



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Country Garden Holdings Company Limited (Incorporated in the Cayman Islands with limited liability)

Date Submitted: 07 January 2026

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	02007	Description	Ordinary shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	100,000,000,000	HKD	0.1	HKD	10,000,000,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	100,000,000,000	HKD	0.1	HKD	10,000,000,000	

Total authorised/registered share capital at the end of the month: HKD 10,000,000,000

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes
Stock code (if listed)	02007	Description	Ordinary shares		
	Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month	27,988,507,946	0	27,988,507,946		
Increase / decrease (-)	932,548,737	0			
Balance at close of the month	28,921,056,683	0	28,921,056,683		

Remarks:

On 30 December 2025, the Company issued a total of 932,548,737 Shares for the purpose of (i) settling work fees payable to CoCom, AHG and CB Holder Group; (ii) settling RSA fees; (iii) the payment of accrued and unpaid interest (including default (including default interest) under the TFB Bilateral Loan up to and including 30 September 2024. For details, please refer to the Company's announcements dated 14 November 2025, 3 December 2025, 22 December 2025 and 31 December 2025 and the Company's circular dated 17 November 2025 (the "Circular") . Unless otherwise defined, capitalized terms in this monthly return shall have the same meanings as ascribed to them in the Circular.

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares		Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)			Yes	
Stock code (if listed)		02007	Description	Ordinary shares					
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month
1).	Share Option Scheme (exercise price: HKD3.332)	1,506,227			1,506,227	0	0	1,506,227	
General Meeting approval date (if applicable) 20 March 2007									
2).	Share Option Scheme (exercise price: HKD3.106)	1,599,861			1,599,861	0	0	1,599,861	
General Meeting approval date (if applicable) 20 March 2007									
3).	Share Option Scheme (exercise price: HKD3.740)	816,050			816,050	0	0	816,050	
General Meeting approval date (if applicable) 20 March 2007									
4).	Share Option Scheme (exercise price: HKD8.250)	2,709,123			2,709,123	0	0	2,709,123	
General Meeting approval date (if applicable) 18 May 2017									
5).	Share Option Scheme (exercise price: HKD10.100)	978,409			978,409	0	0	978,409	
General Meeting approval date (if applicable) 18 May 2017									

6).	Share Option Scheme (exercise price: HKD12.980)	659,817			659,817	0	0	659,817	
General Meeting approval date (if applicable) 18 May 2017									
7).	Share Option Scheme (exercise price: HKD16.460)	948,535			948,535	0	0	948,535	
General Meeting approval date (if applicable) 18 May 2017									
8).	Share Option Scheme (exercise price: HKD16.280)	258,092			258,092	0	0	258,092	
General Meeting approval date (if applicable) 18 May 2017									
9).	Share Option Scheme (exercise price: HKD12.240)	202,300			202,300	0	0	202,300	
General Meeting approval date (if applicable) 18 May 2017									
10).	Share Option Scheme (exercise price: HKD9.654)	619,907			619,907	0	0	619,907	
General Meeting approval date (if applicable) 18 May 2017									
11).	Share Option Scheme (exercise price: HKD12.0440)	414,881			414,881	0	0	414,881	
General Meeting approval date (if applicable) 18 May 2017									
12).	Share Option Scheme (exercise price: HKD12.4080)	750,160			750,160	0	0	750,160	
General Meeting approval date (if applicable) 18 May 2017									
13).	Share Option Scheme (exercise price: HKD9.834)	1,039,436			1,039,436	0	0	1,039,436	
General Meeting approval date (if applicable) 18 May 2017									

14).	Share Option Scheme (exercise price: HKD11.0920)	639,140			639,140	0	0	639,140	
General Meeting approval date (if applicable) 18 May 2017									
15).	Share Option Scheme (exercise price: HKD10.0400)	523,467			523,467	0	0	523,467	
General Meeting approval date (if applicable) 18 May 2017									
16).	Share Option Scheme (exercise price: HKD10.1600)	480,615			480,615	0	0	480,615	
General Meeting approval date (if applicable) 18 May 2017									
17).	Share Option Scheme (exercise price: HKD10.3320)	379,388			379,388	0	0	379,388	
General Meeting approval date (if applicable) 18 May 2017									
18).	Share Option Scheme* (exercise price: HKD9.7300)	1,545,510			1,545,510	0	0	0	2,048,830,798
General Meeting approval date (if applicable) 18 May 2017									

Increase in issued shares (excluding treasury shares): _____ 0 Ordinary shares (AA1)

Decrease in treasury shares: _____ 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD _____ 0

Remarks:

* No. of share options as at 31 December 2025: 1,545,510 share options (unvested)

(B). Warrants to Issue Shares of the Issuer

1. Class of shares		Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes			
Stock code (if listed)		02007	Description	Ordinary shares					
Description of Warrants		Currency	Nominal value at close of preceding month	Movement during the month		Nominal value at close of the month	Number of new shares issued during the month pursuant thereto (B1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (B2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	Warrants issued under the SCA Warrants Instrument to the original lenders of the SCA Loan ("SCA Warrant")	USD	0	Issued	62,821,268	62,821,268	0	0	816,676,484
Stock code of the Warrant (if listed on the Exchange) (Note 1)									
Subscription price		HKD	0.6						
Date of expiry		30 December 2027							
General Meeting approval date (if applicable)		03 December 2025							

Increase in issued shares (excluding treasury shares): _____ 0 Ordinary shares (BB1)

Decrease in treasury shares: _____ 0 Ordinary shares (BB2)

