

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Country Garden Holdings Company Limited (the “**Company**”) will be held as a virtual meeting via online platform (the “**eVoting Portal**”) on Wednesday, 3 December 2025 at 3:00 p.m. (the “**EGM**”) for the following purposes. Unless otherwise stated, capitalised terms shall have the same meanings as those defined in the circular of the Company dated 17 November 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the proposed issue of up to aggregate principal amount of USD7,514,770,000 mandatory convertible bonds of the Company (“**MCB (A)**”); which are convertible into ordinary shares of the Company, the details of which are set out in the Circular, be and is hereby unconditionally approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things and sign, ratify or execute all such documents and take all such steps or actions as the Director in his discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the proposed issue of the MCB (A) and the issuance of MCB Conversion Shares in respect of MCB (A) and the transactions contemplated

thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and

- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the MCB Conversion Shares in respect of MCB (A), the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the MCB Conversion Shares in respect of MCB (A), on and subject to the terms and conditions of the MCB (A), provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

2. **“THAT**

- (a) the proposed issue of up to aggregate principal amount of USD5,442,583,547 mandatory convertible bonds of the Company (“**MCB (B)**”), which are convertible into ordinary shares of the Company, the details of which are set out in the Circular, be and is hereby unconditionally approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things and sign, ratify or execute all such documents and take all such steps or actions as the Director in his discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the proposed issue of the MCB (B) and the issuance of MCB Conversion Shares in respect of MCB (B) and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the MCB Conversion Shares in respect of MCB (B), the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the MCB Conversion Shares in respect of MCB (B), on and subject to the terms and conditions of the MCB (B), provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

3. **“THAT**

- (a) the proposed issue of up to aggregate principal amount of USD39,461,396 mandatory convertible bonds of the Company (“**MCB (C)**”), which are convertible into ordinary shares of the Company, the details of which are set out in the Circular, be and is hereby unconditionally approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things and sign, ratify or execute all such documents and take all such steps or actions as the Director in his discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the proposed issue of the **MCB (C)** and the issuance of **MCB Conversion Shares** in respect of **MCB (C)** and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the **MCB Conversion Shares** in respect of **MCB (C)**, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the **MCB Conversion Shares** in respect of **MCB (C)**, on and subject to the terms and conditions of the **MCB (C)**, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

4. **“THAT**

- (a) the proposed issue of the **SCA Warrants** to certain Class 1 Creditors and the issuance and allotment of the **SCA Warrant Shares** to certain Class 1 Creditors under the Specific Mandate, be and are hereby unconditionally approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign, ratify or execute all such documents and take all such steps or actions as the Director in his discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the **SCA Warrants** and the issuance of new Shares upon exercise of the **SCA Warrants** and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and

- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the SCA Warrant Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the SCA Warrant Shares to certain Class 1 Creditors, on and subject to the terms and conditions of the SCA Warrants, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

5. **“THAT**

- (a) the issuance of 914,221,768 new shares of the Company for payment of certain work fees owed to each of the AHG, CoCom and CB Holder Group under their respective Work Fee Arrangements, and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Work Fee Shares) be and are hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign, ratify or execute all such documents and take all such steps or actions as the Director in his discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with proposed issuance of Work Fee Shares, to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the issuance of Work Fee Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the Work Fee Shares to each of the AHG, CoCom and CB Holder Group under their respective Work Fee Arrangements, provided that the Specific mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

6. **“THAT**

- (a) the issuance of 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 but not limited to the allotment and issue of the TFB Shares) be and are hereby approved, confirmed and ratified;

- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign ratify or execute all such documents and take all such steps or actions as the Director in his discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with proposed issuance of the TFB Shares, and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the TFB Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the TFB Shares to TFB under the TFB Bilateral Loan Resolution, provided that the Specific mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

