

NOTICE OF RESULTS OF THE SCHEME MEETINGS

HCMP 1366 / 2025

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS NO. 1366 OF 2025

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IN THE MATTER OF COUNTRY GARDEN  
HOLDINGS COMPANY LIMITED (碧桂園控股有限公司)  
司)

and

IN THE MATTER OF section 670 of the Companies  
Ordinance, Chapter 622 of the Laws of Hong Kong

COUNTRY GARDEN HOLDINGS COMPANY LIMITED (碧桂園控股有限公司)

Unless otherwise defined herein, terms used in this Notice have the same meanings as defined in the explanatory statement dated 13 October 2025 (the "**Explanatory Statement**") as supplemented by the Supplement to the Explanatory Statement dated 29 October 2025 (the "**Supplement to the Explanatory Statement**"), available on the Transaction Website (<https://projects.sodali.com/countrygarden>), relating to the proposed schemes of arrangement between the Company and the Scheme Creditors (as defined therein) under sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) of Hong Kong (the "**Scheme**"). For the avoidance of doubt, references to "**Scheme Creditors**" in this Notice shall exclude any Sanctioned Scheme Creditors, who are not entitled to vote in the Scheme Meetings and who are required to notify the Company of their status instead.

Reference is made to (i) the notices of Scheme Meetings, each dated 13 October 2025 and issued by the Company to the Scheme Creditors to convene two meetings of Scheme Creditors, being the Scheme Meeting (Class 1) and the Scheme Meeting (Class 2) (collectively, the "**Scheme Meetings**") for the purposes of considering and, if thought fit, approving the Scheme (with or without modification, addition or condition approved or imposed by the Court); and (ii) the Notice of Supplement to the Explanatory Statement dated 29 October 2025 and issued by the Company, informing Scheme Creditors that the Supplement to the Explanatory Statement has been made available to Scheme Creditors on the Transaction Website.

The Company is pleased to announce that in respect of the Scheme Meetings held at the offices of Linklaters at 11th Floor Alexandra House, Chater Road, Hong Kong ("**Linklaters Hong Kong Office**"), which were convened on (i) 6:00 p.m. Hong Kong time on 5 November 2025 with respect to the Scheme Meeting (Class 1); and (ii) 8:00 p.m. Hong Kong time on 5 November 2025 with respect to the Scheme Meeting (Class 2):

- (a) At the Scheme Meeting (Class 1), a total of 41 Scheme Creditors (Class 1) representing Voting Scheme Claims in the aggregate amount of USD 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 USD 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)). As such, the Scheme has been approved by the requisite majorities of the

Scheme Creditors (Class 1).

- (b) At the Scheme Meeting (Class 2), a total of 2,384 Scheme Creditors (Class 2) representing Voting Scheme Claims in the aggregate amount of USD 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 USD 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 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 majorities of the Scheme Creditors (Class 2).

Accordingly, the Scheme has been approved by the requisite majorities of the Scheme Creditors (Class 1) and Scheme Creditors (Class 2) respectively. The Scheme will be subject to subsequent approval and sanction of the Court.

### **Scheme Consideration Entitlement**

In order to receive their Scheme Consideration Entitlement on the Restructuring Effective Date, Scheme Creditors should ensure that:

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

### **Sanction Hearing**

As the next step, the Company will seek the sanction of the Scheme by the Court at a hearing (the "Sanction Hearing").

The Sanction Hearing is presently listed to be heard at **10:00 a.m. Hong Kong time on 4 December 2025**. Any Scheme Creditor is entitled (but not obliged) to attend the Sanction Hearing, through legal counsel, to support or oppose the sanction of the Scheme.

### **Further information**

The Company will issue further announcement(s) to provide updates on other relevant matters in respect of the Scheme as and when appropriate. For further information, please contact the Information Agent, the Blocked Scheme Creditor Tabulation Agent or the Company's financial adviser or legal adviser (as applicable), in each case, using the contact details below:

#### **Information Agent**

**Sodali & Co Ltd.**

Address:

In Hong Kong: Room 1401, 90 Connaught Road Central, Sheung Wan, Hong Kong

In London: 122 Leadenhall St, EC3V 4AB, City of London, United Kingdom

Phone: Hong Kong: +852 2319 4859 / London: +44 207 382 0359

Transaction Website (document posting website):

<https://projects.sodali.com/countrygarden>

Scheme Portal (for submission of the Account Holder Letter or the Lender Proxy Form):

<https://portal.sodali.com/countrygarden>

Email: [countrygarden@investor.sodali.com](mailto:countrygarden@investor.sodali.com)

**Blocked Scheme Creditor Tabulation Agent**

**GLAS Agency (Hong Kong) Limited**

Address: Suite 1603, 16/F Central Tower, 28 Queen's Road Central Hong Kong

Email: [agent.asia@glas.agency](mailto:agent.asia@glas.agency)

**Financial Advisers to the Company**

**Houlihan Lokey (China) Limited**

Address: 1903-1907, Two International Finance Centre, 8 Finance Street, Central, Hong Kong

Phone: +852 3551 2300

Email: [CountryGarden2025@HL.com](mailto:CountryGarden2025@HL.com)

and

**China International Capital Corporation Hong Kong Securities Limited (中国国际金融香港证券有限公司)**

Address: 29<sup>th</sup> Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong

Phone: +852 2872 2000

Email: [cogard2025@cicc.com.cn](mailto:cogard2025@cicc.com.cn)

**Legal Adviser to the Company**

**Linklaters**

Address:

In Hong Kong: 11th Floor, Alexandra House, Chater Road, Hong Kong SAR

In Singapore: 2 Central Boulevard #28-01 West Tower, IOI Central Boulevard Towers, Singapore 018916

Phone: Hong Kong: +852 2842 4888 / Singapore: +65 6692 5700

Email: [dlcogard@linklaters.com](mailto:dlcogard@linklaters.com)

**COUNTRY GARDEN HOLDINGS COMPANY LIMITED (碧桂園控股有限公司)**

Dated: 6 November 2025