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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)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS WITH (1) CG SERVICES GROUP AND (2) ELITE ARCHITECTURAL CO.

CONTINUING CONNECTED TRANSACTIONS WITH CG SERVICES GROUP

Reference is made to the announcements of the Company dated 19 June 2018, 18 September 2018, 18 March 2020 and 4 December 2020 in relation to, among other things, certain continuing connected transactions between the Group and the CG Services Group. Since the Existing CG Services Framework Agreements are due to expire on 31 December 2023 and it is expected that the Group and the CG Services Group will continue to enter into similar transactions from time to time thereafter, on 29 December 2023, the Company entered into the 2023 CG Services Framework Agreements with CG Services, for a term commencing on 1 January 2024 until 31 December 2026.

Since CG Services is a 30%-controlled company indirectly held by Ms. YANG Huiyan, who is the chairman of the Board, an executive Director and the controlling shareholder of the Company, CG Services is an associate of Ms. YANG Huiyan and thus a connected person of the Company. Transactions between the CG Services Group and the Group contemplated under the 2023 CG Services Framework Agreements therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the transactions contemplated under each of the 2023 CG Services Framework Agreements exceed 0.1% but are below 5%, such transactions are subject to the reporting, annual review and announcement requirements but are exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS WITH ELITE ARCHITECTURAL CO.

Reference is made to (i) the announcements of the Company dated 17 December 2010, 31 October 2012 and 13 December 2013 in relation to, among other things, the Previous Design Services Agreement entered into between Elite Architectural Co. and Shunde Country Garden Co., a wholly-owned subsidiary of the Company, for the provision of survey work, property design and interior design services by Elite Architectural Co. to the Group until 31 December 2016; (ii) the announcements of the Company dated 30 December 2016 and 22 August 2017 in relation to the Design Services Further Supplemental Agreement entered into between Elite Architectural Co. and Shunde Country Garden Co., pursuant to which Elite Architectural Co. agreed to continue to provide survey work, property design and interior design services to the Group for a term of 3 years ending 31 December 2019; (iii) the announcement of the Company dated 21 March 2018 in relation to the 2018 Design Services Supplemental Agreement entered into between Elite Architectural Co. and Shunde Country Garden Co., pursuant to which the Design Services Further Supplemental Agreement has been extended for a further term of one year commencing on 1 January 2020; and (iv) the announcement of the Company dated 4 December 2020 in relation to the 2020 Design Services Supplemental Agreement entered into between Elite Architectural Co. and Shunde Country Garden Co., pursuant to which the 2018 Design Services Supplemental Agreement has been extended for a further term of three years commencing on 1 January 2021 with an annual cap of transactions of RMB7,000 million, RMB7,700 million and RMB8,400 million respectively.

The Group expects to continue to enter into transactions of nature similar to those contemplated under the Previous Design Services Agreement, the Design Services Further Supplemental Agreement, the 2018 Design Services Supplemental Agreement and the 2020 Design Services Supplemental Agreement.

The engagement pursuant to the 2020 Design Services Supplemental Agreement is due to expire on 31 December 2023. As such, on 29 December 2023, Elite Architectural Co. and Shunde Country Garden Co. entered into the 2023 Design Services Supplemental Agreement, pursuant to which the 2020 Design Services Supplemental Agreement has been extended for a further term of three years commencing on 1 January 2024 with an annual cap of transactions of RMB500 million, RMB450 million and RMB450 million respectively.

Shunde Country Garden Co. is a wholly-owned subsidiary of the Company. Elite Architectural Co. is wholly-owned by a PRC limited liability company, the three shareholders of which are another PRC limited liability company and two PRC limited partnership enterprises each owned as to more than 50% by Ms. YANG Meirong, an aunt of Ms. YANG Huiyan who is the chairman of the Board and an executive Director, and an aunt of Ms. YANG Ziyang who is an executive Director. Elite Architectural Co. is therefore a majority-controlled company indirectly held by a relative of Ms. YANG Huiyan and Ms. YANG Ziyang, and is thus a deemed connected person of the Company. As a result, the transactions contemplated under the 2023 Design Services Supplemental Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the transactions contemplated under the 2023 Design Services Supplemental Agreement exceed 0.1% but are below 5%, such transactions are subject to the reporting, annual review and announcement requirements but are exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS WITH CG SERVICES GROUP

Reference is made to the announcements of the Company dated 19 June 2018, 18 September 2018, 18 March 2020 and 4 December 2020 in relation to, among other things, certain continuing connected transactions between the Group and the CG Services Group. Since the Existing CG Services Framework Agreements are due to expire on 31 December 2023 and it is expected that the Group and the CG Services Group will continue to enter into similar transactions from time to time thereafter, on 29 December 2023, the Company entered into the 2023 CG Services Framework Agreements with CG Services, for a term commencing on 1 January 2024 until 31 December 2026. The principal terms of the 2023 CG Services Framework Agreements are as follows:

(i) Property Management Services Framework Agreement

Date	: 29 December 2023
Parties	: (1) the Company; and (2) CG Services
Term	: From 1 January 2024 until 31 December 2026

