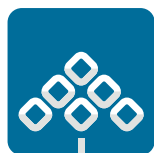

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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/OR SELL OR TRANSFER TREASURY SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF AUDITOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

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, the PRC on Friday, 23 May 2025 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.

25 April 2025

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DEFINITIONS

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 Friday, 23 May 2025 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

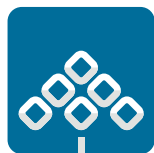
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to issue, allot and deal in Shares and/or to sell or transfer Treasury Shares (if any) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution
“Latest Practicable Date”	Friday, 11 April 2025, 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)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Registrar”	the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited
“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 (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	has the meaning as ascribed to it under the Listing Rules effective on 11 June 2024 and as amended from time to time
“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.

LETTER FROM THE BOARD



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

25 April 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND/OR SELL OR TRANSFER TREASURY SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF AUDITOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

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; (iii) the re-election of the retiring Directors in accordance with the Articles of Association; and (iv) the appointment of auditor. These resolutions are set out in the AGM Notice as contained in this circular.

2. GENERAL MANDATE TO ISSUE SHARES AND/OR SELL OR TRANSFER TREASURY SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 6 June 2024 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 repurchased under the general mandate to repurchase Shares granted to the Directors on 6 June 2024.

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 and/or to sell or transfer Treasury Shares (if any) up to a maximum of 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of the relevant resolution (i.e. not exceeding 668,675,228 Shares based on the issued share capital of the Company of 3,343,376,142 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 and/or to sell or transfer Treasury Shares (if any).

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 6 June 2024 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 (excluding Treasury Shares, if any) as at the date of the passing of the relevant resolution (i.e. not exceeding 334,337,614 Shares based on the issued share capital of the Company of 3,343,376,142 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.

LETTER FROM THE BOARD

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 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 84(1) of the Articles of Association, Ms. Yang Huiyan, Mr. Rui Meng and Mr. Chen Weiru will retire from office at the AGM and being eligible, offer themselves for re-election at the AGM.

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

Ms. Yang Huiyan, as a non-executive Director and the chairman of the Board, is responsible for the formulation and provision of guidance and development strategies for the overall development of the Group. As independent non-executive Directors with in-depth knowledge of the Company, Mr. Rui Meng and Mr. Chen Weiru have expressed objective views and given independent guidance to the Company over the years. Since their appointments, the above Directors have continuously devoted sufficient time to the Board, bringing forth new perspectives and constructive opinions at Board and Board 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. Rui Meng and Mr. Chen Weiru. The nomination committee of the Company is also of the view that Mr. Rui Meng and Mr. Chen Weiru 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 considered that Mr. Rui Meng and Mr. Chen Weiru can contribute to the diversity of the Board, in particular, with their professional background, enabling them to provide valuable, independent and objective views 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 Ms. Yang Huiyan, Mr. Rui Meng and Mr. Chen Weiru, stands for re-election as Director by way of separate resolutions at the AGM.

5. APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 21 October 2024 relating to change of auditors. PricewaterhouseCoopers (“**PwC**”) resigned as the auditor of the Company with effect from 21 October 2024. With the recommendation from the Audit Committee, the Board appointed Deloitte Touche Tohmatsu (“**Deloitte**”) as the new auditor of the Company to fill the casual vacancy following the resignation of PwC with effect from 21 October 2024 and to hold office until the conclusion of the next annual general meeting of the Company. Deloitte shall then be subject to the approval at the AGM for the appointment as the auditor of the Company pursuant to Article 152(1) of the Articles of Association.

The Board, with the recommendation of the Audit Committee, proposed to appoint Deloitte as the auditor of the Company and to authorize the Board to fix its remuneration at the AGM.

LETTER FROM THE BOARD

6. 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, the re-election of the retiring Directors and the appointment of auditor is set out on pages AGM-1 to AGM-4 of this circular.

7. 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.

8. 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.

9. 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.

10. RECOMMENDATION

The Directors consider that each of the Issue Mandate, the Share Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the appointment of auditor 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 3,343,376,142 Shares and the Company did not have any Treasury 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 334,337,614 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 mandate from the Shareholders to enable the Company to repurchase Shares in the market. Such 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.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as Treasury Shares for the share scheme adopted or for subsequent sale or transfer, subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchase of Shares.

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 2024) 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 2025 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2024		
April	5.590	4.250
May	7.450	5.280
June	5.661A	4.820
July	5.250	4.490
August	4.850	3.950
September	6.980	3.920
October	8.390	5.540
November	6.270	5.250
December	6.130	5.230
2025		
January	5.610	4.900
February	5.850	4.820
March	7.080	5.790
April (up to the Latest Practicable Date)	7.170	6.170

Note: A = Adjusted pursuant to payment of a special dividend of RMB27.27 cents per share for the year ended 31 December 2023 to Shareholders whose names appeared on the register of members on 18 June 2024.

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.

