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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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## 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)**

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

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A notice convening the AGM of the Company to be held at Regency Ballroom II, Lobby Level, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 16 June 2020 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Coronavirus at the AGM, including:

- **compulsory temperature checks and health declarations**
- **strongly recommended wearing of surgical face masks**
- **no distribution of corporate gifts and refreshments**

**Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. Attendees are strongly recommended to bring and wear own surgical face masks and Shareholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.**

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names, contact details and body condition, and state that whether they have travelled to any affected countries or areas outside Hong Kong in the preceding 14 days, or to their best knowledge had close contact with any confirmed cases, or have symptoms of flu, fever or pneumonia. Any such person may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) Attendees are strongly recommended to bring and wear own surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, strongly recommended by using a form of proxy with voting instructions inserted, Shareholders, particularly those who are subjected to quarantine, may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The form of proxy is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the form of proxy can be downloaded from the website of the Stock Exchange (<http://www.hkexnews.hk>) and the "Investor Relations — Announcement and Circulars" section of the website of the Company (<http://www.bgyfw.com>). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Shareholders are strongly recommended not to attend the AGM in person. If Shareholders have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company as follows:

Email: [irps@bgyfw.com](mailto:irps@bgyfw.com)  
Tel: (852) 3692 5973

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Share Registrar, as follows:

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
E-mail: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: +852 2980 1333  
Fax: +852 2890 9350

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Regency Ballroom II, Lobby Level, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 16 June 2020 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 articles of association of the Company, adopted by a special resolution dated 25 May 2018 with effect from 19 June 2018 and as amended from time to time
“Board”	the board of Directors
“CG Life Services”	Country Garden Life Services Group Co., Ltd.* (碧桂園生活服務集團股份有限公司) (formerly known as Guangdong Country Garden Property Life Co., Ltd. (廣東碧桂園物業服務股份有限公司) and subsequently known as Country Garden Intelligent Services Group Co., Ltd.* (碧桂園智慧物業服務集團股份有限公司)), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company
“CGH”	Country Garden Holdings Company Limited (碧桂園控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2007)
“CGH Group”	CGH and its subsidiaries
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to issue, allot and deal in Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution by the Shareholders

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## DEFINITIONS

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“Latest Practicable Date”	Thursday, 9 April 2020, 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 memorandum of association of the Company, as amended from time to time
“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
“Pre-Listing Share Option Scheme”	the share option scheme adopted by the Company on 13 March 2018, it was subsequently amended by a resolution passed at the extraordinary general meeting held on 7 November 2019.
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares with a par value of US\$0.0001 each in the issued share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification, or re-construction of the share capital of the Company from time to time)
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution by the Shareholders
“Share Registrar”	the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

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

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Li Changjiang  
Mr. Xiao Hua  
Mr. Guo Zhanjun

*Non-executive Directors:*

Ms. Yang Huiyan (*Chairman*)  
Mr. Yang Zhicheng  
Ms. Wu Bijun

*Independent non-executive Directors:*

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

*Registered office:*

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

*Headquarters and Principal place  
of business 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

22 April 2020

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

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

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 20 May 2019 whereby a general mandate was given to the Directors to issue Shares and such general mandate to issue Shares was extended by adding to it the number of Shares bought back under the general mandate to buy back Shares granted to the Directors on 20 May 2019.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to issue Shares up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution (i.e. not exceeding 542,978,760 Shares based on the issued share capital of the Company of 2,714,893,800 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same on the date of the passing of the relevant resolution) in order to ensure flexibility and discretion to the Directors to issue Shares.

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

### 3. GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 20 May 2019 whereby a general mandate was given to the Directors to repurchase Shares.

Such general mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM to grant to the Directors the Share Repurchase Mandate to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution (i.e. not exceeding 271,489,380 Shares based on the issued share capital of the Company of 2,714,893,800 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.

### 4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises nine Directors, of which Mr. Li Changjiang, Mr. Xiao Hua and Mr. Guo Zhanjun are executive Directors; Ms. Yang Huiyan, Mr. Yang Zhicheng and Ms. Wu Bijun are non-executive Directors; and Mr. Mei Wenjue, Mr. Rui Meng and Mr. Chen Weiru are independent non-executive Directors.