- Subject Matter** : Provision of property management services by the CG Services Group in respect of the unsold property units and the sold property units prior to the agreed delivery date set out on the sales contract which are already handed over or to be handed over through legal procedures during the term of the Property Management Services Framework Agreement by the Group to the CG Services Group for management.
- Price** : Fees to be charged for the property management services provided by the CG Services Group shall be determined after arm's length negotiations taking into account (i) the property nature; (ii) the property location; (iii) the property size and public ancillary facilities and equipment; and (iv) the content, standard and quality of property services requested by customers, with reference to the prevailing market price charged by other property management services providers for similar services in respect of similar property and factors including the property management service fee pricing of surrounding properties, historical pricing of similar existing contracts, property management fee pricing guidelines issued by the government (if any), and the fees charged by the CG Services Group to Independent Third Parties under the same conditions in at least 2 other transactions. The service fees shall not be higher than the government-guidance fees (if applicable) and not be lower than the fees charged by the CG Services Group to Independent Third Parties under the same conditions.
- Payment** : Fees for the property management services shall be paid in accordance with the payment terms as stipulated in specific contracts. Payment shall be settled in cash on a monthly basis, but the maximum payment term shall not exceed three months. The payment terms shall be in line with the standard payment terms offered by the Group to Independent Third Parties under similar conditions as well as market practice.

Unilateral termination : If the CG Services Group has delivered relevant services but does not receive the corresponding service fees, or if the Group has paid relevant service fees but does not receive the corresponding services, the non-defaulting party may unilaterally terminate the relevant individual contract with one-week notice without prejudice to its right to payment or refund (as the case may be).

Annual caps and basis of determination

The existing annual caps (excluding tax) for fees payable by the Group to the CG Services Group under the Existing Property Management Services Framework Agreement for each of the three years ending 31 December 2023 are as follows:

For the year ended 31 December 2021	For the year ended 31 December 2022	For the year ended 31 December 2023
RMB416,000,000	RMB493,000,000	RMB571,000,000

The approximate historical amounts (excluding tax) of fees paid by the Group to the CG Services Group under the Existing Property Management Services Framework Agreement for each of the two years ended 31 December 2021 and 2022, and the nine months ended 30 September 2023 are as follows:

For the year ended 31 December 2021 (audited)	For the year ended 31 December 2022 (audited)	For the nine months ended 30 September 2023 (unaudited)
RMB295,000,000	RMB300,000,000	RMB189,000,000

The proposed annual caps (excluding tax) for fees payable by the Group to the CG Services Group under the Property Management Services Framework Agreement for each of the three years ending 31 December 2026 are as follows:

For the year ending 31 December 2024	For the year ending 31 December 2025	For the year ending 31 December 2026
RMB440,000,000	RMB410,000,000	RMB370,000,000

The above proposed annual caps were determined after having taken into account (i) the historical transaction amounts under the Existing Property Management Services Framework Agreement for each of the two years ended 31 December 2021 and 2022 and the nine months ended 30 September 2023; (ii) the estimated amount of property management services fees for each of the three years ending 31 December 2026 in respect of properties to be handed over to the CG Services Group for property management; (iii) the proportion of estimated amount of property management services fees for the property management services provided by the CG Services Group to the Group to the total property management services expenses of the Group in respect of such properties for each of the three years ending 31 December 2026; and (iv) the anticipated development timetable of the Group for the three years ending 31 December 2026.

As compared with the annual caps of the Group for each of the three years ended 31 December 2021, 2022 and 2023, the fees paid by the Group to the CG Services Group under the Existing Property Management Services Framework Agreement during 2021, 2022 and the nine months ended 30 September 2023 recorded a relatively low utilization rate. The main reason was the phrasal adverse impact brought by the outbreak of COVID-19, which resulted in the delayed launching of certain property development projects and thus the decline in demand for property management services in 2021, 2022 and 2023. Though the epidemic control measures within the PRC have been entirely lifted, the real estate market remained weak. Coupled with the Group's active facilitation of offshore liability management measures since October 2023 and simultaneous implementation of guaranteed delivery and guaranteed operation, the Company expects that the demand for and the scale of property management services to be provided to the Group by CG Services for each of the three years ending 31 December 2026 will slightly increase as compared with the epidemic era, but will decline year-on-year in general.

