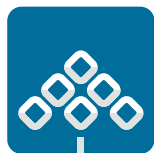


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

GRANT OF SHARE OPTIONS

This announcement is made by Country Garden Services Holdings Company Limited (the “**Company**”), together with its subsidiaries, the “**Group**”) pursuant to Rules 17.06A, 17.06B and 17.06C of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 22 July 2024, the Company offered to grant a total of 225,350,000 share options (the “**Share Options**”) to 60 employee participants (the “**Employee Participants**”) which comprise two Directors (collectively, the “**Grantees**”), to subscribe for an aggregate of 225,350,000 ordinary shares of US\$0.0001 each in the share capital of the Company (the “**Shares**”, each a “**Share**”) under the terms of the share option scheme adopted by the Company on 9 July 2024 (the “**Share Option Scheme**”), subject to the acceptance of the Grantees and the payment of consideration for accepting the offer of HK\$1.00 by the Grantees upon acceptance of the Share Options (the “**Grant**”).

A summary of the Grant is set out below:

Date of Grant: 22 July 2024

Number of total Share Options granted: 225,350,000

Exercise price of the Options: HK\$5.01 per Share, which represents the highest of:

- (i) the closing price of HK\$4.84 per Share on the date of Grant; and
- (ii) the average closing price of HK\$5.01 per Share for the five business days immediately preceding the date of Grant.

| | |
|--|--|
| Closing price of the Shares on the date of Grant: | HK\$4.84 per Share |
| Exercise period of the Share Options: | The Share Options are exercisable to the extent they are vested up to 21 July 2034 |
| Vesting period of the Share Options | <p>Subject to the fulfilment of the vesting conditions of the Share Options and the terms of the Grant:</p> <ul style="list-style-type: none"> (i) the 25% of the Share Options (“Share Options Batch One”) is from 22 July 2024 to 1 April 2025 or 1 April 2026, being the vesting date of the Share Options Batch One. (ii) the 20% of the Share Options (“Share Options Batch Two”) is from 22 July 2024 to 1 April 2026 or 1 April 2027, being the vesting date of the Share Options Batch Two. (iii) the 20% of the Share Options (“Share Options Batch Three”) is from 22 July 2024 to 1 April 2027 or 1 April 2028, being the vesting date of the Share Options Batch Three. (iv) the 20% of the Share Options (“Share Options Batch Four”) is from 22 July 2024 to 1 April 2028 or 1 April 2029, being the vesting date of the Share Options Batch Four. (v) the remaining 15% of the Share Options (“Share Options Batch Five”) is from 22 July 2024 to 1 April 2029 or 1 April 2030, being the vesting date of the Share Options Batch Five. |

Although the vesting period for Share Option Batch One is less than 12 months, the overall Grant has a mixed schedule where the Share Options may vest over a period from 1 April 2025 to 1 April 2030 and each is attached with performance-based vesting conditions. These circumstances are specifically permitted under the Share Option Scheme for a shorter vesting period. The Board also considers that this is appropriate as part of the competitive terms and conditions to reward exceptional performers with accelerated vesting and to motivate exceptional performers based on performance metrics. With respect to the Grants to the Directors, the remuneration committee of the Board (“**Remuneration Committee**”) is of the view that, in addition to the above and taking into account (i) the demonstrated contributions of the Grantees to the overall operations, development and growth of the Group; and (ii) a majority of the Share Options are subject to a longer vesting period, which will ensure that the long-term interests of the Grantees and the Company are aligned and the Grantees will be motivated to contribute to the Company’s development, a shorter vesting period for Share Option Batch One is appropriate.

Vesting Conditions of Share Options and performance targets

Batch of Share Options

Vesting Conditions

Share Options Batch One

Share Option Batch One will be vested to the relevant Grantee conditional upon:

- (i) The Group’s service power, brand power and development speed (the year-on-year growth rate of the Company’s revenue for the year ended 31 December 2024* as compared to the previous year) exceed the average year-on-year growth rate of the revenue for the same period of the top 20 listed peers which publish their audited annual results for 2023 no later than 31 March 2024 in terms of revenue for the year ended 31 December 2023 other than the Company (the “**Comparable Companies**”) (the “**2024 Target for Revenue Growth Rate**”), and meanwhile, the profit of the Group’s core business for the year ending 31 December 2024 maintains steady. The Board will evaluate the development quality of the Group and determine the vesting results before the relevant vesting date.

