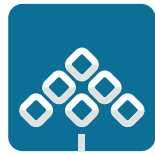

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or transferred all your shares in **Country Garden Services Holdings Company Limited**, you should at once hand this circular and the accompanying election form (if any) to the purchaser(s) or transferee(s) 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(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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.



碧桂园服务
COUNTRY GARDEN SERVICES

COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED

碧桂园服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6098)

**SCRIP DIVIDEND SCHEME IN RELATION TO
THE 2020 FINAL DIVIDEND**

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TIMETABLE

The following is a summary of the events in relation to the Scrip Dividend Scheme in the form of a timetable:

Ex-dividend date Wednesday, 2 June 2021

Latest time to lodge transfer documents
for registration with the Branch Share Registrar 4:30 p.m. on Thursday, 3 June 2021

Closure of the registers of members of the Company
for the purpose of determining the Shareholders' entitlement
to the 2020 Final Dividend Friday, 4 June 2021 to
Monday, 7 June 2021
(both days inclusive)

Record Date Monday, 7 June 2021

Latest time for return of the Election Form
to the Branch Share Registrar (*Note 2*) 4:30 p.m. on Wednesday, 21 July 2021

Despatch of dividend warrants and/or definitive
certificates for New Shares at the risk of recipients Thursday, 12 August 2021

Expected first day of dealings in New Shares Friday, 13 August 2021
(subject to the proper receipt of
definitive certificates for the New Shares
by the relevant Eligible Shareholders)

Notes:

1. All references to dates and time in this circular are to Hong Kong dates and time.
2. If there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning signal in force at or at any time prior to 4:30 p.m. on Wednesday, 21 July 2021, the deadline for return of the Election Form will be extended. Further information is set out in the section headed "Letter from the Board — Election Form" in this circular.

DEFINITIONS

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

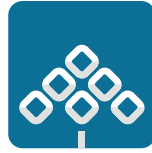
“2020 Final Dividend”	the final dividend of RMB21.87 cents per Share for the year ended 31 December 2020 payable to the Shareholders whose names were recorded on the registers of members of the Company at the close of business on the Record Date
“Board”	the board of Directors from time to time
“Branch Share Registrar”	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
“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)
“Director(s)”	the director(s) of the Company
“Election Form(s)”	the form(s) of election in relation to the Scrip Dividend Scheme for the Eligible Shareholders to elect to receive the 2020 Final Dividend wholly or partly in New Shares instead of in cash
“Eligible Shareholder(s)”	Shareholder(s) whose name(s) was (were) recorded on the registers of members of the Company at the close of business on the Record Date other than the Excluded Shareholders
“Excluded Shareholders”	Overseas Shareholders who are excluded from the Scrip Dividend Scheme and more particularly defined in the section headed “Letter from the Board — Overseas Shareholders” in this circular
“Group”	the Company and its subsidiaries from time to time
“HK\$/Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“New Share(s)”	new Share(s) to be allotted, issued and credited as fully paid up under the Scrip Dividend Scheme
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the registers of members of the Company at the close of business on the Record Date was (were) outside Hong Kong

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“Record Date”	Monday, 7 June 2021, being the date for determining the Shareholders’ respective entitlements to the 2020 Final Dividend
“RMB”	Renminbi, the lawful currency of the PRC
“Scrip Dividend Scheme”	the scheme offering Eligible Shareholders the scrip dividend option whereby Eligible Shareholders may elect to receive the 2020 Final Dividend wholly or partly by the allotment of New Shares credited as fully paid in lieu of cash dividend
“Share(s)”	ordinary share(s) 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 reconstruction of the share capital of the Company, from time to time)
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	US dollar, the lawful currency of the United States of America
“%”	per cent

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

LETTER FROM THE BOARD



碧桂园服务
COUNTRY GARDEN SERVICES

COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED

碧桂园服务控股有限公司

(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

6 July 2021

To the Shareholders

Dear Sir or Madam,

**SCRIP DIVIDEND SCHEME
IN RELATION TO
THE 2020 FINAL DIVIDEND**

INTRODUCTION

On 22 March 2021, the Board announced the audited consolidated results of the Group for the year ended 31 December 2020 and recommended the payment of the 2020 Final Dividend which is payable to the Shareholders whose names were recorded on the registers of members of the Company at the close of business on the Record Date in cash with a scrip dividend option to the Eligible Shareholders.

LETTER FROM THE BOARD

The purposes of this circular are (i) to provide information relating to the Scrip Dividend Scheme, and (ii) set out the relevant terms, procedures and conditions and the action to be taken by the Eligible Shareholders in relation thereto if they wish to participate in the Scrip Dividend Scheme.

THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, the 2020 Final Dividend is payable in cash to the Shareholders whose names were recorded on the registers of members of the Company at the close of business on the Record Date, with a scrip dividend option to the Eligible Shareholders.

For the purpose of determining the Shareholders' entitlement to the 2020 Final Dividend, the registers of members of the Company were closed from Friday, 4 June 2021 to Monday, 7 June 2021 (both days inclusive). The latest time by which transfers were accepted for registration for entitlement to the 2020 Final Dividend was 4:30 p.m. on Thursday, 3 June 2021.

The Eligible Shareholders may elect to receive the 2020 Final Dividend in one of the following ways:

- (i) a cash dividend of RMB21.87 cents per Share; or
- (ii) an allotment of such number of New Shares credited as fully paid and having an aggregate market value (as calculated below) equal to, save for adjustment for fractions, the total amount of the 2020 Final Dividend which such Eligible Shareholder could otherwise elect to receive in cash (the "**Maximum Entitlement**"); or
- (iii) partly New Shares not exceeding the Maximum Entitlement and the remainder in cash.

If the Eligible Shareholders elect to receive the 2020 Final Dividend in cash, in whole or in part, such cash dividend will be paid in Hong Kong dollars which will be converted from RMB at the average central parity rate of RMB to Hong Kong dollars as announced by the People's Bank of China for the period from Tuesday, 1 June 2021 to Monday, 7 June 2021 (RMB1 = HK\$1.215398). Accordingly, the amount of 2020 Final Dividend payable in Hong Kong dollars will be HK26.58 cents per Share.

For the purpose of calculating the number of New Shares to be allotted and issued under the Scrip Dividend Scheme, the price of a New Share will be HK\$79.38, which is the average closing price of one existing Share as quoted on the Stock Exchange for the five consecutive trading days (on which such price is available) up to and including Monday, 7 June 2021. Accordingly, an Eligible Shareholder electing for New Shares in respect of the 2020 Final Dividend under options (ii) and (iii) above will receive such number of New Shares as calculated below:

$$\begin{array}{l} \text{Number of New} \\ \text{Shares to be received} \\ \text{(rounded down to} \\ \text{the nearest whole number)} \end{array} = \begin{array}{l} \text{Number of Shares held on the} \\ \text{Record Date for which election} \\ \text{for New Shares is made} \end{array} \times \frac{\begin{array}{l} \text{2020 Final Dividend per Share} \\ \text{converted into Hong Kong dollars} \\ \text{(i.e. HK26.58 cents)} \end{array}}{\begin{array}{l} \text{Average closing price of one existing} \\ \text{Share for the five consecutive trading} \\ \text{days up to and including} \\ \text{7 June 2021 (i.e. HK\$79.38)} \end{array}}$$

LETTER FROM THE BOARD

At the time the said price of a New Share was determined, the Company had no information that was not publicly available that would, or would be likely to, have a material adverse effect on the realisable price of the New Shares if the information were publicly available.

The New Shares will rank *pari passu* in all aspects with the existing issued Shares and with one another on the date of allotment and issue of the New Shares, and will rank in full for all future dividends and distribution which may be declared, made or paid (except for the 2020 Final Dividend).

The number of New Shares to be issued to the Eligible Shareholders will be rounded down to the nearest whole number. Fractional entitlements to New Shares under options (ii) and (iii) above will be disregarded and the benefit thereof will accrue to the Company.

EFFECT OF THE SCRIP DIVIDEND SCHEME

Based on 3,214,768,221 Shares in issue as at the close of business on the Record Date, if no election for the New Shares is received, the total cash dividend payable by the Company will be approximately HK\$854.49 million. If all Shareholders elect to receive their entitlements to the 2020 Final Dividend in form of New Shares, the maximum number of New Shares to be issued will be 10,764,492 Shares representing approximately 0.3348% of the issued share capital of the Company as at the close of business on the Record Date and approximately 0.3337% of the then issued share capital of the Company as enlarged by the issue of the New Shares.

Eligible Shareholders should note that the New Shares may give rise to notification requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Eligible Shareholders who are in any doubt as to how these provisions may affect them as a result of the issue of the New Shares or as to their taxation position are recommended to consult their own professional advisers.

ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme will give the Eligible Shareholders an opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also benefit the Company to the extent that such cash which would otherwise have been paid to the Eligible Shareholders who elect to receive the New Shares in lieu of the cash dividend, either in whole or in part, will be retained for use as working capital by the Company.