(ii) Non-owner Value-added Services Framework Agreement

Date : 29 December 2023

Parties : (1) the Company; and
(2) CG Services

Term : From 1 January 2024 until 31 December 2026

Subject Matter : Provision of the following services by the CG Services Group to the Group:

- (1) Consultancy services, including (i) select and employ office managers to reside in the sales office, and provide consulting services such as sales office services, special services and asset management services according to the requirements of the Group; (ii) assist the Group in establishing the management system, operating procedures and work plans for sales office services, special service projects, asset management services and other services, and guide the Group's staff to carry out concierge reception, visit reception, water bar services, order maintenance, environmental maintenance, greenery maintenance, hydro-power engineering maintenance, model room management, property inspection, land reclamation, cleaning in accordance with the management system, asset management services and other services; and (iii) provide engineering services to the Group, including but not limited to undertaking inspection, accompanied delivery inspection and housing repair services ("**Consultancy Services**");
- (2) Sales and leasing agency services including marketing planning, leasing, sales, application for property ownership certificate, leasing and sales backend monitoring and management and other services in respect of the property and parking spaces of the Group (the "**Sales and Leasing Agency Services**");
- (3) Advertising services (which comprise installation, maintenance and dismantling services) (the "**Advertising Services**") in relation to advertisements to be displayed at certain advertising spaces located in the common areas of the property projects managed by the CG Services Group (the "**Advertising Spaces**");
- (4) Elevator products installation and supporting services (the "**Elevators Installation Services**"); and
- (5) Technology services, after-sales maintenance and warranty services for buildings, turnkey furnishing services, disinfection and pest control services and other services (the "**Other Services**").

Price

: (1) Consultancy Services

The fees for the provision of the Consultancy Services shall be determined after arm's length negotiations taking into account the consultancy contracts and other service contracts (if any) of similar nature of the parties, the market price for similar services, the size, location and positioning of the properties to be sold by the sales offices of the Group and the anticipated operational costs (such as labour costs).

(2) Sales and Leasing Agency Services

The fees for the provision of the Sales and Leasing Agency Services shall be determined after arm's length negotiations taking into account the prevailing market price with reference to the location of the property and parking space and expected operational costs, a percentage of the rental and sales price of the relevant property or parking space, with reference to factors such as the difference between the actual rental and sales price paid by the buyer and the predetermined minimum rental and sales price or the fixed amount for each house and each parking space.

(3) Advertising Services

The fees for the provision of the Advertising Services shall be determined after arm's length negotiations taking into account the cost of services of the CG Services Group and tax (including but not limited to the venue rent, labour cost, material cost and miscellaneous expenses).

(4) Elevators Installation Services

The fees for the provision of the Elevators Installation Services shall be determined after arm's length negotiations taking into account the cost of services of the CG Services Group and tax (including but not limited to the labour cost, specific skills or qualifications required, environment cleaning cost, material cost and miscellaneous expenses).

(5) Other Services

The fees for the provision of the Other Services shall be determined after arm's length negotiations taking into account the cost of services of the CG Services Group and tax (including but not limited to the labour cost, specific skills or qualifications required, environment cleaning cost, material cost and miscellaneous expenses).

Payment : Fees for the services shall be paid in accordance with the payment terms as stipulated in specific contracts. Payment shall be settled in cash on a monthly basis, but the maximum payment term shall not exceed three months. The payment terms are in line with the standard payment terms offered by the Group to Independent Third Parties under similar conditions as well as market practice.

Unilateral termination : If the CG Services Group has delivered relevant services but does not receive the corresponding service fees, or if the Group has paid relevant service fees but does not receive the corresponding services, the non-defaulting party may unilaterally terminate the relevant individual contract with one-week notice without prejudice to its right to payment or refund (as the case may be).

Annual caps and basis of determination

The existing annual caps (excluding tax) for fees payable by the Group to the CG Services Group under the Existing Sales and Leasing Agency Services Framework Agreement and the Existing Consultancy and Other Services Framework Agreement for each of the three years ending 31 December 2023 are as follows:

	For the year ended 31 December 2021	For the year ended 31 December 2022	For the year ended 31 December 2023
Existing Sales and Leasing Agency Services Framework Agreement	RMB700,000,000	RMB850,000,000	RMB1,000,000,000
Existing Consultancy and Other Services Framework Agreement	RMB1,500,000,000	RMB1,800,000,000	RMB2,200,000,000

The approximate historical amounts (excluding tax) of fees paid by the Group to the CG Services Group under the Existing Sales and Leasing Agency Services Framework Agreement and the Existing Consultancy and Other Services Framework Agreement for each of the two years ended 31 December 2021 and 2022, and the nine months ended 30 September 2023 are as follows:

	For the year ended 31 December 2021 (audited)	For the year ended 31 December 2022 (audited)	For the nine months ended 30 September 2023 (unaudited)
Existing Sales and Leasing Agency Services Framework Agreement	RMB632,000,000	RMB346,000,000	RMB8,000,000
Existing Consultancy and Other Services Framework Agreement	RMB1,097,000,000	RMB1,317,000,000	RMB791,000,000

The proposed annual caps (excluding tax) for fees payable by the Group to the CG Services Group under the Non-owner Value-added Services Framework Agreement for each of the three years ending 31 December 2026 are as follows:

For the year ending 31 December 2024	For the year ending 31 December 2025	For the year ending 31 December 2026
RMB340,000,000	RMB250,000,000	RMB220,000,000