Pursuant to Article 84(1) of the Articles of Association, Mr. Guo Zhanjun, 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.

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## LETTER FROM THE BOARD

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The nomination committee of the Company had identified candidates pursuant to criteria set out in the nomination policy adopted by the Company and assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2019 based on the independence criteria as set out in Rule 3.13 of the Listing Rules. As independent non-executive Directors with in-depth knowledge of the Company, both Mr. Rui Meng and Mr. Chen Weiru have expressed objective views and given independent guidance to the Company over the years. The nomination committee of the Company is of the view that Mr. Rui Meng and Mr. Chen Weiru would continue to bring to the Board their own perspectives, skills and experience, as further described in their biographical details in Appendix II to this circular. Accordingly, the nomination committee of the Company had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM.

Based on the board diversity policy adopted by the Company, the nomination committee of the Company considers that Mr. Rui Meng and Mr. Chen Weiru can contribute to the diversity of the Board with his diverse business and professional background, and can provide valuable, independent and objective view to the Company's affairs.

Accordingly, with the recommendation of the nomination committee of the Company, the Board has proposed that each of the above retiring Directors, namely Mr. Guo Zhanjun, Mr. Rui Meng and Mr. Chen Weiru stands for re-election as Director by way of separate resolutions at the AGM.

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

### **5. ANNUAL GENERAL MEETING**

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

### **6. ACTIONS TO BE TAKEN**

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

### **7. VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.



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## LETTER FROM THE BOARD

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### 8. RESPONSIBILITY STATEMENT

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

### 9. RECOMMENDATION

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

Yours faithfully,  
For and on behalf of the Board  
**Country Garden Services Holdings Company Limited**  
**LI Changjiang**  
*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 summarised 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 2,714,893,800 Shares.

Subject to the passing of ordinary resolution no. 6 in 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 271,489,380 Shares.

### **3. REASON FOR REPURCHASE**

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

#### 4. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchase will be made out of funds of the Company legally permitted to be utilised 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 authorised by the Articles of Association and subject to the Companies Law, 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 authorised by the Articles of Association and subject to the Companies Law, 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 2019) 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 2020 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2019</b>		
April	15.000	13.900
May	16.240	13.800
June	18.580	15.540
July	19.920	17.600
August	23.100	16.660
September	24.600	21.850
October	27.250	22.100
November	28.150	25.100
December	26.950	25.050
<b>2020</b>		
January	29.950	25.150
February	32.500	25.000
March	32.250	23.950
April (up to the Latest Practicable Date)	33.000	29.600

**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/she 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.

**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 interest in 1,451,120,428 Shares representing approximately 53.45% of the issued Shares, through her 100% interest in Concrete Win Limited, and 100% interest in Fortune Warrior Global Limited.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, then, (assume the present shareholdings otherwise remain the same) the interest of Ms. Yang Huiyan in the Company held through Concrete Win Limited and Fortune Warrior Global Limited would be increased from approximately 53.45% to approximately 59.39%. The Directors are not aware of any consequences which may arise under the Takeovers Codes as a consequence of any repurchase made under the Share Repurchase Mandate. The Directors will use their best endeavours to ensure that the Share Repurchase Mandate will not be exercised to the extent that the percentage of total issued Shares held in public hands would fall below the minimum percentage prescribed by the Stock Exchange. The Directors have no intention to exercise the Share Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Codes or the public float of the Company falling below the minimum percentage prescribed by the Stock Exchange.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

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

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

**Mr. Guo Zhanjun** (郭戰軍) (“**Mr. Guo**”), aged 40, was appointed as an Executive Director on 9 March 2018 and has been the vice president of CG Life Services since he joined the Group in August 2017. Mr. Guo is primarily responsible for overall management of human resources of the Group.