For the Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company has appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares. The Company has implemented the following measures in place: (i) the Company would procure its broker not to give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company would withdraw the Treasury Shares from CCASS, and either re-register them in the Company's own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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 (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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

Ms. Yang Huiyan (楊惠妍) (“Ms. Yang”), aged 43, was appointed as a non-executive Director and the chairman of the Board on 9 March 2018 and is responsible for the formulation and provision of guidance and development strategies for the overall development of the Group. Ms. Yang is also the chairman of the nomination committee and a member of the remuneration committee and the environmental, social and governance committee of the Company, as well as a director of certain members of the Group. Ms. Yang is a controlling shareholder of the Company.

Ms. Yang joined CGH in March 2005 as a general manager of the procurement department, where she was responsible for overall procurement decision making until November 2006. Ms. Yang was appointed as an executive director of CGH in December 2006, a vice chairman of CGH in March 2012 and was re-designated from a vice chairman of CGH to a co-chairman of CGH in December 2018 and succeeded the chairman of CGH from a co-chairman of CGH in March 2023. Ms. Yang is also the chairman of the nomination committee, the corporate governance committee, the environmental, social and governance committee and the executive committee as well as a member of the remuneration committee and the finance committee of CGH and a director of various subsidiaries of CGH.

Ms. Yang graduated from Ohio State University in the United States in March 2005, where she obtained a bachelor degree in business administration and she also obtained an EMBA degree from Tsinghua University in 2019. Ms. Yang was awarded “China Charity Award Special Contribution Award” in 2008, “China Poverty Alleviation Award Contribution Award” in 2019 and “The 11th China Charity Award Individual Donor Award” in 2021.

Save as disclosed above, Ms. Yang does not hold any other positions with the Company or other members of the Group, nor has she 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, Ms. Yang had an indirect interest in 1,218,336,100 Shares within the meaning of Part XV of the SFO (being interests in 543,695,233 Shares through her 100% control in Concrete Win Limited and Fortune Warrior Global Limited and interests in 674,640,867 Shares through exercising the voting right in Guoqiang Public Welfare Foundation (Hong Kong) Limited), representing approximately 36.44% of the issued Shares.

Save as disclosed above, Ms. Yang does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Ms. Yang has entered into a service agreement with the Company for a term of three years commencing on 19 June 2024 subject to renewal as well as termination in certain circumstances as set out therein and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service agreement, Ms. Yang will not receive any emoluments and director’s fee from the Group.

Save as disclosed above, the Board is not aware of any other matter in relation to Ms. Yang’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.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

Mr. Rui Meng (芮萌) (“**Mr. Rui**”), aged 57, was appointed as an independent non-executive Director on 25 May 2018 and is responsible for providing independent advice to the Board. Mr. Rui is also the chairman of the audit committee as well as a member of the nomination committee and the debt recovery committee of the Company.

Mr. Rui has been a professor of Finance and Accounting at China Europe International Business School (中歐國際工商學院) since January 2012, and has held the title of Parkland Chair in Finance at China Europe International Business School since October 2015. Mr. Rui has been professionally qualified as a Certified Financial Analyst by the Association for Investment Management and Research since September 2000 and a Financial Risk Manager (FRM) by the Global Association of Risk Professionals (GARP) since April 2010. Mr. Rui was an independent director of the board at Shang Gong Group Co., Ltd.* (上工申貝(集團)股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600843) from April 2017 to June 2023 and an independent director of the board at Shanghai Hydee Software Corp., Ltd. (上海海典軟件股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 831317) from June 2020 to June 2023. From June 2021 to August 2021, he was also an independent non-executive director of Sichuan Justbon Life Services Group Co., Ltd.* (四川嘉寶生活服務集團股份有限公司) (formerly known as Sichuan Languang Justbon Services Group Co., Ltd.* (四川藍光嘉寶服務集團股份有限公司), a company whose shares were listed on the Main Board of the Stock Exchange (stock code: 2606) and were withdrawn from listing in August 2021.

He currently serves as an independent non-executive director of the board at China Education Group Holdings Limited (中國教育集團控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 0839), an independent non-executive director of the board at Landsea Green Management Limited (朗詩綠色管理有限公司) (formerly known as Landsea Green Properties Co., Ltd. (朗詩綠色地產有限公司)), a company listed on the Main Board of the Stock Exchange (stock code: 106), an independent non-executive director of the board at Dexin Services Group Limited (德信服務集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2215), an independent director of Jiayin Group Inc., a company listed on the Nasdaq Stock Exchange (stock code: JFIN), 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).

Mr. Rui graduated from University of International Relations (國際關係學院) in the PRC in July 1990, where he obtained a bachelor’s degree in international economics. He also received a master’s degree of science in economics from Oklahoma State University in the United States as well as a master’s degree in business administration and a doctor of philosophy degree in business administration from the University of Houston in the United States in May 1993, December 1996 and August 1997, respectively.

Save as disclosed above, Mr. Rui 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. Rui does not have any interest in the Shares within the meaning of Part XV of the SFO.

* For identification purpose only

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

Mr. Rui 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. Save as being an independent director of Bright Scholar Education Holdings Limited*, Mr. Rui does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders. The Board is also not aware of any circumstance that might influence Mr. Rui 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 on the Group's affairs. The Board considers him to be independent.

