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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)

CONTINUING CONNECTED TRANSACTIONS WITH CG HOLDINGS —

(1) SALES AND LEASING AGENCY SERVICES

FRAMEWORK AGREEMENT

(2) REVISION OF ANNUAL CAPS FOR CONSULTANCY AND OTHER SERVICES

FRAMEWORK AGREEMENT

AND ENGINEERING AND TRANSPORTATION SERVICES

FRAMEWORK AGREEMENT

SALES AND LEASING AGENCY SERVICES FRAMEWORK AGREEMENT

On 18 September 2018, the Company entered into the Sales and Leasing Agency Services Framework Agreement with CG Holdings, which sets out the principal terms for the provision of sales and leasing agency services in respect of unsold parking spaces and provision of sales agency services in respect of unsold property units of projects of CGH Group, by the Group to CGH Group for a term commencing on 18 September 2018 until 31 December 2020.

Since CG Holdings is a 30%-controlled company indirectly held by Ms. YANG Huiyan, a non-executive Director and the controlling Shareholder of the Company, it is an associate of Ms. YANG Huiyan and thus a connected person of the Company. Transactions contemplated under the Sales and Leasing Agency Services Framework Agreement therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The annual caps of transactions contemplated under the Sales and Leasing Agency Services Framework Agreement are RMB120 million, RMB380 million and RMB450 million respectively for each of the three years ending 31 December 2020. As one or more of the applicable percentage ratios (as defined under the Listing Rules) calculated based on the highest annual cap exceed 5%, the Sales and Leasing Agency Services Framework Agreement and the transactions contemplated thereunder are subject to reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

REVISION OF ANNUAL CAPS

On 1 June 2018, the Company entered into the Consultancy and Other Services Framework Agreement and the Engineering and Transportation Services Framework Agreement with CG Holdings for a term commencing on the Listing Date until 31 December 2020. In view of the business development of the Group, the Board anticipates that the relevant annual caps as disclosed in the Listing Document will not be sufficient for the transaction amounts expected to be incurred for the term of each of these two framework agreements.

Consultancy and Other Services Supplemental Agreement

On 18 September 2018, the Company entered into the Consultancy and Other Services Supplemental Agreement with CG Holdings, pursuant to which the existing annual caps have been revised from RMB395.6 million to RMB633.11 million for the year ending 31 December 2018, from RMB600.6 million to RMB897.93 million for the year ending 31 December 2019, and from RMB882.3 million to RMB1,007.42 million for the year ending 31 December 2020.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) calculated based on the highest revised annual cap exceed 5%, the Consultancy and Other Services Supplemental Agreement and the transactions contemplated thereunder are subject to reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Engineering and Transportation Services Supplemental Agreement

On 18 September 2018, the Company entered into the Engineering and Transportation Services Supplemental Agreement with CG Holdings, pursuant to which the existing annual caps have been revised from RMB35.7 million to RMB54.0 million for the year ending 31 December 2018, from RMB41.1 million to RMB76.80 million for the year ending 31 December 2019, and from RMB48.3 million to RMB79.0 million for the year ending 31 December 2020.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) calculated based on the highest revised annual cap exceed 0.1% but are below 5%, the Engineering and Transportation Services Supplemental Agreement and the transactions contemplated thereunder are subject to reporting, annual review and announcement requirements but exempted from Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

DESPATCH OF CIRCULAR

A circular containing, among other things, (a) further details of the Sales and Leasing Agency Services Framework Agreement and the Consultancy and Other Services Supplemental Agreement; (b) a letter from the Independent Board Committee to the Independent Shareholders; (c) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; and (d) a notice of EGM is expected to be despatched to Shareholders on or before 8 November 2018, as more time is required for the Company to prepare and finalise the information to be included in the circular.