* The revenue of the Company and the Comparable Companies in the vesting conditions both refer to the revenue as shown in the audited consolidated financial statements

In the event of failure to achieve the 2024 Target for Revenue Growth Rate, the evaluation may be extended for another year. In this event, the 2024 Target for Revenue Growth Rate shall be deemed to be achieved by the compound annual growth rate of the revenue of the Company for the year ended 31 December 2025 exceeding the average compound annual growth rate of revenue of the Comparable Companies for the same period based on the revenue of the Company for the year ended 31 December 2023, and with all other vesting conditions being achieved, such batch of Share Options can be vested to the relevant Grantees.

- (ii) The relevant Grantee having achieved the individual's annual performance targets set by the Group for the year ended 31 December 2024, for example: (a) the financial performance of the business for which the Grantee is responsible for (e.g. cash flow, revenue, profit, comprehensive collection and recovery rate); (b) the operational performance of the business for which the Grantee is responsible for (e.g. product power, market power, operational power, business health and other relevant metrics); and/or (c) mechanism construction, team development, model innovation, learning and growth, etc. According to the categories of the Grantees, the specific requirements for the performance targets of such individuals are as follows:
- Cadres at the headquarters: Individual evaluation scores (i.e., individual commitment score \times 80% + special work score (if any) \times 20%) reach the standard.
 - Unit heads/other cadres: 1. Annual organizational performance score is ≥ 90 points (excluding bonus and penalty items); 2. Annual capacity building evaluation result complies with the requirements.
 - Heads of professional companies: 1. Individual commitment score is ≥ 90 points (key indicators of the commitment are revenue, profit, and cash flow); 2. Other special work which is different subject to different positions.

Share Options Batch Two

Share Option Batch Two will be vested to the relevant Grantee conditional upon:

- (i) The Group's service power, brand power and development speed (the year-on-year growth rate of the Company's revenue for the year ended 31 December 2025 as compared to the previous year) exceed the average year-on-year growth rate of the revenue for the same period of the Comparable Companies (the "**2025 Target for Revenue Growth Rate**"), and meanwhile, the profit of the Group's core business for the year ending 31 December 2025 maintains steady. The Board will evaluate the development quality of the Group and determine the vesting results before the relevant vesting date.

In the event of failure to achieve the 2025 Target for Revenue Growth Rate, the evaluation may be extended for another year. In this event, the 2025 Target for Revenue Growth Rate shall be deemed to be achieved by the compound annual growth rate of the revenue of the Company for the year ended 31 December 2026 exceeding the average compound annual growth rate of revenue of the Comparable Companies for the same period based on the revenue of the Company for the year ended 31 December 2024, and with all other vesting conditions being achieved, such batch of Share Options can be vested to the relevant Grantees.

- (ii) The relevant Grantee having achieved the individual's annual performance targets set by the Group for the year ended 31 December 2025, for example: (a) the financial performance of the business for which the Grantee is responsible for (e.g. cash flow, revenue, profit, comprehensive collection and recovery rate); (b) the operational performance of the business for which the Grantee is responsible for (e.g. product power, market power, operational power, business health and other relevant metrics); and/or (c) mechanism construction, team development, model innovation, learning and growth, etc. According to the categories of the Grantees, the specific requirements for the performance targets of such individuals are as follows:
 - Cadres at the headquarters: Individual evaluation scores (i.e., individual commitment score \times 80% + special work score (if any) \times 20%) reach the standard.

- Unit heads/other cadres: 1. Annual organizational performance score is ≥ 90 points (excluding bonus and penalty items); 2. Annual capacity building evaluation result complies with the requirements.
- Heads of professional companies: 1. Individual commitment score is ≥ 90 points (key indicators of the commitment are revenue, profit, and cash flow); 2. Other special work which is different subject to different positions.