The above proposed annual caps were determined after having taken into account (i) the historical amount of fees paid by the Group to the CG Services Group for the provision of the Consultancy Services, the Sales and Leasing Agency Services, the Advertising Services, the Elevators Installation Services and Other Services for each of the two years ended 31 December 2021 and 2022 and the nine months ended 30 September 2023; (ii) the estimated transaction amount for the provision of the same services by the CG Services Group to the Group for each of the three years ending 31 December 2026 based on the anticipated development timeline and sales

performance of the Group; (iii) in respect of the Consultancy Services, the estimated contracted amount of services with reference to the existing land reserve of the Group and the historical amount and historical growth rate of the total contracted gross floor area of the Group, and the increases in management costs and labour costs; (iv) in respect of the Sales and Leasing Agency Services, the estimated sales value of unsold properties and parking spaces of the Group in the PRC with reference to factors including but not limited to, the existing portfolio of unsold properties and parking spaces of the Group, the property development projects of the Group currently being sold in the market, the upcoming scheduled property development projects of the Group, the property development projects of the Group expected to be launched, for each of the three years ending 31 December 2023; (v) in respect of the Advertising Services, the estimated marketing expenses to be incurred by the Group; (vi) the CG Services Group's reference to the market rate for the provision of similar services in the same industry; and (vii) the rates of fees to be charged by the CG Services Group for the provision of the relevant services.

As compared with the annual caps of the Group for each of the three years ended 31 December 2021, 2022 and 2023, the fees paid by the Group to the CG Services Group under the Existing Sales and Leasing Agency Services Framework Agreement and the Existing Consultancy and Other Services Framework Agreement during 2021, 2022 and the nine months ended 30 September 2023 did not reach the relevant annual caps or their corresponding proportion. The main reason was the phrasal adverse impact brought by the outbreak of COVID-19, which resulted in the delayed launching of certain property development projects and thus the decline in demand for sales and leasing agency, consultation and other services in 2021, 2022 and 2023. Though the epidemic control measures within the PRC have been entirely lifted, the real estate market remained weak. Coupled with the Group's active facilitation of offshore liability management measures since October 2023 and simultaneous implementation of guaranteed delivery and guaranteed operation, the Company expects that the demand for and the scale of non-owner value-added services to be provided to the Group by CG Services for the three years ending 31 December 2026 will following the pattern of property delivery of the Group, decline upon a short-term increase in 2024 and then remain stable.

(iii) Hotel, Engineering and Transportation Services Framework Agreement

Date : 29 December 2023

Parties : (1) the Company; and
(2) CG Services

Term : From 1 January 2024 until 31 December 2026

- Subject Matter** : Provision of hotel accommodation, maintenance on the public facilities, shuttle-bus transportation services and other services by the Group to the CG Services Group.
- Price** : The service fees shall be determined after arm’s length negotiations with reference to the rate of fees under other contracts for similar services entered into by each party (if any), the prevailing market price for similar types of services provided by Independent Third Parties in the open market. The fees shall not be higher than the fees charged by the Group to Independent Third Parties.
- Payment** : Fees for the services shall be paid in accordance with the payment terms as stipulated in specific contracts. Payment shall be settled in cash on a monthly basis, but the maximum payment term shall not exceed three months. The payment terms are in line with the standard payment terms offered by the CG Services Group to Independent Third Parties under similar conditions as well as market practice.
- Unilateral termination** : If Group has delivered relevant services but does not receive the corresponding service fees, or if the CG Services Group has paid relevant service fees but does not receive the corresponding services, the non-defaulting party may unilaterally terminate the relevant individual contract with one-week notice without prejudice to its right to payment or refund (as the case may be).

Annual caps and basis of determination

The existing annual caps (excluding tax) for fees receivable by the Group from the CG Services Group under the Existing Hotel, Engineering and Transportation Services Framework Agreement for each of the three years ending 31 December 2023 are as follows:

For the year ended 31 December 2021	For the year ended 31 December 2022	For the year ended 31 December 2023
RMB52,220,000	RMB58,380,000	RMB70,640,000

The approximate historical amounts (excluding tax) of fees received by the Group from the CG Services Group under the Existing Hotel, Engineering and Transportation Services Framework Agreement for each of the two years ended 31 December 2021 and 2022, and the nine months ended 30 September 2023 are as follows:

For the year ended 31 December 2021 (audited)	For the year ended 31 December 2022 (audited)	For the nine months ended 30 September 2023 (unaudited)
RMB45,000,000	RMB49,000,000	RMB34,000,000

The proposed annual caps (excluding tax) for fees receivable by the Group from the CG Services Group under the Hotel, Engineering and Transportation Services Framework Agreement for each of the three years ending 31 December 2026 are as follows:

For the year ending 31 December 2024	For the year ending 31 December 2025	For the year ending 31 December 2026
RMB45,000,000	RMB45,000,000	RMB45,000,000

The above proposed annual caps were determined after having taken into account (i) the historical amount of fees received by the Group from the CG Services Group for the provision of hotel, engineering and transportation services for each of the two years ended 31 December 2021 and 2022 and the nine months ended 30 September 2023; (ii) the estimated amount of the service fee to be incurred under the existing individual hotel, engineering and transportation services agreements entered into by the Group and the CG Services Group; and (iii) the estimated growth of intelligent transformation services to be provided by the Group to the CG Services Group for each of the three years ending 31 December 2026.

