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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

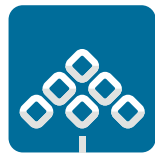
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold all or transferred** all your shares in **Country Garden Services Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**碧桂园服务**  
COUNTRY GARDEN SERVICES

**COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED**

**碧桂园服务控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6098)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at the Guipan Conference Room, 1/F, Country Garden Holiday Resort, Beijiao Town, Shunde, Foshan, Guangdong Province, PRC on Thursday, 6 June 2024 at 3:00 p.m. is set out on pages AGM-1 to AGM-4 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

29 April 2024

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at the Guipan Conference Room, 1/F, Country Garden Holiday Resort, Beijiao Town, Shunde, Foshan, Guangdong Province, PRC on Thursday, 6 June 2024 at 3:00 p.m.
“AGM Notice”	the notice convening the AGM as set out on pages AGM-1 to AGM-4 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company adopted by a special resolution passed on 25 May 2023
“Board”	the board of Directors
“CG Life Services”	Country Garden Life Services Group Co., Ltd.* (碧桂園生活服務集團股份有限公司) (formerly known as Guangdong Country Garden Property Services Co., Ltd. (廣東碧桂園物業服務股份有限公司) and subsequently known as Country Garden Intelligent Services Group Co., Ltd.* (碧桂園智慧物業服務集團股份有限公司)), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company
“CGH”	Country Garden Holdings Company Limited (碧桂園控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2007)
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	Country Garden Services Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6098)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to issue, allot and deal in Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution by the Shareholders
“Hopefluent”	Hopefluent Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 733)
“Latest Practicable Date”	Wednesday, 17 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the second amended and restated memorandum of association of the Company adopted by a special resolution passed on 25 May 2023
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares with a par value of US\$0.0001 each in the issued share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification, or re-construction of the share capital of the Company from time to time)
“Share Registrar”	the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited

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## DEFINITIONS

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“Share Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution by the Shareholders
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

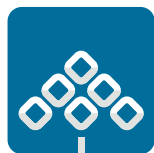
*Should there be any discrepancy between English and Chinese versions, the Chinese version shall prevail.*

\* For identification purpose only

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LETTER FROM THE BOARD

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碧桂园服务  
COUNTRY GARDEN SERVICES

**COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED**

**碧桂园服务控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6098)**

*Executive Directors:*

Mr. Xu Binhuai (*President*)  
Mr. Xiao Hua

*Non-executive Director:*

Ms. Yang Huiyan (*Chairman*)

*Independent non-executive Directors:*

Mr. Mei Wenjue  
Mr. Rui Meng  
Mr. Chen Weiru  
Mr. Zhao Jun

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Headquarters and registered office*

*in the PRC:*

West Building of Country Garden office  
Beijiao Town  
Shunde District, Foshan  
Guangdong Province  
PRC

*Principal place of business in Hong Kong:*

4th Floor, Ruttonjee House  
Ruttonjee Centre  
11 Duddell Street  
Central  
Hong Kong

29 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information relating to the resolutions to be proposed at the AGM for, among other things, (i) the grant and extension of the Issue Mandate; (ii) the grant of the Share Repurchase Mandate; and (iii) the re-election of the retiring Directors in accordance with the Articles of Association. These resolutions are set out in the AGM Notice as contained in this circular.

### 2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 25 May 2023 whereby a general mandate was given to the Directors to issue Shares and such general mandate to issue Shares was extended by adding to it the number of Shares bought back under the general mandate to buy back Shares granted to the Directors on 25 May 2023.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to issue Shares up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution (i.e. not exceeding 668,604,067 Shares based on the issued share capital of the Company of 3,343,020,336 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same on the date of the passing of the relevant resolution) in order to ensure flexibility and discretion to the Directors to issue Shares.

In addition, an ordinary resolution will be proposed to extend the Issue Mandate by adding to it the number of Shares repurchased under the Share Repurchase Mandate.