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares		Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes				
Stock code (if listed)		02007	Description	Ordinary shares						
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	
1).	4.50% Secured Guaranteed Convertible Bonds due 2023	HKD	3,000,000,000	Cancelled	-3,000,000,000	0	0	0	0	
Type of the Convertibles		Bond/Notes								
Stock code of the Convertibles (if listed on the Exchange) (Note 1)										
Subscription/Conversion price		HKD	10.21							
General Meeting approval date (if applicable)										
2).	4.95% Secured Guaranteed Convertible Bonds due 2026	HKD	3,900,000,000	Cancelled	-3,900,000,000	0	0	0	0	
Type of the Convertibles		Bond/Notes								
Stock code of the Convertibles (if listed on the Exchange) (Note 1)										
Subscription/Conversion price		HKD	7.92							
General Meeting approval date (if applicable)										
3).	The zero coupon mandatory convertible bonds with a maturity of 78 months from 30 June 2025 ("MCB (A)")	USD	0	Issued	7,500,697,253	7,500,697,253	0	0	22,502,091,759	
Type of the Convertibles		Bond/Notes								
Stock code of the Convertibles (if listed on the Exchange) (Note 1)										
Subscription/Conversion price		HKD	2.6							
General Meeting approval date (if applicable)		03 December 2025								
4).	The zero coupon mandatory convertible bonds with a maturity date of 114 months from 30 June 2025 ("MCB (B)")	USD	0	Issued	603,751,513	603,751,513	0	0	470,926,180	
Type of the Convertibles		Bond/Notes								

Stock code of the Convertibles (if listed on the Exchange) (Note 1)									
Subscription/Conversion price		HKD		10					
General Meeting approval date (if applicable)		03 December 2025							
5).	The zero coupon mandatory convertible bonds with a maturity date of 78 months from 30 June 2025 ("MCB (C)")	USD	0	Issued	39,461,396	39,461,396	0	0	279,817,174
Type of the Convertibles		Bond/Notes							
Stock code of the Convertibles (if listed on the Exchange) (Note 1)									
Subscription/Conversion price		HKD		1.1					
General Meeting approval date (if applicable)		03 December 2025							

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	02007	Description	Ordinary shares			
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	The management incentive plan adopted by the Company at the extraordinary general meeting of the Company held on 3 December 2025.		03 December 2025	0	0	2,798,850,794
2).	The Capitalisation Shares to be issued pursuant to Shareholder Loans Equitisation Agreement entered into between the Company and Concrete Win.		03 December 2025	0	0	14,869,049,697

Increase in issued shares (excluding treasury shares): _____ 0 Ordinary shares (DD1)

Decrease in treasury shares: _____ 0 Ordinary shares (DD2)

Remarks:

(1) On 13 November 2025 (after trading hours), the Company and Concrete Win entered into the Shareholder Loans Equitisation Agreement. Subject to the occurrence of the Restructuring Effective Date, approximately US\$1.098 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) shall be set-off and settled with immediate effect upon the Restructuring Effective Date, and the Company will issue the corresponding Capitalisation Shares at the issue price of HK\$0.60 per Capitalisation Share to Concrete Win from time to time upon written request by Concrete Win. The final number of Capitalisation Shares is subject to the completion of the Proposed Disposal. As disclosed in the Circular, up to 15,519,049,697 new Shares shall be issued if the Proposed Disposal fails to complete within six (6) calendar months from the Restructuring Effective Date, or up to 14,869,049,697 new Shares shall be issued if the Proposed Disposal completes within six (6) calendar months from the Restructuring Effective Date.

(E). Other Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes		
Stock code (if listed)	02007	Description	Ordinary shares				
Events	At price (if applicable)		Date of event (Note 2)	General Meeting approval date (if applicable)	Increase/ decrease (-) in issued shares (excluding treasury shares) during the month pursuant thereto (E1)	Increase/ decrease (-) in treasury shares during the month pursuant thereto (E2)	Number of shares redeemed or repurchased for cancellation but not yet cancelled as at close of the month (Note 3)
	Currency	Amount					
1). Issue and allotment of 135,591,359 CoCom Work Fee Shares under General Mandate at the issue price of HKD0.40 per Share to GLAS Agency (Hong Kong) Limited.	HKD	0.4	30 December 2025	05 June 2025	135,591,359	0	0
2). Issue and allotment of 16,849,842 new Shares under Specific Mandate at the issue price of HKD2.60 per Share for payment of accrued and unpaid interest (including default interest) under the TFB Bilateral Loan up to and including 30 September 2024.	HKD	2.6	30 December 2025	03 December 2025	16,849,842	0	0
3). Issue and allotment of 42,209,957 new Shares under Specific Mandate at the issue price of HKD2.60 per Share for the purpose of satisfying the RSA Fees and the work fees payable to the AHG.	HKD	2.6	30 December 2025	03 December 2025	42,209,957	0	0
4). Issue and allotment of 483,600,000 new Shares under Specific Mandate at the issue price of HKD0.50 per Share to settle work fees payable to the AHG.	HKD	0.5	30 December 2025	03 December 2025	483,600,000	0	0
5). Issue and allotment of 199,561,215 new Shares under Specific Mandate at the issue price of HKD0.55 per Share to settle work fees payable to the CoCom.	HKD	0.55	30 December 2025	03 December 2025	199,561,215	0	0
6). Issue and allotment of 54,736,364 new Shares under Specific Mandate at the issue price of HKD0.55 per Share to settle work fees payable to the CB Holder Group.	HKD	0.55	30 December 2025	03 December 2025	54,736,364	0	0

Increase/ decrease (-) in issued shares (excluding treasury shares): 932,548,737 Ordinary shares (EE1)

Increase/ decrease (-) in treasury shares: 0 Ordinary shares (EE2)

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1): 932,548,737 Ordinary shares

Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2): 0 Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations Not applicable

Submitted by: LUO Jie

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)



Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.