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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)

INSIDE INFORMATION

PROPOSED PLACING OF NEW SHARES AND PROPOSED ISSUE OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

PROPOSED PLACING

The Company announces that it is considering to appoint UBS, CICC and Morgan Stanley as placing agents in a proposed placing, pursuant to which certain new Shares will be issued by the Company pursuant to the General Mandate (the “**Proposed Placing**”).

Terms of the Proposed Placing, including the size and the issue price, will be determined through a book-building exercise to be conducted. Upon finalisation of the terms of the Proposed Placing, the placing agents will enter into an agreement for the Proposed Placing with the Company.

Completion of the Proposed Placing is subject to market conditions and investors' interest. If the Placing proceeds to completion, the Company intends to use the net proceeds from the Proposed Placing for potential future merger and acquisition projects relating to the principal activities of the Group, expansion in respect of new businesses including commercial management services, asset management services, and life services, working capital and general corporate purposes.

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.

The Company is considering to appoint UBS, CICC and Morgan Stanley as the Managers 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 Managers will enter into an 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.

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.

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 projects relating to the principal activities of the Group, expansion in respect of new businesses including commercial management services, asset management services, and life services, 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, "Three Supplies and Property Management" businesses (currently including property management services and heat supply business) and city services, which together constitute the comprehensive services provided by the Group to its customers that cover the full range of property management value chain.

GENERAL

As no binding agreement in relation to the Proposed Placing or the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Placing and 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. A further announcement will be made by the Company as and when binding agreement in respect of the Proposed Placing or the Proposed Bond Issue has been entered into.

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

Prohibition of Sales to EEA 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**”). 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 has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Prohibition of Sales to 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 United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK 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 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:

“Board”	the board of Directors;
“Bonds”	senior unsecured guaranteed convertible bonds proposed to be issued by the Issuer and guaranteed by the Company;
“CICC”	China International Capital Corporation Hong Kong Securities Limited;
“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”	the general mandate granted to the Directors under the resolutions of the shareholders of the Company at the annual general meeting held on 16 June 2020;
“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;
“Managers”	UBS, CICC and Morgan Stanley;
“Morgan Stanley”	Morgan Stanley & Co. International plc;
“PRC”	the People’s Republic of China;
“Proposed Bonds Issue”	the proposed issue of the Bonds;
“Shares”	ordinary shares of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“UBS”	UBS AG Hong Kong Branch;
“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

Hong Kong, 24 May 2021

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