SALES AND LEASING AGENCY SERVICES

On 18 September 2018, the Company entered into the Sales and Leasing Agency Services Framework Agreement with CG Holdings for the provision of sales and leasing agency services in respect of unsold parking spaces and provision of sales agency services in respect of unsold property units of projects of the CGH Group, by the Group to CGH Group which constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Sales and Leasing Agency Services Framework Agreement

- Date : 18 September 2018
- Parties : (1) the Company; and
(2) CG Holdings
- Term : From 18 September 2018 until 31 December 2020
- Services to be provided : Provision of (i) sales and leasing agency services by the Group to CGH Group in respect of parking spaces; and (ii) sales agency services by the Group to CGH Group in respect of property units, of the CGH Group which remain unsold after the mass sales period of the corresponding property development projects.

Ancillary to the above sales and leasing agency services in respect of parking spaces, the Group also carries out various work including market research, project analysis, competitor product analysis, formulation of sales strategy, design and production of promotion materials, formulation of marketing plan and budget, review of legal documentation relating to sales, connecting to the government's filing procedures and connecting to procedures of the government and banks for commercial loans and provident fund loan, preparation of reports required by CGH Group, preparation and verification of various statements and information in relation to delivery of parking spaces, etc.

- Condition Precedent : The carrying out of transactions under the Sales and Leasing Agency Service Framework Agreement is subject to the Company having obtained the approval by the Independent Shareholders of such agreement, the annual caps and the transactions contemplated thereunder.
- Price : (a) The fees for the provision of sales agency services in respect of unsold properties units by the Group comprise (i) pre-commencement fee; and (ii) sales agency fee, which shall be calculated based on the following:

The pre-commencement fee is a one-time payment of 0.5% of the value of the subject property units payable by CGH Group to the Group within two weeks after the handover of the project to the Group, which shall be used to offset the sales agency fee payable by CGH Group to the Group.

Sales agency fee = contract prices of the sales of the subject property units for the month \times 4%

- (b) The fees for the provision of sales or leasing agency services in respect of unsold parking spaces by the Group comprise (i) sales or leasing agency fee; and (ii) incentive fee, which shall be calculated based on the following:

Sales/leasing agency fee = contract prices of the sales/leasing of the subject parking spaces for the month \times 5%

Incentive fee = contract prices of the sales/leasing of the subject parking spaces for the month \times 95% - transfer prices of the subject parking spaces

The transfer price of a parking space for sales/leasing shall be determined after arm's length negotiations between relevant members of the Group and CGH Group taking into account the construction and development costs of the subject parking space, difficulty of sales/leasing, etc.. The transfer price in relation to sales/leasing is usually at a discount to the initial price at the launch of the relevant project.

If the buyer or lessee purchases or leases a parking space using a coupon, the transfer price of the subject parking space = the original transfer price of the parking space - the amount of coupon.

The coupon mentioned above refers to a valid certificate issued by relevant members of CGH Group to a buyer or lessee in order to promote the completion of sales or leasing of parking space, which can be used to offset the selling price or rental of the parking space for the corresponding amount.

The above levels of fees were determined after arm's length negotiations between the Company and CG Holdings with reference to practices and standard adopted by other market players in the same industry for similar services.

Payment : Fees for such services provided by the Group will be payable within three months from the date of transaction.

Annual caps and basis of determination

The annual caps for fees payable by CGH Group to the Group for the provision of sales and leasing agency services for each of the three years ending 31 December 2020 under the Sales and Leasing Agency Services Framework Agreement are as follows:

For the year ending 31 December 2018	For the year ending 31 December 2019	For the year ending 31 December 2020
RMB120,000,000 (equivalent to approximately HK\$137,318,624)	RMB380,000,000 (equivalent to approximately HK\$434,842,312)	RMB450,000,000 (equivalent to approximately HK\$514,944,843)

The above proposed annual caps were determined after having taken into account (i) the estimated transaction amount for the provision of sales and leasing agency services by the Group to CGH Group for each of the three years ending 31 December 2020; (ii) the Group's reference to the market rate for the provision of similar services in the same industry; and (iii) the rates of fees to be charged by the Group for the provision of the relevant services.