As compared with the annual caps of the Group for each of the three years ended 31 December 2021, 2022 and 2023, the fees received by the Group from the CG Services Group under the Existing Hotel, Engineering and Transportation Services Framework Agreement during 2021, 2022 and the nine months ended 30 September 2023 recorded a relatively low utilization rate. The main reason was the outbreak of COVID-19, which resulted in the decline in demand for hotel, engineering and transportation services by the CG Services Group in 2021, 2022 and 2023. As the epidemic control measures within the PRC have been entirely lifted, social life and commercial activities have gradually resumed normal. The Company expects that the fees receivable from the CG Services Group under the Existing Hotel, Engineering and Transportation Services Framework Agreement for the three years ending 31 December 2026 will resume to stabilize.

PRICING POLICY

During the term of the 2023 CG Services Framework Agreements, the Group may from time to time enter into individual contracts with members of the CG Services Group for the provision of relevant services or the lease of properties (as the case may be) in accordance with the principal terms of the corresponding framework agreement. The Group adopts the following pricing policy for each of such individual contracts:

- (a) each individual contract will be negotiated on an arm's length basis to ensure the relevant pricing terms are fair and reasonable and on normal commercial terms;
- (b) the transaction price shall be determined based on certain market reference prices after the arm's length negotiation is reached between both parties in respect of the terms and conditions of each individual contract to ensure that the transaction price is no less favourable to the Group than that available from Independent Third Parties to the Group;
- (c) the relevant member of the Group shall refer to at least three other contemporaneous transactions of similar services and quantities carried out with Independent Third Parties by way of tender and review regularly as to whether the prices offered by the CG Services Group deviate materially from those offered by Independent Third Parties (a discrepancy of more than 10% will be considered as material) to ensure that the prices offered by the CG Services Group are fair and reasonable and are no less favourable than those offered by other Independent Third Parties; and
- (d) the transaction price shall be negotiated with the CG Services Group by reference to the relevant guidance prices prescribed by the government or those charged by competitors of comparable scale for similar transactions with their independent third parties if no contemporaneous transactions for similar services have taken place between the relevant member of the Group and Independent Third Parties.

Taking into account the terms of the 2023 CG Services Framework Agreements, the basis of determination of the fees or price or rent payable thereunder, and the internal control and pricing policy above, the Directors (including the independent non-executive Directors) consider that the internal control and pricing measures adopted are sufficient to ensure that the transactions under the 2023 CG Services Framework Agreements will be conducted on normal commercial terms and are fair and reasonable.

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2023 CG SERVICES FRAMEWORK AGREEMENTS

The CG Services Group is a leading service provider in comprehensive property management in the PRC with diversified business focus. Its subsidiaries are principally engaged in property management services, community value-added services, value-added services to non-property owners, “Three Supplies and Property Management” businesses, urban services and commercial operation services. With its professional knowledge, quality services and competitive prices, the CG Services Group is a constant service provider of the Group. The Group is actively fostering offshore liability management measures, and is putting full efforts in ensuring smooth delivery works and daily operation. By entering into the Property Management Services Framework Agreement and the Non-owner Value-added Services Framework Agreement, the Group will be able to benefit from the services provided by the CG Services Group in terms of efficiency and reliability. By entering into the Hotel, Engineering and Transportation Services Framework Agreement, the Group can also receive service fees at market rate from relevant services, thereby enhancing the return rate of operation of relevant assets.

The Directors (including the independent non-executive Directors) are of the view that the 2023 CG Services Framework Agreements and the transactions contemplated thereunder are entered into in the ordinary and usual course of business of the Company and on normal commercial terms, and the terms of which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

CONTINUING CONNECTED TRANSACTIONS WITH ELITE ARCHITECTURAL CO.

Reference is made to (i) the announcements of the Company dated 17 December 2010, 31 October 2012 and 13 December 2013 in relation to, among other things, the Previous Design Services Agreement entered into between Elite Architectural Co. and Shunde Country Garden Co., a wholly-owned subsidiary of the Company, for the provision of survey work, property design and interior design services by Elite Architectural Co. to the Group until 31 December 2016; (ii) the announcements of the Company dated 30 December 2016 and 22 August 2017 in relation to the Design Services Further Supplemental Agreement entered into between Elite Architectural Co. and Shunde Country Garden Co., pursuant to which Elite Architectural Co. agreed to continue to provide survey work, property design and interior design services to the Group for a term of 3 years ending 31 December 2019; (iii) the announcement of the Company dated 21 March 2018 in relation to the 2018 Design Services Supplemental Agreement entered into between Elite Architectural Co. and Shunde Country Garden Co., pursuant to which the Design Services Further Supplemental Agreement has been extended for a further term of one year commencing on 1 January 2020; and (iv) the announcement of the Company dated 4 December 2020 in relation to the 2020 Design Services Supplemental Agreement entered into between Elite Architectural Co. and Shunde Country Garden Co., pursuant to which the 2018 Design Services Supplemental Agreement has been extended for a

further term of three years commencing on 1 January 2021 with an annual cap of transactions of RMB7,000 million, RMB7,700 million and RMB8,400 million respectively.