Share Options Batch Three

Share Option Batch Three will be vested to the relevant Grantee conditional upon:

- (i) The Group's service power, brand power and development speed (the year-on-year growth rate of the Company's revenue for the year ended 31 December 2026 as compared to the previous year) exceed the average year-on-year growth rate of the revenue for the same period of the Comparable Companies (the "**2026 Target for Revenue Growth Rate**"), and meanwhile, the profit of the Group's core business for the year ending 31 December 2026 maintains steady. The Board will evaluate the development quality of the Group and determine the vesting results before the relevant vesting date.

In the event of failure to achieve the 2026 Target for Revenue Growth Rate, the evaluation may be extended for another year. In this event, the 2026 Target for Revenue Growth Rate shall be deemed to be achieved by the compound annual growth rate of the revenue of the Company for the year ended 31 December 2027 exceeding the average compound annual growth rate of revenue of the Comparable Companies for the same period based on the revenue of the Company for the year ended 31 December 2025, and with all other vesting conditions being achieved, such batch of Share Options can be vested to the relevant Grantees.

(ii) The relevant Grantee having achieved the individual's annual performance targets set by the Group for the year ended 31 December 2026, for example: (a) the financial performance of the business for which the Grantee is responsible for (e.g. cash flow, revenue, profit, comprehensive collection and recovery rate); (b) the operational performance of the business for which the Grantee is responsible for (e.g. product power, market power, operational power, business health and other relevant metrics); and/or (c) mechanism construction, team development, model innovation, learning and growth, etc. According to the categories of the Grantees, the specific requirements for the performance targets of such individuals are as follows:

- Cadres at the headquarters: Individual evaluation scores (i.e., individual commitment score × 80% + special work score (if any) × 20%) reach the standard.
- Unit heads/other cadres: 1. Annual organizational performance score is ≥90 points (excluding bonus and penalty items); 2. Annual capacity building evaluation result complies with the requirements.
- Heads of professional companies: 1. Individual commitment score is ≥90 points (key indicators of the commitment are revenue, profit, and cash flow); 2. Other special work which is different subject to different positions.

Share Options Batch Four

Share Option Batch Four will be vested to the relevant Grantee conditional upon:

(i) The Group's service power, brand power and development speed (the year-on-year growth rate of the Company's revenue for the year ended 31 December 2027 as compared to the previous year) exceed the average year-on-year growth rate of the revenue for the same period of the Comparable Companies (the "**2027 Target for Revenue Growth Rate**"), and meanwhile, the profit of the Group's core business for the year ending 31 December 2027 maintains steady. The Board will evaluate the development quality of the Group and determine the vesting results before the relevant vesting date.

In the event of failure to achieve the 2027 Target for Revenue Growth Rate, the evaluation may be extended for another year. In this event, the 2027 Target for Revenue Growth Rate shall be deemed to be achieved by the compound annual growth rate of the revenue of the Company for the year ended 31 December 2028 exceeding the average compound annual growth rate of revenue of the Comparable Companies for the same period based on the revenue of the Company for the year ended 31 December 2026, and with all other vesting conditions being achieved, such batch of Share Options can be vested to the relevant Grantees.

- (ii) The relevant Grantee having achieved the individual's annual performance targets set by the Group for the year ended 31 December 2027, for example: (a) the financial performance of the business for which the Grantee is responsible for (e.g. cash flow, revenue, profit, comprehensive collection and recovery rate); (b) the operational performance of the business for which the Grantee is responsible for (e.g. product power, market power, operational power, business health and other relevant metrics); and/or (c) mechanism construction, team development, model innovation, learning and growth, etc. According to the categories of the Grantees, the specific requirements for the performance targets of such individuals are as follows:
- Cadres at the headquarters: Individual evaluation scores (i.e., individual commitment score \times 80% + special work score (if any) \times 20%) reach the standard.
 - Unit heads/other cadres: 1. Annual organizational performance score is ≥ 90 points (excluding bonus and penalty items); 2. Annual capacity building evaluation result complies with the requirements.
 - Heads of professional companies: 1. Individual commitment score is ≥ 90 points (key indicators of the commitment are revenue, profit, and cash flow); 2. Other special work which is different subject to different positions.