Reasons for and benefits of the transactions

The Group is a leading residential property management services provider in the PRC with a wide range of business. As a long-term development strategy, it is expected that the provision of sales and leasing agency services in respect of unsold parking spaces and the provision of sales agency services in respect of unsold property units of projects of CGH Group will secure the steady growth of the Group's value-added services business, thereby expanding the Group's total revenue.

The Directors (save for the members of the Independent Board Committee, whose opinion will be issued based on the advice of the Independent Financial Adviser) consider that the Sales and Leasing Agency Services Framework Agreement and the transactions contemplated thereunder are entered into in the ordinary and usual course of business of the Company and on normal commercial terms, and the terms of which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

REVISION OF ANNUAL CAPS

On 1 June 2018, the Company entered into the Consultancy and Other Services Framework Agreement and the Engineering and Transportation Services Framework Agreement with CG Holdings which constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. In view of the business development of the Group, the Board anticipates that the relevant annual caps as disclosed in the Listing Document will not be sufficient for the transaction amounts expected to be incurred for the term of each of these two framework agreements.

CONSULTANCY AND OTHER SERVICES SUPPLEMENTAL AGREEMENT

On 18 September 2018, the Company entered into the Consultancy and Other Services Supplemental Agreement with CG Holdings to revise the annual caps for each of the three years ending 31 December 2020 for transactions under the Consultancy and Other Services Framework Agreement, the principal terms of which are set out below:—

Date : 1 June 2018

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

Term : From the Listing Date until 31 December 2020

- Services to be provided : Provision of consultancy services by the Group in relation to sales of properties and other services, including but not limited to consultancy services on the operational management of the on-site sales offices of CGH Group, and cleaning services for the properties developed by CGH Group before delivery to homeowners.
- Price : The fees for the provision of the above consultancy and other services shall be determined after arm's length negotiations taking into account the size, location and positioning of the properties to be sold by the sales offices of CGH Group, the anticipated operational costs and the number of sales representatives receiving the consulting service with reference to the rate of fees under other contracts for similar consultancy and other services entered into by either party, and the market price for similar services.
- Payment : Fees for such services provided by the Group will be payable after provision of such services, to be settled on a monthly basis.

The taking effect of the Consultancy and Other Services Supplemental Agreement is subject to the approval by the Independent Shareholders.

Annual caps and basis of determination

The approximate historical amounts of fees paid by CGH Group to the Group for the provision of consultancy and other services under the Consultancy and Other Services Framework Agreement for each of the two years ended 31 December 2017 and the seven months ended 31 July 2018 were as follows:

For the year ended 31 December 2016	For the year ended 31 December 2017	For the seven months ended 31 July 2018
RMB162,000,000 (equivalent to approximately HK\$185,380,143)	RMB228,100,000 (equivalent to approximately HK\$261,019,819)	RMB286,000,000 (equivalent to approximately HK\$327,276,056)

The existing annual caps and the proposed revised annual caps for fees payable by CGH Group to the Group for the provision of consultancy and other services for each of the three years ending 31 December 2020 are as follows:

	For the year ending 31 December 2018	For the year ending 31 December 2019	For the year ending 31 December 2020
Existing annual caps	RMB395,600,000 (equivalent to approximately HK\$452,693,733)	RMB600,600,000 (equivalent to approximately HK\$687,279,718)	RMB882,300,000 (equivalent to approximately HK\$1,009,635,190)

	For the year ending 31 December 2018	For the year ending 31 December 2019	For the year ending 31 December 2020
Revised annual caps (equivalent to approximately caps)	RMB633,110,000 HK\$724,481,622)	RMB897,930,000 HK\$1,027,520,941)	RMB1,007,420,000 HK\$1,152,812,743)

