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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)**

## **PROPOSED ISSUE OF CONVERTIBLE BONDS UNDER GENERAL MANDATE**

*Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager*



### **THE PROPOSED BONDS ISSUE**

The Company announces that the Issuer, a wholly-owned subsidiary of the Company, is planning to issue senior unsecured guaranteed convertible bonds to institutional investors.

The terms of the Proposed Bonds Issue, including the size, issue price and other terms will be determined through a book-building exercise to be conducted. Upon finalisation of the terms of the Proposed Bonds Issue, the Sole Lead Manager will enter into the Agreement for the Proposed Bonds Issue with the Issuer and the Company.

Completion of the Proposed Bonds Issue is subject to market conditions and investor interest. If the Proposed Bonds Issue is being carried out, the Company intends to use the net proceeds from the Proposed Bonds Issue for potential future merger and acquisition, strategic investments, working capital and general corporate purposes.

A further announcement will be made by the Company as and when binding agreement in respect of the Proposed Bonds Issue is entered into in accordance with the applicable requirements under the Listing Rules.

## **GENERAL MANDATE**

It is intended that any Shares which may fall to be issued upon the conversion of the Bonds will be issued under the General Mandate.

**As no binding agreement in respect of the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Bonds Issue may or may not materialise. Investors and shareholders of the Company are reminded to exercise caution when dealing in the securities of the Company.**

## **PROPOSED BONDS ISSUE**

The Issuer, a wholly-owned subsidiary of the Company, is planning to issue convertible bonds to institutional investors. The Bonds will be unsecured and guaranteed by the Company.

UBS AG Hong Kong Branch has been appointed as the Sole Lead Manager in respect of the Proposed Bonds Issue.

The terms of the Proposed Bonds Issue, including the size, issue price and other terms will be determined through a book-building exercise to be conducted. Upon finalisation of the terms of the Proposed Bonds Issue, the Sole Lead Manager will enter into the Agreement for the Proposed Bonds Issue with the Issuer and the Company.

The Bonds will not be offered to the public in Hong Kong and it is not expected that any of the Bonds will be placed to any connected persons of the Company.

The Bonds have not been and will not be registered under the U.S. Securities Act. The Bonds will only be offered outside of the United States in compliance with Regulation S under the U.S. Securities Act.

### **Proposed use of proceeds**

Completion of the Proposed Bonds Issue is subject to market conditions and investor interest. If the Proposed Bonds Issue is being carried out, the Company intends to use the net proceeds from the Proposed Bonds Issue for potential future merger and acquisition, strategic investments, working capital and general corporate purposes.

### **Information on the Group**

The Group is principally engaged in the provision of property management services, community value-added services, value-added services to non-property owners and heat supply services.

## GENERAL MANDATE

At the annual general meeting held on 20 May 2019, a general mandate was granted to the Directors to issue up to 533,752,200 Shares (the “**General Mandate**”), representing 20% of the total number of Shares in issue as at the date of such annual general meeting. As at the date of this announcement, the Company has not issued any Shares pursuant to the General Mandate.

It is intended that any Shares which may fall to be issued upon the conversion of the Bonds will be issued under the General Mandate.

## GENERAL

A further announcement will be made by the Company as and when binding agreement in respect of the Proposed Bond Issue is entered into in accordance with the applicable requirements under the Listing Rules.

**As no binding agreement in relation to the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Bonds Issue may or may not materialize. Investors and shareholders of the Company are reminded to exercise caution when dealing in the securities of the Company.**

This announcement is not a prospectus for the purposes of the European Union's Regulation (EU) 2017/1129.

Prohibition of Sales to EEA and UK Retail Investors — The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

The communication of this announcement and any other document or materials relating to the issue of the Bonds described herein is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom's Financial Services and Markets Act 2000, as amended (“**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion)

Order 2005, as amended (the “**Financial Promotion Order**”), or within Article 49(2)(a) to (d) of the Financial Promotion Order, or to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as “**relevant persons**”). In the United Kingdom, the Bonds described in the offering circular are only available to, and any investment or investment activity to which the offering circular relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on the offering circular or any of its contents.

## DEFINITIONS

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

“Agreement”	the agreement to be entered into between the Issuer, the Company and the Sole Lead Manager in relation to the Proposed Bonds Issue;
“Board”	the board of Directors;
“Bonds”	senior unsecured guaranteed convertible bonds proposed to be issued by the Issuer and guaranteed by the Company;
“Company”	Country Garden Services 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: 6098);
“connected person”	has the meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“General Mandate”	has the meaning ascribed to it under the paragraph headed “GENERAL MANDATE” in this announcement;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuer”	Best Path Global Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this announcement;

“Proposed Bonds Issue”	the proposed issue of the Bonds;
“Shares”	ordinary shares of the Company;
“Sole Lead Manager”	UBS AG Hong Kong Branch
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“United States”	the United States of America; and
“U.S. Securities Act”	the United States Securities Act of 1933, as amended.

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

Foshan, Guangdong Province, the PRC, 27 April 2020

*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.*