Prior to joining the Group, from July 2002 to September 2010, Mr. Guo served in positions including human resource supervisor at Zhengzhou Yutong Bus Company Limited\* (鄭州宇通客車股份有限公司), a company listed on Shanghai Stock Exchange (stock code: 600066), manager, senior manager and head of human resources department at GD Midea Air-Conditioning Equipment Co., Ltd\* (廣東美的製冷設備有限公司) and human resources director at AUX Group Co., Ltd.\* (奧克斯集團有限公司), a company mainly engaged in manufacturing and sales of electrical equipment and home appliances. From August 2011 to March 2013, Mr. Guo was the head of human resources department in the concrete business unit of Zoomlion Heavy Industry Science and Technology Co., Ltd. (中聯重科股份有限公司) (formerly known as Changsha Zoomlion Heavy Industry Science and Technology Development Co., Ltd. (長沙中聯重工科技發展股份有限公司)), a company listed on Shenzhen Stock Exchange (stock code: 000157) and the Main Board of the Stock Exchange (stock code: 1157). Mr. Guo joined the CGH Group as a deputy general manager of training and development department in July 2013 and was promoted to human resources director of Jiangzhong region in April 2014 and general manager of recruiting department in January 2016, where he was mainly responsible for human resources planning and management. From June 2016 to February 2017, he left the CGH Group and joined Beijing branch office of Thaihot Group Co., Ltd.\* (泰禾集團股份有限公司北京分公司), a company listed on the Shenzhen Stock Exchange (stock code: 000732), as a deputy general manager of human resources department and a human resources director of Beijing region. Mr. Guo returned to the CGH Group as the assistant general manager of human resources management centre in February 2017 and was responsible for human resources planning and management until June 2017. Mr. Guo graduated from Renmin University of China (中國人民大學) in the PRC in July 2002, where he obtained a bachelor degree in environmental economic and resource management.

Save as disclosed above, Mr. Guo has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Guo had a direct interest in 3,759,200 Shares within the meaning of Part XV of the SFO (being interests in 939,800 Shares and interests in share options to subscribe for 2,819,400 Shares granted under the Pre-Listing Share Option Scheme), representing approximately 0.14% of the issued Shares.

Save as disclosed above, Mr. Guo does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. Guo has entered into a service agreement with the Company for a term of three years commencing on 19 June 2018 subject to termination by not less than three months’ notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to the terms of the service agreement in relation to his duties and responsibilities in the Company, the Company’s remuneration policy and the prevailing market conditions. Pursuant to the service agreement, Mr. Guo’s remuneration as a Director will be paid by the CG Life Services, and the Company will not pay other compensation for his performance of obligations under the agreement. Besides, Mr. Guo is entitled to a year-end management bonus and performance bonus of a sum to be determined by the Board at its absolute discretion. For the year ended 31 December 2019, Mr. Guo has received total salaries and bonus of RMB1.75 million from the Group.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Guo'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. Rui Meng** (芮萌) (“**Mr. Rui**”), aged 52, 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 and a member of the nomination 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 designated as a Certified Financial Analyst by the Association for Investment Management and Research since September 2000 and a Financial Risk Manager by the Global Association of Risk Professionals since April 2010. Mr. Rui was an independent director of the board and chairman of the audit committee at Midea Group Co., Ltd.\* (美的集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code:000333), from August 2015 to September 2018. He currently serves as an independent director of the board and a member of the audit committee at COSCO Shipping Energy Transportation Co., Ltd. (中遠海運能源運輸股份有限公司), a company listed on both the Main Board of the Stock Exchange (stock code: 1138) and the Shanghai Stock Exchange (stock code: 600026), an independent director of the board and the chairman of the audit committee at Shanghai Winner Information Technology Co., Inc.\* (上海匯納信息科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300609), 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), an independent non-executive director of the board and the chairman of the audit committee 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) and an independent non-executive director of the board, the chairman of the audit committee, and a member of the nomination committee and the remuneration committee respectively at Landsea Green Group Co., Ltd. (朗詩綠色集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 106). 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 degree in international economics. He also received a master of science in economics from Oklahoma State University in the United States as well as a master of business administration degree 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 has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Rui does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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. 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 of the Group's affairs. The Board considers him to be independent.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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The Board is of the view that Mr. Rui 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. Rui has signed an appointment letter with the Company for a term of three years commencing on 19 June 2018 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. Rui is entitled to receive an annual director's fee of RMB200,000. For the year ended 31 December 2019, Mr. Rui has received a director's fee of RMB200,000.

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 49, 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 and the nomination committee of the Company.