Share Options Batch Five

Share Option Batch Five will be vested to the relevant Grantee conditional upon:

- (i) The Group's service power, brand power and development speed (the year-on-year growth rate of the Company's revenue for the year ended 31 December 2028 as compared to the previous year) exceed the average year-on-year growth rate of the revenue for the same period of the Comparable Companies (the "**2028 Target for Revenue Growth Rate**"), and meanwhile, the profit of the Group's core business for the year ending 31 December 2028 maintains steady. The Board will evaluate the development quality of the Group and determine the vesting results before the relevant vesting date.

In the event of failure to achieve the 2028 Target for Revenue Growth Rate, the evaluation may be extended for another year. In this event, the 2028 Target for Revenue Growth Rate shall be deemed to be achieved by the compound annual growth rate of the revenue of the Company for the year ended 31 December 2029 exceeding the average compound annual growth rate of revenue of the Comparable Companies for the same period based on the revenue of the Company for the year ended 31 December 2027, and with all other vesting conditions being achieved, such batch of Share Options can be vested to the relevant Grantees.

- (ii) The relevant Grantee having achieved the individual's annual performance targets set by the Group for the year ended 31 December 2028, for example: (a) the financial performance of the business for which the Grantee is responsible for (e.g. cash flow, revenue, profit, comprehensive collection and recovery rate); (b) the operational performance of the business for which the Grantee is responsible for (e.g. product power, market power, operational power, business health and other relevant metrics); and/or (c) mechanism construction, team development, model innovation, learning and growth, etc. According to the categories of the Grantees, the specific requirements for the performance targets of such individuals are as follows:
 - Cadres at the headquarters: Individual evaluation scores (i.e., individual commitment score \times 80% + special work score (if any) \times 20%) reach the standard.

- Unit heads/other cadres: 1. Annual organizational performance score is ≥ 90 points (excluding bonus and penalty items); 2. Annual capacity building evaluation result complies with the requirements.
- Heads of professional companies: 1. Individual commitment score is ≥ 90 points (key indicators of the commitment are revenue, profit, and cash flow); 2. Other special work which is different subject to different positions.

Clawback Mechanism: Clawback mechanism will apply if any of the following events shall occur:

- (i) the Grantee fails to effectively perform its duties or is involved in serious misconduct or dereliction of duty;
- (ii) significant errors or material misstatements in the Company's financial statements; or
- (iii) if the Share Option is linked to any performance targets and the Directors are of the opinion that there occur any circumstances that show or lead to any of the prescribed performance targets having been assessed or calculated in a materially inaccurate manner.

Financial assistance: There is no arrangement for the Group to provide any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Option Scheme.

All the 225,350,000 Share Options were granted to the Directors and the Employee Participants, details of which are as follows:

| Name of Grantee | Position with the Group | Number of Share Options Granted |
|------------------------------|----------------------------------|---------------------------------|
| Directors | | |
| Mr. Xu Binhuai | President and Executive Director | 12,000,000 |
| Mr. Xiao Hua | Executive Director | 5,000,000 |
| Employee Participants | | |
| Employees of the Group | | 208,350,000 |
| | Total | 225,350,000 |

The grant of the Share Options to the above Directors has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme. Each of the above Directors had abstained from voting on or approving the resolutions relating to the respective grants to himself.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the other Grantees is (i) a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the Listing Rules); (ii) a participant with share options granted and to be granted exceeding the 1% individual limit (as defined in Rule 17.03D(1) of the Listing Rules); or (iii) a related entity participant (as defined under the Listing Rules) or a service provider (as defined under the Listing Rules) of the Company.

After the grant of the Options, the number of Shares available for future grants under the scheme mandate limit of the Share Option Scheme is 108,952,033 Shares.

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

Foshan, China, 22 July 2024

As of the date of this announcement, the executive directors of the Company are Mr. XU Binhuai (President) and Mr. XIAO Hua. The non-executive director of the Company is Ms. YANG Huiyan (Chairman). The independent non-executive directors of the Company are Mr. MEI Wenjue, Mr. RUI Meng, Mr. CHEN Weiru and Mr. ZHAO Jun.