The Group expects to continue to enter into transactions of nature similar to those contemplated under the Previous Design Services Agreement, the Design Services Further Supplemental Agreement, the 2018 Design Services Supplemental Agreement and the 2020 Design Services Supplemental Agreement.

The engagement pursuant to the 2020 Design Services Supplemental Agreement is due to expire on 31 December 2023. As such, on 29 December 2023, Elite Architectural Co. and Shunde Country Garden Co. entered into the 2023 Design Services Supplemental Agreement to renew the terms of engagement of Elite Architectural Co. as principally set out below.

Date	: 29 December 2023
Parties	: (1) Shunde Country Garden Co., a wholly-owned subsidiary of the Company; and (2) Elite Architectural Co.
Term	: A term of three years from 1 January 2024 up to 31 December 2026
Subject Matter	: Provision of survey work, property design and interior design services, including but not limited to, project design (design of concept, proposal, renovation and construction drawing and coordination of stages such as project reporting, construction and acceptance) and relevant design services such as research and development of products, technological innovation, standard setting, third-party design vetting, design extension services (pre-planning stage, drawing design and approval stage, construction/sales stage, construction/repossession stage) and field service, by Elite Architectural Co. to the Group.

Price

: The prices for the provision of survey work, property design and interior design services shall be determined with reference to the prevailing market prices under arm's length negotiation principle to ensure that they are no less favourable to the Group than those offered by Independent Third Parties. The prevailing market prices are determined with reference to at least three other contemporaneous transactions for provision by Independent Third Parties of similar services to the Group in similar quantities through tender. Periodic reviews as to any material discrepancies between the prices offered by Elite Architectural Co. and those offered by Independent Third Parties will be conducted (a discrepancy of more than 10% will be considered as a material discrepancy). If there are no contemporaneous transactions for similar services with Independent Third Parties, the prices will be determined with reference to the prices prescribed by the government or those charged by competitors of the same scale for similar transactions with their independent third parties. The same price determination procedure will be repeated by the Group every half a year. Should there be any material discrepancies between the prices charged by Elite Architectural Co. and those offered by Independent Third Parties, the prices chargeable by Elite Architectural Co. will be adjusted according to the above.

Taking into account the above, the Directors (including the independent non-executive Directors) consider that the above measures adopted are sufficient to ensure that the transactions under the 2023 Design Services Supplemental Agreement will be conducted on normal commercial terms and are fair and reasonable.

Payment

: Payment will be settled by way of cash payment, cheque, telegraphic transfer or cashier order within 10 business days after the parties thereto have confirmed the services fees for each project or transaction.

Annual caps and basis of determination

The existing annual caps (excluding tax) for fees payable by Group to Elite Architectural Co. under the 2020 Design Services Supplemental Agreement for each of the three years ending 31 December 2023 are as follows:

For the year ended 31 December 2021	For the year ended 31 December 2022	For the year ending 31 December 2023
RMB7,000,000,000	RMB7,700,000,000	RMB8,400,000,000

The approximate actual fees for the provision of survey work, property design and interior design services paid by the Group to Elite Architectural Co. under the 2020 Design Services Supplemental Agreement for each of the two years ended 31 December 2021 and 31 December 2022 and for the nine months ended 30 September 2023 were as follows:

For the year ended 31 December 2021 (audited)	For the year ended 31 December 2022 (audited)	For the nine months ended 30 September 2023 (unaudited)
RMB3,869,000,000	RMB2,051,000,000	RMB412,000,000

The proposed annual caps for the fees for the provision of survey work, property design and interior design services payable by the Group to Elite Architectural Co. for each of the three years ending 31 December 2026 are as follows:

For the year ending 31 December 2024	For the year ending 31 December 2025	For the year ending 31 December 2026
RMB500,000,000	RMB450,000,000	RMB450,000,000

The above proposed annual caps were determined after having taken into account: (i) the historical amount of fees paid by the Group to Elite Architectural Co. for provision of survey work, property design and interior design services for each of the two years ended 31 December 2022 and the nine months ended 30 September 2023; (ii) the market price for provision of survey work, property design and interior design services; (iii) the estimated area which will require the survey work, property design and interior design services of Elite Architectural Co. for each of the three years ending 31 December 2026; and (iv) based on the anticipated development timeline of the Group in the next three years.

As compared with the annual caps of the Group for each of the three years ended 31 December 2021, 2022 and 2023, the fees paid by the Group to Elite Architectural Co. under the 2020 Design Services Supplemental Agreement during 2021, 2022 and the nine months ended 30 September 2023 recorded a relative low utilization rate. The main reason was the phrasal adverse impact brought by the outbreak of COVID-19, which resulted in the delayed launching of certain property development projects and thus the decline in demand for survey work, property design and interior design services in 2021, 2022 and 2023. Though the epidemic control measures within the PRC have been entirely lifted, the real estate market remained weak. Coupled with the Group's active facilitation of offshore liability management measures since October 2023 and simultaneous implementation of guaranteed delivery and guaranteed operation, the Company expects that the demand for and the scale of survey work, property design and interior design services to be provided to the Group by Elite Architectural Co. for the three years ending 31 December 2026 will significantly increase as compared with the epidemic era, but will decline year-on-year in general.