7. **“THAT**

- (a) the shareholder loans equitisation agreement dated 13 November 2025 (the **“Shareholder Loans Equitisation Agreement”**) in relation to the equitisation and setting off of up to US\$1.148 billion in principal amount of the Shareholder Loans (together with all accrued and unpaid interest in respect of all Shareholder Loans up to (and including) 30 September 2024) and issuance of up to 15,519,049,697 shares of the Company (the **“Capitalisation Shares”**) at the issue price of HK\$0.6 per Capitalisation Share (a copy of which has been produced to the EGM and marked “A” and initialed by the chairperson of the EGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Capitalisation Shares) be and are hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised, on behalf of the Company, do all such acts and things, to sign ratify or execute such documents or agreements or deeds and take all such actions as the director in his discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Shareholder Loans Equitisation Agreement, and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as are, in the opinion of the Director, in the interests of the Company and the Shareholders as a whole; and
- (c) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the Capitalisation Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the Capitalisation Shares pursuant to Shareholder

Loans Equitisation Agreement, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

8. **“THAT**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in the new Shares which may be issued by the Company in respect of the relevant awards to be granted under the Management Incentive Plan, the rules of which are contained in the document produced to the meeting and for the purposes of identification signed by the chairperson thereof, the Management Incentive Plan be and is hereby approved and adopted, and the Directors (or the MIP Administrator or any committee of the Board) be and are hereby authorised (i) to grant awards under the Management Incentive Plan, (ii) to administer the Management Incentive Plan in accordance with its terms, (iii) to allot and issue Shares underlying the awards, with maximum number of new Shares which may be issued upon vesting of all awards under the Management Incentive Plan shall not exceed 10% of the total number of Shares in issue on the date of passing of this resolution, (iv) to modify and/or amend the rules of the Management Incentive Plan from time to time provided that such modification and/or amendment is effected in accordance with the rules of the Management Incentive Plan relating to the modification and/or amendment and is in compliance with Chapter 17 of the Listing Rules, and (v) to do all such acts and to enter into all such transactions, arrangements and agreements as the Directors (or the MIP Administrator or any committee of the Board) may in their absolute discretion deem necessary or expedient in order to give full effect to the Management Incentive Plan.”

9. **“THAT**

- (a) the execution of the Share Purchase Agreement entered into between the CGRE, Beauty Humble (each an indirect wholly-owned subsidiary of the Company), Concrete Win and the Company (a copy of which has been produced to the EGM marked “B” for the identification purpose), and the transactions contemplated thereunder (including the contingent consideration contemplated under the Upside Sharing Agreement and the ListCo CVR), be and are hereby approved, confirmed and ratified; and
- (b) any one of the Directors be and is hereby authorised to do all such acts and things and sign, agree, ratify, execute, perfect or deliver all such documents or instruments under hand (or where required, under the common seal of our Company together with another Director or any person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may

consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Share Purchase Agreement, the Upside Sharing Agreement and the ListCo CVR and the transactions contemplated thereunder.”

10. “**THAT**

- (a) the execution of the Management Services Framework Agreement entered into between CGWF and the Company (or another entity designated by the Company) (a copy of which has been produced to the EGM marked “C” for the identification purpose), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and
- (b) any one of the Directors be and is hereby authorised to do all such acts and things and sign, agree, ratify, execute, perfect or deliver all such documents or instruments under hand (or where required, under the common seal of our Company together with another Director or any person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Management Services Framework Agreement and the transactions contemplated thereunder.”

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

Foshan, Guangdong Province, the PRC, 17 November 2025

Notes:

- 1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy needs not be a member of the Company.
- 2. If more than one of the joint registered holders are present at the meeting personally or by proxy, then only one of the said persons so present whose name stands first on the registers of members in respect of such share(s) of the Company shall be accepted to the exclusion of the votes of the other joint registered holders.
- 3. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “**Share Registrar**”) not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- 4. Completion and return of the form of proxy will not preclude a member from attending and voting via the eVoting Portal at the EGM or at any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. The register of members of the Company will be closed from Tuesday, 2 December 2025 to Wednesday, 3 December 2025, both days inclusive, during which period no transfer of shares will be registered. In order to determine shareholders' eligibility to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4:30 p.m. on Monday, 1 December 2025.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting will be taken by poll except where the chairperson, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.
7. As at the date of this notice, the Board is comprised of 9 Directors, of which Ms. YANG Huiyan (Chairlady), Mr. MO Bin (President), Ms. YANG Ziying, Dr. CHENG Guangyu and Ms. WU Bijun are executive Directors, Mr. CHEN Chong is a non-executive Director and Dr. HAN Qinchun, Mr. WANG Zhijian and Mr. TUO Tuo are independent non-executive Directors.