### 3. GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 25 May 2023 whereby a general mandate was given to the Directors to repurchase Shares.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM to grant to the Directors the Share Repurchase Mandate to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution (i.e. not exceeding 334,302,033 Shares based on the issued share capital of the Company of 3,343,020,336 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same on the date of the passing of the relevant resolution).

In accordance with the Listing Rules, an explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Share Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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#### 4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises seven Directors, of which Mr. Xu Binhuai and Mr. Xiao Hua are executive Directors; Ms. Yang Huiyan is a non-executive Director; and Mr. Mei Wenjue, Mr. Rui Meng, Mr. Chen Weiru and Mr. Zhao Jun are independent non-executive Directors.

Pursuant to Article 83(3) of the Articles of Association, Mr. Xu Binhuai and Mr. Zhao Jun will retire from office at the AGM and being eligible, offer themselves for re-election at the AGM. Pursuant to Article 84(1) of the Articles of Association, Mr. Xiao Hua and Mr. Mei Wenjue will retire from office at the AGM and being eligible, offer themselves for re-election at the AGM.

Brief biographical details of the Directors subject to re-election at the AGM are set out in Appendix II to this circular.

Mr. Xu Binhui, as the president and executive Director of the company, is mainly responsible for overall strategic decision-making, business planning, and major operational decisions of the Group, bearing the heavy responsibility of achieving the strategic and planning goals of the Group. Mr. Xiao Hua, as the executive Director, is mainly responsible for the overall management of Guangzhou Tianli Property Service Co., Ltd\* (廣州天力物業發展有限公司), the main domestic entity of Wealth Best Global Limited, and its subsidiaries and continuously contributes to the Company and shareholders as a whole. Both individuals possess in-depth understanding and extensive knowledge of the Group's business, along with rich commercial experience. As an independent non-executive Director with in-depth knowledge of the Company, Mr. Mei Wenjue has expressed objective views and given independent guidance to the Company over the years. As an independent non-executive Director, Mr. Zhao Jun has rich experience and professional knowledge in the fields of business, investment, and corporate governance. Since their appointments, the above Directors have continuously devoted sufficient time to the Board, bringing forth new perspectives and constructive opinions at Board and committee meetings.

The nomination committee of the Company had identified candidates pursuant to criteria set out in the nomination policy adopted by the Company and reviewed the written confirmation of independence of Mr. Mei Wenjue and Mr. Zhao Jun. The nomination committee of the Company is also of the view that Mr. Xu Binhuai, Mr. Xiao Hua, Mr. Mei Wenjue and Mr. Zhao Jun would bring to the Board their own perspectives, skills and experience, as further described in their biographical details in the Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the nomination committee of the Company considers that Mr. Mei Wenjue and Mr. Zhao Jun can contribute to the diversity of the Board, in particular, with their professional background, enabling them to provide valuable, independent and objective view to the Company's affairs.

Accordingly, with the recommendation of the nomination committee of the Company, the Board has proposed that each of the above retiring Directors, namely Mr. Xu Binhuai, Mr. Xiao Hua, Mr. Mei Wenjue and Mr. Zhao Jun, stands for re-election as Director by way of separate resolutions at the AGM.

#### 5. ANNUAL GENERAL MEETING

The AGM Notice containing the resolutions relating to, inter alia, the Issue Mandate, the Share Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors is set out on pages AGM-1 to AGM-4 of this circular.

\* For identification purpose only



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## LETTER FROM THE BOARD

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### 6. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.bgyfw.com>). If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the accompanying form of proxy and return it to the Share Registrar in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

### 7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll except where the chairman, 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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.

### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 9. RECOMMENDATION

The Directors consider that each of the Issue Mandate, the Share Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM as set out in the AGM Notice.

Yours faithfully,  
For and on behalf of the Board  
**Country Garden Services Holdings Company Limited**  
**XU Binhuai**  
*President and Executive Director*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Repurchase Mandate.

## **1. LISTING RULES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (a) the shares proposed to be purchased by the company are fully paid-up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make the purchase(s), by way of an ordinary resolution which complies with Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

The company must report the outcome of the general meeting called to consider the proposed repurchase to the Stock Exchange immediately following the meeting.