The above proposed revised annual caps were determined after having taken into account (i) the historical amount of fees paid by CGH Group to the Group for the provision of consultancy and other services for each of the two years ended 31 December 2017 and the seven months ended 31 July 2018; (ii) in respect of consultancy services, the estimated contracted amount of services with reference to the existing land reserve of CGH Group and the historical growth rate of the total contracted gross floor area of CGH Group; and (iii) in respect of cleaning services, the estimated fee per square metre of the property to be charged by the Group in respect of the provision of such services, and the estimated gross floor area which CGH Group will require the provision of such services by the Group.

Pricing policy

During the term of the Consultancy and Other Services Framework Agreement, members of the Group may from time to time enter into individual agreements with members of CGH Group for the provision of relevant services in accordance with the principal terms of the Consultancy and Other Services Framework Agreement. The Group adopts the following pricing policy for each of such individual agreements:

- (a) each individual agreement will be negotiated on an arm's length basis to ensure the relevant pricing terms are fair and reasonable and on normal commercial terms;
- (b) the transaction price shall be determined based on certain market reference prices and the prices of contemporaneous similar transactions with Independent Third Parties after arm's length negotiation is reached between both parties in respect of the terms and conditions of each individual agreement to ensure that the transaction price is no less favorable to the Group than those available from Independent Third Parties;
- (c) if no contemporaneous transactions for similar services have taken place between the relevant member of the Group and Independent Third Parties, the transaction price shall be negotiated with CGH Group by reference to the relevant guidance prices prescribed by the government or those charged by competitors of comparable scale for similar transactions with their independent third parties; and
- (d) in determining the transaction price, the Group would estimate the cost of provision of such services based on the estimated annual amount of sales of CG Holdings and would then apply an appropriate gross profit margin after taking into consideration the scale of each individual agreement.

Reasons for and benefits of the transactions

In view of the increasing market share of the Group and the rising labour costs in respect of property-related services, it is expected that the cooperation between the Company and CG Holdings through the Consultancy and Other Services Framework Agreement will generate good synergies. Therefore, it is proposed that the annual caps for transactions contemplated thereunder should be increased.

The Directors (save for the members of the Independent Board Committee, whose opinion will be issued based on the advice of the Independent Financial Adviser) consider that the Consultancy and Other Services Supplemental Agreement and the transactions contemplated thereunder are entered into in the ordinary and usual course of business of the Company and on normal commercial terms, and the terms of which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

ENGINEERING AND TRANSPORTATION SERVICES SUPPLEMENTAL AGREEMENT

On 18 September 2018, the Company entered into the Engineering and Transportation Services Supplemental Agreement with CG Holdings to revise the annual caps for each of the three years ending 31 December 2020 for transactions under the Engineering and Transportation Services Framework Agreement, the principal terms of which are set out below:—

- Parties : (1) the Company; and
(2) CG Holdings
- Term : From the Listing Date until 31 December 2020
- Services to be provided : Provision of engineering and transportation services by CGH Group to the Group, including but not limited to, maintenance on the public facilities for properties managed by the Group and shuttle-bus transportation services.
- Price : The service fees shall be determined after arm's length negotiations with reference to the prevailing market price for similar types of services provided by independent services providers in the open market. The service fees shall not be higher than the standard fees designated by the relevant regulatory authorities or lower than the standard fees offered to Independent Third Parties.
- Payment : Fees for such services provided by CGH Group will be payable after provision of such services, to be settled on a monthly or quarterly basis.

