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.HK)

BOARD INDEPENDENCE EVALUATION MECHANISM

1. Purpose

1.1 Continuous improvement and development of the board of directors (the "**Board**") of Country Garden Services Holdings Company Limited (the "**Company**", together with its subsidiaries, the "**Group**") and its committee processes and procedures through independence evaluation provides a powerful and valuable feedback mechanism for improving Board effectiveness, maximising strengths, and identifying areas that need improvement or further development.

1.2 The evaluation process expressly stipulates the actions that the Company shall take to maintain and improve Board performance, such as the individual training and development needs of each director.

1.3 This mechanism is designed to ensure that the Board of the Company has a strong independent element, thereby enabling the Board to effectively exercise independent judgement and better safeguard the interests of its shareholders.

2. Board and Committee Structure

2.1 The Board is committed to ensuring the appointment of at least three independent non-executive directors and that at least one-third of its members are independent non-executive directors (or such higher minimum number as may from time to time be prescribed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the "**Listing Rules**") as applicable to the Board of the Company).

2.2 In addition to complying with the requirements of the Listing Rules on the composition of certain Board committees, the Company will, so far as practicable, appoint independent non-executive directors to other Board committees to ensure that independent views are obtained.

3. Mechanism

3.1 A nomination committee with clear terms of reference is established to identify suitable candidates for appointment as directors (the "**Nomination Committee**").

3.2 A nomination policy is formulated setting out in detail the process and criteria for selecting and appointing new directors (the "**Nomination Policy**").

3.3 In respect of independent non-executive directors:

a. each independent non-executive director is required to confirm in writing to the Company his/her independence upon appointment as a director, with reference to the Nomination Policy and in accordance with the requirements of the Listing Rules;

b. each independent non-executive director shall, as soon as practicable, declare his/her past or present financial or other interests in the business of the Group, or his/her relationship with any connected person of the Company (as defined in the Listing Rules), if any;

c. each independent non-executive director shall notify the Company as soon as practicable if there is any change in his/her personal particulars (such as place of employment) that may affect his/her independence; and

d. independent non-executive directors shall, where appropriate, receive fixed fees in respect of their positions on the Board and Board committees and shall, in principle, not be granted equity-based remuneration related to performance and results.

3.4 The Nomination Committee will conduct annual evaluation of the independence of all independent non-executive directors and confirm whether each independent non-executive director satisfies the independence criteria as set out in the Listing Rules and whether there exist any relationships or circumstances which are likely to affect their independent judgement. Each member of the Nomination Committee shall abstain from assessing his/her own independence. In addition, to ensure that independent views are available to the Board, the selection criteria and procedures for independent non-executive directors as set out in the Nomination Policy, as well as all requirements relating to independent non-executive directors as set out in the Listing Rules , shall form an integral part of this mechanism.

3.5 Where the Board proposes a resolution to elect an individual as an independent non-executive director at a general meeting, it will set out in the circular to shareholders the reasons why it believes that such individual should be elected and that he/she is independent.

3.6 Directors are encouraged to access and consult with the Company's senior management independently, if necessary.

3.7 Independent non-executive directors (like other directors) are entitled to seek further information and documents from management in respect of matters discussed at Board meetings. Independent non-executive directors may engage independent advisers (at the Company's expense) to perform their duties. Research funding shall be provided for independent professional advice provided by the independent non-executive directors to the Company and for special reports issued by them and/or special service investigations as required by the Board, which shall be paid on an actual basis.

3.8 Where an independent non-executive director (like other directors) or any of his/her close associates has a material interest in any contract or arrangement, such director shall not vote on the Board resolution to approve such contract or arrangement, nor shall he/she be counted towards the quorum of the meeting.

3.9 The chairman of the Board shall hold a meeting with the independent non-executive directors without the presence of other directors at least once a year to discuss material matters and any concerns.

4. Review and Disclosure of this Mechanism

4.1 The Board of the Company shall review the implementation of this mechanism annually to ensure that this mechanism remains independent and effective. This mechanism, including any amendments made from time to time, shall be subject to the approval of the Board.

4.2 Pursuant to paragraph B.1.3 of Appendix C1 to the Listing Rules, the Company will disclose this mechanism in the Corporate Governance Report in its annual report.