## **2. SHARE IN ISSUE**

As at the Latest Practicable Date, the total number of Shares in issue and fully paid-up was 3,343,020,336 Shares.

Subject to the passing of ordinary resolution no. 6 of the AGM Notice and on the basis that no further Shares are issued or repurchased and/or cancelled prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 334,302,033 Shares.

## **3. REASON FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such a repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchase will be made out of funds of the Company legally permitted to be utilized in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of the capital of the Company and, in

the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of the capital of the Company. The Company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## 5. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate is exercised in full at any time during the proposed repurchase period. No repurchase pursuant to the Share Repurchase Mandate would be made where such repurchase would have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider such repurchase were in the best interests of the Company and the Shareholders as a whole.

## 6. SHARE PRICES RECORD

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date and for the month of April 2024 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
April	15.340	12.160
May	12.600	8.890
June	11.100	8.550
July	10.480	7.410
August	10.240	6.590
September	10.460	7.770
October	8.040	6.630
November	8.740	6.750
December	7.400	5.870
<b>2024</b>		
January	6.780	4.680
February	6.490	4.920
March	6.130	4.850
April (up to the Latest Practicable Date)	5.100	4.320

## 7. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, if the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

The Directors have confirmed that the explanatory statement set out in this circular relating to the Share Repurchase Mandate contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed repurchase of Shares has unusual features.

## 8. EFFECTS OF TAKEOVERS CODES

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, Ms. Yang Huiyan has an indirect control in 1,218,336,100 Shares representing approximately 36.44% of the issued Shares, through her 100% interest in Concrete Win Limited, 100% interest in Fortune Warrior Global Limited and the control over the voting rights of the 674,640,867 Shares in the Company held by Guoqiang Public Welfare Foundation (Hong Kong) Limited.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, then, (if the present shareholdings otherwise remain the same) the control of Ms. Yang Huiyan in the voting rights of the Company, through Concrete Win Limited, Fortune Warrior Global Limited and the control over the voting rights of the 674,640,867 Shares in the Company held by Guoqiang Public Welfare Foundation (Hong Kong) Limited, would be increased from approximately 36.44% to approximately 40.49%. In the event that the Share Repurchase Mandate is exercised in full, an obligation to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Codes may arise. The Directors have no intention to exercise the Share Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Codes or the public float of the Company falling below the minimum percentage prescribed by the Stock Exchange.

## 9. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares on the Stock Exchange or elsewhere during the six months immediately preceding the Latest Practicable Date.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

**Mr. Xu Binhuai** (徐彬淮) (“**Mr. Xu**”), aged 45, was appointed as an executive Director, the president, the authorised representative, a chairman of the environmental, social and governance committee (the “**ESG Committee**”) and the agent for the service of process in Hong Kong (the “**Agent**”) on 10 October 2023 and is primarily responsible for the overall strategic decision-making, business planning and major operational decision-making of the Group.

Mr. Xu was appointed as the vice president and the chief strategy officer of the Company successively from October 2016 to October 2023 and was primarily responsible for business innovation strategic planning, operation management, digital management, intelligent manufacturing and community life service business operation. Mr. Xu has also been directors and managers of certain member companies of the Group.

Prior to joining the Group, Mr. Xu served in various positions in marketing at DHL-SINOTRANS International Air Courier Ltd.\* (中外運－敦豪國際航空快件有限公司), including as manager of sales performance team and regional sales and marketing planning manager, where he was mainly responsible for sales planning and performance management from November 2004 to February 2010. He served as the head of marketing department of North Asia region at American President Lines (China) Co., Ltd. (美國總統輪船(中國)有限公司), a logistics company, where he was mainly responsible for marketing and sales management in North Asia region from March 2010 to October 2012. He served as a senior project manager at Roland Berger Strategy Consultants (Shanghai) Company Limited\* (羅蘭貝格企業管理(上海)有限公司), where he was in charge of providing business consulting services to transportation, logistics, tourism, public service sectors and other sectors from November 2012 to February 2016. Mr. Xu joined CGH as the deputy general manager of the corporate strategy office in March 2016 and was mainly responsible for strategic planning of new business lines until September 2016.