The Board is of the view that Mr. Rui is beneficial to the Board with diversity of his comprehensive business experience that contributes 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. Rui has signed an appointment letter with the Company for a term of three years commencing on 19 June 2024 subject to renewal as well as termination in certain circumstances as set out therein and is subject to retirement and re-election at the annual general meeting 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. Rui is entitled to receive an annual director's fee of RMB300,000. For the year ended 31 December 2024, Mr. Rui 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. Rui'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. Chen Weiru (陳威如) ("Mr. Chen"), 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. Chen is also the chairman of the remuneration committee and a member of the audit committee, the nomination committee and the environmental, social and governance committee of the Company.

Mr. Chen served as an associate professor of strategy at China Europe International Business School (中歐國際工商學院) since August 2020. He was an independent director of Fangdd Network Group Ltd. (房多多網絡集團有限公司), a company listed on the Nasdaq Stock Exchange (stock code: DUO) from October 2019 to November 2022, and an independent director of Blue City Holdings Limited (藍城兄弟控股有限公司), a company listed on the Nasdaq Stock Exchange (stock code: BLCT), which withdrawn from listing in August 2022, from January 2021 to August 2022, an independent director of WPG Holdings Limited (大聯大控股股份有限公司, formerly known as 大聯大投資控股股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 3702) from June 2020 to May 2023 and an independent director of the board at Dian Diagnostics Group Co., Ltd. (迪安診斷技術集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300244) from July 2017 to November 2023.

* For details of the shareholdings of Ms. Yang Huiyan (Chairman and non-executive Director of the Company) and her relatives in Bright Scholar Education Holdings Limited, please refer to the relevant disclosure in the latest annual report of Bright Scholar Education Holdings Limited.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

Mr. Chen currently serves as an independent director of the board at TAL Education Group (好未來教育集團), a company listed on the New York Stock Exchange (stock code: TAL), an independent director of the board at Opple Lighting Co., Ltd. (歐普照明股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603515), an independent director of the board at Jack Technology Co., Ltd. (傑克科技股份有限公司), formerly known as Jack Sewing Machine Co., Ltd. (傑克縫紉機股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603337), an independent non-executive director of Vision Deal HK Acquisition Corp., a special purpose acquisition company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 7827) and an independent director of Universal Vision Biotechnology Co., Ltd., a company listed on the Taipei Exchange (stock code: 3218).

Mr. Chen graduated from National Taiwan University (國立台灣大學) in Taiwan in June 1993, where he obtained a bachelor's degree in business administration. In January 1996, he graduated from Tamkang University (淡江大學) in Taiwan, where he obtained a master's degree in business administration. He received a doctor of philosophy degree in strategic management from Purdue University in the United States in December 2003.

Save as disclosed above, Mr. Chen 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. Chen does not have any interest in the Shares within the meaning of Part XV of the SFO.

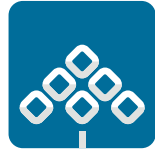
Mr. Chen has given his written annual confirmation of independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Chen does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders. The Board is also not aware of any circumstance that might influence Mr. Chen 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. Chen 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. Chen has signed an appointment letter with the Company for a term of three years commencing on 19 June 2024 subject to renewal as well as termination in certain circumstances as set out therein and is subject to retirement 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. Chen is entitled to receive an annual director's fee of RMB300,000. For the year ended 31 December 2024, Mr. Chen 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. Chen'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.

NOTICE OF THE ANNUAL GENERAL MEETING



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)

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 Friday, 23 May 2025 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 2024.
2.
 - (a) To declare a final dividend of RMB13.52 cents per share for the year ended 31 December 2024.
 - (b) To declare a special dividend of RMB16.09 cents per share for the year ended 31 December 2024.
3.
 - (a) Each as a separate resolution, to re-elect the following directors of the Company (the “**Director(s)**”):
 - (1) to re-elect Ms. Yang Huiyan as a non-executive Director;
 - (2) to re-elect Mr. Rui Meng as an independent non-executive Director;
 - (3) to re-elect Mr. Chen Weiru as an independent non-executive Director; 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 appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix its 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 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 and/or to

NOTICE OF THE ANNUAL GENERAL MEETING

sell or transfer treasury shares (if any) 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 and treasury shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred (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 (excluding treasury shares, if any) 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

NOTICE OF THE ANNUAL GENERAL MEETING

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 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 (excluding treasury shares, if any) 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 resolution no. 5 and 6 of this notice, the general mandate granted to the Directors to issue, allot and deal with any unissued shares and/or to sell or transfer treasury shares (if any) in the capital of the Company pursuant to

NOTICE OF THE ANNUAL GENERAL MEETING

the ordinary resolution no. 5 of this notice be and is hereby extended by the addition thereto of the total number of shares of the Company 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 (excluding treasury shares, if any) 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, 25 April 2025

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 need 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 Tuesday, 20 May 2025 to Friday, 23 May 2025, 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 Monday, 19 May 2025.
5. The register of members of the Company will be closed from Wednesday, 4 June 2025 to Thursday, 5 June 2025, 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 Thursday, 5 June 2025. 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 Tuesday, 3 June 2025.
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 25 April 2025. 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 (President) 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.