Annual caps and basis of determination

The approximate historical amounts of fees paid by the Group to CGH Group for the provision of engineering and transportation services under the Engineering and Transportation Services Framework Agreement for each of the two years ended 31 December 2017 and the seven months ended 31 July 2018 were as follows:

For the year ended 31 December 2016	For the year ended 31 December 2017	For the seven months ended 31 July 2018
RMB38,900,000 (equivalent to approximately HK\$44,514,121)	RMB31,300,000 (equivalent to approximately HK\$35,817,275)	RMB23,700,000 (equivalent to approximately HK\$27,120,428)

The existing annual caps and the proposed revised annual caps for fees payable by the Group to CGH Group for the provision of engineering and transportation services for each of the three years ending 31 December 2020 are as follows:

	For the year ending 31 December 2018	For the year ending 31 December 2019	For the year ending 31 December 2020
Existing annual caps	RMB35,700,000 (equivalent to approximately HK\$40,852,291)	RMB41,100,000 (equivalent to approximately HK\$47,031,629)	RMB48,300,000 (equivalent to approximately HK\$55,270,747)
Revised annual caps	RMB54,000,000 (equivalent to approximately HK\$61,793,381)	RMB76,800,000 (equivalent to approximately HK\$87,883,920)	RMB79,000,000 (equivalent to approximately HK\$90,401,428)

The above proposed revised annual caps were determined after having taken into account (i) the historical amount of fees paid by the Group to CGH Group for the provision of engineering and transportation services for each of the two years ended 31 December 2017 and the seven months ended 31 July 2018; (ii) the estimated amount of the service fee to be incurred under the existing individual engineering and transportation services agreements entered into by the Group and CGH Group; and (iii) the estimated growth of intelligent transformation services to be provided by CGH Group to the Group for the three years ending 31 December 2020.

Pricing policy

During the term of the Engineering and Transportation Services Framework Agreement, members of the Group may from time to time enter into individual agreements with members of CGH Group for the provision of relevant services in accordance with the principal terms of the Engineering and Transportation Services Framework Agreement. The Group adopts the following pricing policy for each of such individual agreements:

- (a) each individual agreement will be negotiated on an arm's length basis to ensure the relevant pricing terms are fair and reasonable and on normal commercial terms;

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

Reasons for and benefits of the transactions

As the Group plans to increase its investment in intelligent transformation, demand for engineering and transportation services is expected to increase. Therefore, it is proposed that the annual caps for transactions contemplated under the Engineering and Transportation Services Framework Agreement should be increased.

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

LISTING RULES IMPLICATIONS

Since CG Holdings is a 30%-controlled company indirectly held by Ms. YANG Huiyan, a non-executive Director and the controlling Shareholder of the Company, it is an associate of Ms. YANG Huiyan and thus a connected person of the Company. Transactions contemplated under the Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) calculated based on the highest annual cap exceed 5%, the Sales and Leasing Agency Services Framework Agreement and the transactions contemplated thereunder are subject to reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) calculated based on the highest revised annual cap exceed 5%, the Consultancy and Other Services Supplemental Agreement and the transactions contemplated thereunder are subject to reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) calculated based on the highest revised annual cap exceed 0.1% but are below 5%, the Engineering and Transportation Services Supplemental Agreement and the transactions contemplated thereunder are subject to reporting, annual review and announcement requirements but exempted from Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Since (i) Ms. YANG Huiyan is the controlling shareholder of CG Holdings; (ii) Mr. YANG Zhicheng is an associate of Ms. YANG Huiyan; and (iii) Ms. WU Bijun is the vice president and chief financial officer of CG Holdings, all of them as Directors have abstained from voting on the resolutions at the Board meeting approving the Agreements and the transactions contemplated thereunder to avoid any conflicts of interest.

A circular containing, among other things, (a) further details of the Sales and Leasing Agency Services Framework Agreement and the Consultancy and Other Services Supplemental Agreement; (b) a letter from the Independent Board Committee to the Independent Shareholders; (c) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; and (d) a notice of the EGM is expected to be despatched to Shareholders on or before 8 November 2018, as more time is required for the Company to prepare and finalise the information to be included in the circular.

GENERAL

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of property management services, community value-added services and value-added services to non-property owners.