Mr. Xu graduated from Fudan University in July 2002, where he obtained a bachelor degree in macromolecular material and engineering. He graduated from the University of Hong Kong in November 2016, where he obtained a master degree in business administration.

Save as disclosed above, Mr. Xu does not hold any other positions with the Company or other members of the Group, nor has he held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Xu (i) had a direct interest in 2,780,667 Shares of the Company within the meaning of Part XV of the SFO (being interests in 1,240,667 Shares of the Company and interests in share options to subscribe for 1,540,000 Shares of the Company granted under the share option scheme of the Company adopted on 28 September 2020); and (ii) had a direct interest in 2,520,000 shares of Hopefluent (being an associated corporation of the Company) within the meaning of Part XV of the SFO (representing the interests in share options to subscribe for 2,520,000 shares of Hopefluent granted under the share option scheme of Hopefluent adopted on 23 May 2023).

Mr. Xu does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Mr. Xu has entered into a service agreement with the Company for a term of three years commencing on 10 October 2023 for his position as a Director, and there is no specific term for his appointment as the president, which may be terminated by either party giving not less than one month's notice in writing to the other party. Mr. Xu's position as a Director shall be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Xu will not receive any remuneration for acting as an executive Director, the authorised representative, a chairman of the ESG Committee, and the Agent, but is entitled to receive a basic salary of RMB44,700 per month and a discretionary special incentive and annual bonus according to his work performance and the policies and operations of the Company for his other management positions within the Group. In addition, pursuant to the president employment contract entered into between Mr. Xu and the Company, Mr. Xu is entitled to receive a basic salary of RMB50,000 per month and a discretionary special incentive and annual bonus according to his work performance and the policies and operations of the Company. Such remuneration is determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his position and duties as well as the prevailing market conditions. For the year ended 31 December 2023, Mr. Xu has received total emoluments of RMB1.543 million from the Group.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Xu's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**Mr. Xiao Hua (肖華) ("Mr. Xiao")**, aged 46, was appointed as an executive Director on 9 March 2018. He has been the vice president of CG Life Services since February 2013 and was appointed as senior management of the Company on 3 April 2024. Mr. Xiao is primarily responsible for the overall management of Guangzhou Tianli Property Service Co., Ltd\* (廣州天力物業發展有限公司), the main domestic entity of Wealth Best Global Limited, and its subsidiaries since January 2022. Mr. Xiao is also a member of the ESG Committee of the Company, as well as directors of certain member companies of the Group.

From April 2002 to April 2009, Mr. Xiao worked at the Group as an assistant manager, a deputy manager and a manager at Chencun branch office in Guangdong, where he was mainly responsible for the security management and providing assistance to day-to-day operation of the branch office, and a deputy manager, a manager and a senior manager at Huabi branch office in Guangdong, where he was mainly responsible for the day-to-day operation and management of the branch office. From April 2009 to December 2009, Mr. Xiao was promoted to regional director at Changsha branch office and in January 2010, he was transferred to the Zengcheng branch office as the regional director, where he was primarily responsible for the overall operation, management and brand development of property management services until February 2013. From February 2013 to December 2018, Mr. Xiao served as vice president of CG Life Services, and was mainly responsible for the overall management of value-added services to non-property owners. Since January 2019, Mr. Xiao has started to serve as a director of Baoshihua Home Investment Management Company Limited\* (寶石花家園投資管理有限公司) ("**Baoshihua**") and its subsidiaries while serving as the vice president of CG Life services, participating in the overall management of Baoshihua.

Save as disclosed above, Mr. Xiao does not hold any other positions with the Company or other members of the Group, nor has he held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Xiao had a direct interest in 1,615,795 Shares of the Company within the meaning of Part XV of the SFO (being interests in 755,795 Shares of the Company and interests in share options to subscribe for 860,000 Shares of the Company granted under the share option scheme of the Company adopted on 28 September 2020).

