, executed and submitted to the Information Agent via the Scheme Portal (<https://portal.sodali.com/countrygarden>),

in each case, by no later than the Scheme Consideration Entitlement Election Deadline (i.e. 5:00 p.m. Hong Kong time on 1 December 2025).

SCHEME SANCTION HEARING

As the next step, the Company will seek the sanction of the Scheme by the Court at hearing presently listed to take place at 10:00 a.m. Hong Kong time on 4 December 2025 (the “**Sanction Hearing**”).

GENERAL

The Company will make further announcement(s) to provide further updates in respect of the Proposed Restructuring, including the Scheme and the Existing HKD Convertible Bonds Consent Solicitation, as and when appropriate in accordance with the requirements of the Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and/or applicable laws, rules and regulations.

The implementation of the Proposed Restructuring will be subject to many factors outside of the control of the Company, and there is no assurance that the Proposed Restructuring will be successfully implemented at all or before the end of 2025. Shareholders, holders of securities and other investors of the Company are (i) advised not to rely solely on the information contained in this announcement and (ii) reminded to consider the related risks and exercise caution when dealing in the shares and other securities of the Company. When in doubt, the shareholders, holders of other securities and other investors of the Company are advised to seek professional advice from their own professional or financial advisors.

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

Hong Kong, 6 November 2025

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