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2023 DESIGN SERVICES SUPPLEMENTAL AGREEMENT

The Board believes that given the long term stable, smooth and efficient working relationship between Elite Architectural Co. and the Group, engaging Elite Architectural Co. to provide one-stop services such that it will be involved from an early stage of each of the Group's property development projects will be more efficient and will expedite the development process, which in turn will be beneficial to the Group.

The Directors (including the independent non-executive Directors) are of the view that the 2023 Design Services Supplemental Agreement was entered into in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms of which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

Continuing connected transactions with CG Services Group

Since CG Services is a 30%-controlled company indirectly held by Ms. YANG Huiyan, who is the chairman of the Board, an executive Director and the controlling shareholder of the Company, CG Services is an associate of Ms. YANG Huiyan and thus a connected person of the Company. Transactions between the CG Services Group and the Group contemplated under the 2023 CG Services Framework Agreements therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the transactions contemplated under each of the 2023 CG Services Framework Agreements exceed 0.1% but are below 5%, such transactions are subject to the reporting, annual review and announcement requirements but are exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Since Ms. YANG Huiyan is the controlling shareholder of CG Services, and Ms. YANG Ziyang and Mr. CHEN Chong are associates of Ms. YANG Huiyan, the aforesaid Directors are considered to be interested in the 2023 CG Services Framework Agreements and the transactions contemplated thereunder and have abstained from voting on the Board resolutions to approve the 2023 CG Services Framework Agreements and the transactions contemplated thereunder to avoid any conflict of interests.

Continuing connected transactions with Elite Architectural Co.

Shunde Country Garden Co. is a wholly-owned subsidiary of the Company. Elite Architectural Co. is wholly-owned by a PRC limited liability company, the three shareholders of which are another PRC limited liability company and two PRC limited partnership enterprises each owned as to more than 50% by Ms. YANG Meirong, an aunt of Ms. YANG Huiyan who is the chairman of the Board and an executive Director, and an aunt of Ms. YANG Ziyang who is an executive Director. Elite Architectural Co. is therefore a majority-controlled company indirectly held by a relative of Ms. YANG Huiyan and Ms. YANG Ziyang, and is thus a deemed connected person of the Company. As a result, the transactions contemplated under the 2023 Design Services Supplemental Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the transactions contemplated under the 2023 Design Services Supplemental Agreement exceed 0.1% but are below 5%, such transactions are subject to the reporting, annual review and announcement requirements but are exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Since Elite Architectural Co. is controlled by a relative of Ms. YANG Huiyan and Ms. YANG Ziyang, and an aunt-in-law of Mr. CHEN Chong, to avoid any conflict of interests, the aforesaid Directors have abstained from voting on the Board resolutions to approve the 2023 Design Services Supplemental Agreement and the transactions contemplated thereunder.

GENERAL

The Company is one of the PRC's largest residential property developers that capitalizes on urbanization. With centralized management and standardization, the Group runs the businesses of property development, construction, interior decoration, property investment, and the development and management of hotels. The Group offers a broad range of products to cater for diverse demands, namely residential projects such as townhouses, condominiums, carparks and retail shop spaces. The Group also develops and manages hotels at some of its property projects with the aim of enhancing the properties' marketability. The Group's other businesses are robotics and modern agriculture.

CG Services is an investment holding company and a leading service provider in comprehensive property management in the PRC with diversified business focus. Its subsidiaries are principally engaged in property management services, community value-added services, value-added services to non-property owners, "Three Supplies and Property Management" businesses, urban services and commercial operation services. Ms. YANG Huiyan is indirectly interested in approximately 36.44% of the total issued shares of CG Services as at the date of this announcement.

Elite Architectural Co. is a company which provides survey work, property design and interior design services to property development projects.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

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| "2018 Design Services Supplemental Agreement" | the supplemental agreement dated 21 March 2018 entered into between Shunde Country Garden Co. and Elite Architectural Co., pursuant to which the Design Services Further Supplemental Agreement was extended for a further term of one year commencing on 1 January 2020 and the annual caps for each of the two years ending on 31 December 2018 and 31 December 2019 were revised |
| "2020 Design Services Supplemental Agreement" | the supplemental agreement dated 4 December 2020 entered into between Shunde Country Garden Co. and Elite Architectural Co., pursuant to which the 2018 Design Services Supplemental Agreement was extended for a further term of three years commencing on 1 January 2021 |
| "2023 CG Services Framework Agreements" | collectively, the Property Management Services Framework Agreement, the Non-owner Value-added Services Framework Agreement and the Hotel, Engineering and Transportation Services Framework Agreement |