Mr. Xiao does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Mr. Xiao has entered into a service agreement with the Company for a term of three years commencing on 19 June 2021 subject to termination by not less than thirty days' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to the terms of the service agreement in relation to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Pursuant to the service agreement, Mr. Xiao's remuneration will be paid by a subsidiary of the Company, and the Company will not pay other compensation for his performance of obligations under the agreement. Besides, Mr. Xiao is entitled to a year-end management bonus and performance bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2023, Mr. Xiao has received total emoluments of RMB2.059 million from the Group.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Xiao's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**Mr. Mei Wenjue (梅文珏) ("Mr. Mei")**, aged 54, was appointed as an independent non-executive Director on 25 May 2018 and is responsible for providing independent advice to the Board. Mr. Mei is also a member of the audit committee and the remuneration committee of the Company.

From 1994 to September 2008, Mr. Mei worked at China Southern Airlines Company Limited (中國南方航空股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600029), and the Main Board of the Stock Exchange (stock code: 1055). From September 2008 to October 2014, he served as the chief representative at the Shenzhen Office of China Europe International Business School (中歐國際工商學院). Mr. Mei served as an independent non-executive director of the board at Miko International Holdings Limited (米格國際控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1247) from December 2013 to March 2016 and an independent non-executive director of the board of CGH from May 2013 to March 2018. From November 2014 to December 2020, Mr. Mei also served as the general manager at Guangzhou Ruizhi Car Rental Company Limited\* (廣州瑞致租車有限公司) (a company primarily engaged in car rental business). Mr. Mei is currently the director of Guangzhou Ruizhi Car Rental Company Limited\* (廣州瑞致租車有限公司), where he directs the company strategy planning and oversees the overall operations.

Mr. Mei graduated from Sun Yat-Sen University (中山大學) in the PRC, where he obtained a bachelor's degree of English language and literature in June 1994 and a master's degree of administrative management in June 2001. He also received a master's degree in business administration from the School of Management of Cranfield University in the United Kingdom in June 2006.

Save as disclosed above, Mr. Mei does not hold any other positions with the Company or other members of the Group, nor has he held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

\* For identification purpose only



As at the Latest Practicable Date, Mr. Mei does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Mei has given his written annual confirmation of independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Mei does not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder. The Board is also not aware of any circumstance that might influence Mr. Mei in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

The Board is of the view that Mr. Mei is beneficial to the Board with diversity of his comprehensive business experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

Mr. Mei signed an appointment letter with the Company for a term of three years commencing on 19 June 2021 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. Mei is entitled to receive an annual director's fee of RMB300,000. For the year ended 31 December 2023, Mr. Mei has received a director's fee of RMB300,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Mei's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**Mr. Zhao Jun (趙軍)** ("Mr. Zhao"), aged 62, was appointed as an independent non-executive Director on 3 April 2024 and is responsible for providing independent advice to the Board. Mr. Zhao is also a member of the audit committee, remuneration committee and ESG committee of the Company.

Mr. Zhao has been the executive director and the manager of China Fellow Partners Limited (北京复樸道和投資管理有限公司) since 2015. He also currently serves as an independent director of Bright Scholar Education Holdings Limited (博實樂教育控股有限公司), a company listed on the New York Stock Exchange (stock code: BEDU), and Gansu Jingang Solar Co. Ltd. (甘肅金剛光伏股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300093.SZ). In addition, he previously worked for Chinavest Services Limited (中國創業投資服務有限公司) and DT Capital Management Company Limited (德同資本管理有限公司). From January 2015 to August 2021, Mr. Zhao served as an independent non-executive Director of China Merchants Bank Co., Ltd. (招商銀行股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 3968) and the Shanghai Stock Exchange (stock code: 600036.SH).



Mr. Zhao graduated with a bachelor's degree in engineering in marine engineering specialty from Harbin Engineering University (formerly known as Harbin Shipbuilding Engineering Institute) of the PRC in July 1983. He also received a master's degree in engineering from Shanghai Jiao Tong University of the PRC in May 1986, a doctor of philosophy degree in civil engineering from the University of Houston in the United States in June 1993 and a master's degree in business administration from Yale School of Management in the United States in May 2000.