CG Holdings is an investment holding company and its subsidiaries are principally engaged in property development in the PRC, including property development, construction, property investment and hotel operation.

DEFINITIONS

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

“30%-controlled company”	has the meaning ascribed to it under the Listing Rules
“Agreements”	the Sales and Leasing Agency Services Framework Agreement, the Consultancy and Other Services Supplemental Agreement and the Engineering and Transportation Services Supplemental Agreement
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CG Holdings”	Country Garden Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 2007)
“CGH Group”	CG Holdings and its subsidiaries
“Company”	Country Garden Services Holdings Company Limited (碧桂園服務控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 6098)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Consultancy and Other Services Framework Agreement”	the framework agreement entered into between the Company and CG Holdings on 1 June 2018 which sets out the principal terms for the provision of consultancy and other services by the Group to CGH Group for a term commencing on the Listing Date until 31 December 2020
“Consultancy and Other Services Supplemental Agreement”	the supplemental agreement to the Consultancy and Other Services Framework Agreement entered into between the Company and CG Holdings on 18 September 2018 to revise the annual caps for fees for the provision of consultancy and other services by the Group to CGH Group for each of the three years ending 31 December 2020
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company

“EGM”	the extraordinary general meeting of the Company to be convened and held for the Independent Shareholders to consider and, if thought fit, to approve the resolutions in relation to the Sales and Leasing Agency Services Framework Agreement and the Consultancy and Other Services Supplemental Agreement
“Engineering and Transportation Services Framework Agreement”	the framework agreement entered into between the Company and CG Holdings on 1 June 2018 which sets out the principal terms for the provision of engineering and transportation services by the Group to CGH Group for a term commencing on the Listing Date until 31 December 2020
“Engineering and Transportation Services Supplemental Agreement”	the supplemental agreement to the Engineering and Transportation Services Framework Agreement entered into between the Company and CG Holdings on 18 September 2018 to revise the annual caps for fees for the provision of engineering and transportation services by the Group to CGH Group for each of the three years ending 31 December 2020
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent Board committee comprising all independent non-executive Directors formed to advise the Independent Shareholders on the Sales and Leasing Agency Services Framework Agreement, the Consultancy and Other Services Supplemental Agreement and the transactions contemplated thereunder
“Independent Financial Adviser”	Red Sun Capital Limited, a licensed corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Sales and Leasing Agency Services Framework Agreement, the Consultancy and Other Services Supplemental Agreement and the transactions contemplated thereunder
“Independent Shareholders”	the Shareholders other than Ms. YANG Huiyan, Ms. WU Bijun and their respective associates
“Independent Third Parties”	parties who are independent of, and not connected with, the Company or any of its connected persons

“Listing Date”	19 June 2018, being the date which the shares of the Company are first listed on the main board of the Stock Exchange
“Listing Document”	the listing document of the Company dated 6 June 2018 in relation to the listing by way of introduction of the Shares of the Company on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“RMB”	Renminbi, the lawful currency of PRC
“Sales and Leasing Agency Services Framework Agreement”	the framework agreement entered into between the Company and CG Holdings on 18 September 2018 which sets out the principal terms for the provision of sales and leasing agency services in respect of unsold parking spaces and provision of sales agency services in respect of unsold property units of projects of CGH Group, by the Group to CGH Group for a term commencing on 18 September 2018 until 31 December 2020
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
Country Garden Services Holdings Company Limited
LI Changjiang
Executive Director

Hong Kong, 18 September 2018

As of the date of this announcement, the executive Directors of the Company are Mr. LI Changjiang, Mr. XIAO Hua and Mr. GUO Zhanjun. The non-executive Directors of the Company are Ms. YANG Huiyan (Chairman), Mr. YANG Zhicheng and Ms. WU Bijun. The independent non-executive Directors of the Company are Mr. MEI Wenjue, Mr. RUI Meng and Mr. CHEN Weiru.