



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 3 DECEMBER 2025

I/We ⁽¹⁾ _____ (name)
of _____ (address)
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.10 each (the "Shares") in the capital of
Country Garden Holdings Company Limited (the "Company"), hereby appoint ^(3 & 4) _____ (name)
of _____ (address)
as my/our proxy to attend, or failing him, the chairperson of the meeting to act as my/our proxy at the extraordinary general meeting (or at any adjournment thereof) of the Company (the "Meeting") to be held as a virtual meeting via online platform (the "eVoting Portal") on Wednesday, 3 December 2025 at 3:00 p.m. and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions [#]	For ⁽⁵⁾	Against ⁽⁵⁾
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).		
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).		
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).		
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.		
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.		
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.		
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.		
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.		
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).		
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.		

[#] Full text of the resolutions is set out in the notice of the Meeting dated 17 November 2025.

Date: _____, 2025

Signature ⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend, speak 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 need not be a member of the Company, but must attend the Meeting in person to represent you. Any alterations made in this form should be initialled by the person who signs it.
- Please insert the name and address of the proxy desired and strike out the words "or failing him, the chairperson of the meeting". **IF NO NAME IS INSERTED, THE CHAIRPERSON OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete either box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- If more than one of the joint registered holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
- To be valid, this 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 such 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 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. Upon the failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be made in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.