Save as disclosed above, Mr. Zhao does not hold any other positions with the Company or other members of the Group, nor has he held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Zhao does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Zhao has given his written annual confirmation of independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Zhao does not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder. The Board is also not aware of any circumstance that might influence Mr. Zhao in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

The Board is of the view that Mr. Zhao is beneficial to the Board with diversity of his professional knowledge, enabling him to provide valuable contributions to the Board.

Mr. Zhao signed an appointment letter with the Company for a term of three years commencing on 3 April 2024 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Pursuant to the appointment letter, Mr. Zhao is entitled to receive an annual director's fee of RMB300,000.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Zhao's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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**COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED**  
**碧 桂 園 服 務 控 股 有 限 公 司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6098)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Country Garden Services Holdings Company Limited (the “**Company**”) will be held at Guipan Conference Room, 1/F, Country Garden Holiday Resort, Beijiao Town, Shunde, Foshan, Guangdong Province, PRC on Thursday, 6 June 2024 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2023.
2. (a) To declare a final dividend of RMB2.19 cents per share for the year ended 31 December 2023.  
(b) To declare a special dividend of RMB27.27 cents per share for the year ended 31 December 2023.
3. (a) Each as a separate resolution, to re-elect the following directors of the Company (the “**Director(s)**”):
  - (1) to re-elect Mr. Xu Binhuai as an executive Director of the Company;
  - (2) to re-elect Mr. Xiao Hua as an executive Director of the Company;
  - (3) to re-elect Mr. Mei Wenjue as an independent non-executive Director of the Company;
  - (4) to re-elect Mr. Zhao Jun as an independent non-executive Director of the Company; and(b) To authorize the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors of the Company.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix their remuneration.
5. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the

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## NOTICE OF THE ANNUAL GENERAL MEETING

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exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot, and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of the shares of the Company allotted or agreed conditionally or unconditionally to be issued or allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to grantees as specified in such share option scheme or option scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the issue and allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary

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## NOTICE OF THE ANNUAL GENERAL MEETING

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or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

7. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

**“THAT** conditional upon the passing of ordinary resolutions no. 5 and 6 of this notice, the general mandate granted to the Directors to issue, allot and deal with any unissued shares in the capital of the Company pursuant to the ordinary resolution no. 5 of this notice be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the total number of shares of the Company

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## NOTICE OF THE ANNUAL GENERAL MEETING

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repurchased by the Company under the authority granted pursuant to the ordinary resolution no. 6 of this notice, provided that such extended number shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

By Order of the Board  
**Country Garden Services Holdings Company Limited**  
**XU Binhuai**  
*President and Executive Director*

Foshan, China, 29 April 2024

*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 one of the said persons so present whose name stands first on the register 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 not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Friday, 31 May 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with 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 later than 4:30 p.m. on Thursday, 30 May 2024.
5. The register of members of the Company will be closed from Monday, 17 June 2024 to Tuesday, 18 June 2024, both days inclusive, during which period no transfer of shares will be registered. Subject to the approval of shareholders in the meeting, the proposed final dividend and special dividend will be payable to shareholders whose names appear on the register of members of the Company on Tuesday, 18 June 2024. In order to qualify for the proposed final dividend and special dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with 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 later than 4:30 p.m. on Friday, 14 June 2024.
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 chairman, 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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.
7. With regard to items 3 and 5 to 7 set out in this notice, a circular giving details of the re-election of Directors, general mandates to issue and to repurchase shares of the Company will be despatched to shareholders of the Company on 29 April 2024. The biographical details of the Directors who are proposed to be re-elected at the meeting are set out in Appendix II to the circular.
8. As at the date of this notice, the Board comprised seven Directors, of which Mr. Xu Binhuai and Mr. Xiao Hua are executive Directors; Ms. Yang Huiyan (Chairman) is non-executive Director; and Mr. Mei Wenjue, Mr. Rui Meng, Mr. Chen Weiru and Mr. Zhao Jun are independent non-executive Directors.