Mr. Chen was an assistant professor of strategy at the Asia Campus of INSEAD (歐洲工商管理學院) from September 2003 to 2011 and an associate professor of strategy at China Europe International Business School (中歐國際工商學院) from July 2011 to 2017. Mr. Chen became the chief strategy officer at Zhejiang Cainiao Supply Chain Management Company Limited\* (浙江菜鳥供應鏈管理有限公司) (a platform company primarily engaged in smart logistics) in August 2017, where he is responsible for strategic decisions making and executing for business development. He is now an Executive director of Industry Internet Center of Alibaba Business School since February 2019. He was an independent director of the board respectively at Zhejiang DUNAN Artificial Environment Co.,Ltd.\* (浙江盾安人工環境股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 002011)) from April 2015 to April 2017, at Nanjing OLO Home Furnishing Co., Ltd.\* (南京我樂家居股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 603326)) from April 2015 to July 2017, and at CG Life Services from May 2016 to January 2018. 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) and an independent director of the board at Dian Diagnostics Co., Ltd.\* (迪安診斷技術股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300244). Mr. Chen graduated from National Taiwan University (國立台灣大學) in Taiwan in June 1993, where he obtained a bachelor degree in business administration. In January 1996, he graduated from Tamkang University (淡江大學) in Taiwan, where he obtained a master degree in business administration. He received a Ph.D. in strategy from Purdue University in the United States in December 2003.

Save as disclosed above, Mr. Chen has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Chen does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.



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**APPENDIX II            DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED**

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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 2018 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement from office and re-election at the annual general meetings of the Company in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. Chen is entitled to receive an annual director's fee of RMB200,000. For the year ended 31 December 2019, Mr. Chen has received a director's fee of RMB200,000.

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.



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## NOTICE OF THE ANNUAL GENERAL MEETING

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### COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED

### 碧 桂 園 服 務 控 股 有 限 公 司

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

**(Stock Code: 6098)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Country Garden Services Holdings Company Limited (“**the Company**”) will be held at Regency Ballroom II, Lobby Level, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 16 June 2020 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 2019.
2. To declare a final dividend of RMB15.14 cents per share for the year ended 31 December 2019.
3. (a) Each as a separate resolution, to re-elect the following directors of the Company (the “**Director(s)**”):
  - (1) to re-elect Mr. Guo Zhanjun as an 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 (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix their remuneration.
5. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot, and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval as mentioned 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);

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## NOTICE OF THE ANNUAL GENERAL MEETING

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

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

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## NOTICE OF THE ANNUAL GENERAL MEETING

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

**“THAT:**

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

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

**“THAT** conditional upon the passing of ordinary resolution no. 5 and 6 of this notice, the general mandate granted to the Directors to issue, allot and deal with any unissued shares in the capital of the Company pursuant to the ordinary resolution no. 5 of this notice be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution no. 6 of this notice, provided that such extended number shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares of the Company after the passing of this resolution).”

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

Hong Kong, 22 April 2020

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy needs not be a member of the Company.
2. If more than one of the joint registered holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such share(s) of the Company shall be accepted to the exclusion of the votes of the other joint registered holders.
3. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Thursday, 11 June 2020 to Tuesday, 16 June 2020, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 10 June 2020.
5. The register of members of the Company will be closed from Tuesday, 23 June 2020 to Wednesday, 24 June 2020, 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 will be payable to shareholders whose names appear on the register of members of the Company on Wednesday, 24 June 2020. In order to qualify for the proposed final 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2020.
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 Rule 13.39(5) 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 22 April 2020. 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. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time after 7:00 a.m. on the date of the meeting, subject to consent of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.bgyfw.com>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

9. As at the date of this notice, the Board comprised nine Directors, of which Mr. Li Changjiang, Mr. Xiao Hua and Mr. Guo Zhanjun are executive Directors; Ms. Yang Huiyan (Chairman), Mr. Yang Zhicheng and Ms. Wu Bijun are non-executive Directors; and Mr. Mei Wenjue, Mr. Rui Meng and Mr. Chen Weiru are independent non-executive Directors.
10. PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of the Circular for measures being taken to try to prevent and control the spread of the Coronavirus at the AGM, including:

- **compulsory temperature checks and health declarations**
- **strongly recommended wearing of surgical face masks**
- **no distribution of corporate gifts and refreshments**

**Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. Attendees are strongly recommended to bring and wear own surgical face masks and Shareholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.**