“2023 Design Services Supplemental Agreement”	the supplemental agreement dated 29 December 2023 entered into between Shunde Country Garden Co. and Elite Architectural Co., pursuant to which the 2020 Design Services Supplemental Agreement was extended for a further term of three years commencing on 1 January 2024
“30%-controlled company”	has the meaning ascribed to it under the Listing Rules
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CG Services”	Country Garden Services Holdings Company Limited (碧桂園服務控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 6098)
“CG Services Group”	CG Services and its subsidiaries
“Company”	Country Garden Holdings Company Limited (碧桂園控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 2007)
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Design Services Further Supplemental Agreement”	the supplemental agreement dated 30 December 2016 entered into between Shunde Country Garden Co. and Elite Architectural Co. (as amended by a supplemental letter dated 22 August 2017 entered into by the same parties) to extend the Previous Design Services Agreement for a further term of 3 years commencing on 1 January 2017
“Director(s)”	the director(s) of the Company
“Elite Architectural Co.”	Guangdong Elite Architectural Co., Ltd. (廣東博意建築設計院有限公司) (formerly known as Foshan Shunde Elite Architectural Co., Ltd. (佛山市順德區博意建築設計院有限公司)) which was established in the PRC on 12 June 1997 as a limited liability company

“Existing CG Services Framework Agreements”	collectively, the Existing Property Management Services Framework Agreement, the Existing Sales and Leasing Agency Services Framework Agreement, the Existing Consultancy and Other Services Framework Agreement and the Existing Hotel, Engineering and Transportation Services Framework Agreement
“Existing Consultancy and Other Services Framework Agreement”	the framework agreement entered into between the Company and CG Services on 4 December 2020 which sets out the principal terms for the provision of the Consultancy Services, the Advertising Services, the Elevators Installation Services and other services by the CG Services Group to the Group for a term commencing on 1 January 2021 until 31 December 2023
“Existing Hotel, Engineering and Transportation Services Framework Agreement”	the framework agreement entered into between the Company and CG Services on 4 December 2020 which sets out the principal terms for the provision of hotel accommodation services, engineering and transportation services by the Group to the CG Services Group for a term commencing on 1 January 2021 until 31 December 2023
“Existing Property Management Services Framework Agreement”	the framework agreement entered into between the Company and CG Services on 4 December 2020 which sets out the principal terms for the provision of the property management services by the CG Services Group to the Group for a term commencing on 1 January 2021 until 31 December 2023
“Existing Sales and Leasing Agency Services Framework Agreement”	the framework agreement entered into between the Company and CG Services on 4 December 2020 which sets out the principal terms for the provision of the Sales and Leasing Agency Services by the CG Services Group to the Group for a term commencing on 1 January 2021 until 31 December 2023
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hotel, Engineering and Transportation Services Framework Agreement”	the framework agreement entered into between the Company and CG Services on 29 December 2023 which sets out the principal terms for the provision of hotel accommodation services, engineering and transportation services by the Group to the CG Services Group for a term commencing on 1 January 2024 until 31 December 2026

“Independent Third Parties”	parties who are independent of, and not connected with, the Company or any of its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“majority-controlled company”	has the meaning ascribed to it under the Listing Rules
“Non-owner Value-added Services Framework Agreement”	the framework agreement entered into between the Company and CG Services on 29 December 2023 which sets out the principal terms for the provision of certain non-owner value-added services by the CG Services Group to the Group for a term commencing on 1 January 2024 until 31 December 2026
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Previous Design Services Agreement”	the agreement dated 27 March 2007 (as amended by supplemental agreements dated 20 June 2008, 17 December 2010, 31 October 2012 and 13 December 2013) entered into between Shunde Country Garden Co. and Elite Architectural Co. in respect of the provision of survey work, property design and interior design services by Elite Architectural Co. to the Group until 31 December 2016
“Property Management Services Framework Agreement”	the framework agreement entered into between the Company and CG Services on 29 December 2023 which sets out the principal terms for the provision of the property management services by the CG Services Group to the Group for a term commencing on 1 January 2024 until 31 December 2026
“relative”	has the meaning ascribed to it under the Listing Rules
“RMB”	Renminbi, the lawful currency of PRC
“Shunde Country Garden Co.”	Foshan Shunde Country Garden Property Development Co. Ltd. (佛山市順德區碧桂園物業發展有限公司), a wholly-owned subsidiary of the Company which was established in the PRC on 2 April 1997 as a limited liability company and was transformed into a wholly foreign-owned enterprise on 21 June 2006
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“%”

per cent

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

Foshan, Guangdong Province, the PRC, 29 December 2023

As of the date of this announcement, the executive directors of the Company are Ms. YANG Huiyan (Chairman), Mr. MO Bin (President), Ms. YANG Ziying, Dr. CHENG Guangyu, Ms. WU Bijun and Mr. SU Baiyuan. The non-executive director of the Company is Mr. CHEN Chong. The independent non-executive directors of the Company are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung and Mr. TO Yau Kwok.