CONDITION OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the New Shares to be allotted and issued in respect of the 2020 Final Dividend.

If this condition is not satisfied, the Scrip Dividend Scheme described in this circular will not become effective and the Election Forms will be void. The 2020 Final Dividend will then be paid wholly in cash.

ELECTION FORM

An Election Form for Eligible Shareholders to elect to receive the 2020 Final Dividend wholly or partly in New Shares in lieu of cash dividend is enclosed with this circular. If you wish to receive the 2020 Final Dividend wholly in cash, you do not need to take any action.

LETTER FROM THE BOARD

If you elect to receive the 2020 Final Dividend wholly in New Shares, or partly in cash and partly in New Shares, you should use the enclosed Election Form. If you sign the Election Form but do not specify the number of Shares in respect of which you wish to receive New Shares in lieu of the cash dividend, or if you elect to receive New Shares in respect of a greater number of Shares than your registered holding as at the Record Date, then in either case, you will be deemed to have exercised your election to receive New Shares only in respect of all the Shares registered in your name on the Record Date.

The Election Form should be completed in accordance with the instructions printed thereon and returned to the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received no later than 4:30 p.m. on Wednesday, 21 July 2021. Late submissions of the Election Form will not be accepted.

No acknowledgement of receipt of the Election Form will be issued. Elections in respect of the 2020 Final Dividend cannot be in any way withdrawn, revoked, superseded or altered after the relevant Election Forms are signed and lodged with the Branch Share Registrar.

The latest time for return of the Election Form will be extended, as the case may be, in accordance with (a) or (b) below if a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning signal is in force in Hong Kong:

- (a) at any time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 21 July 2021. The latest time for return of the Election Form will be extended to 5:00 p.m. on the same business day; or
- (b) at any time between 12:00 noon and 4:30 p.m. on Wednesday, 21 July 2021. The latest time for return of the Election Form will be extended to 4:30 p.m. on the next business day when none of the above warning signals is in force at any time between 9:00 a.m. and 4:30 p.m.

OVERSEAS SHAREHOLDERS

This circular and the Election Form will not be registered or filed under the securities laws or equivalent legislation of any jurisdiction. No Overseas Shareholder receiving a copy of this circular and/or the Election Form in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to him/her without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation will be deemed to have received this circular and/or the Election Form for information only.

Based on the registers of members of the Company as at the Record Date, there were 210 Overseas Shareholders with registered addresses in Australia, Macau, Malaysia, New Zealand, the PRC, Taiwan and New York of the United States of America.

Overseas Shareholders in Australia, Macau, Malaysia, New Zealand, Taiwan and New York of the United States of America

Pursuant to Rule 13.36(2) of the Listing Rules, the Company has made enquiry in respect of the legal restrictions under the laws of the relevant places and the requirements of the relevant regulatory body or stock exchange in those places for the Company to extend the Scrip Dividend Scheme to the Overseas Shareholders. On the basis of the results of such enquiries obtained as at the Record Date, the Directors note that there is no legal restriction under the laws of or the requirements of the relevant regulatory bodies

LETTER FROM THE BOARD

or stock exchanges in Australia, Macau, Malaysia, New Zealand, Taiwan and New York of the United States of America with respect to the offer of the New Shares to the Overseas Shareholders with registered addresses in those jurisdictions as at the Record Date. Please pay attention to the following statements in respect of Australia and New Zealand respectively:

Australia

This circular and the Election Form have been prepared for the purposes of compliance with the regulatory requirements applicable in respect of the Scrip Dividend Scheme in Hong Kong and the Listing Rules. This circular and the Election Form may not contain all the information required to be contained in disclosure documents under the laws of Australia. Please note that the Company is not subject to the continuous disclosure requirements of the Corporations Act 2001 (Cth) that apply in Australia.

New Zealand

In connection with the offer of New Shares under the Scrip Dividend Scheme, Shareholders in New Zealand have a right to receive from the Company, free of charge, a copy of the Company's latest annual report and interim report with the Company's latest published financial statements upon making a request to the Company. A copy of the latest annual report and interim report can also be obtained by electronic means from the Company's website at www.bgyfw.com or the Stock Exchange's website at www.hkexnews.hk.

The New Shares being offered under the Scrip Dividend Scheme are being offered to Eligible Shareholders with a registered address in New Zealand in reliance on the exclusion in clause 10 of Schedule 1 of the New Zealand Financial Markets Conduct Act 2013. This circular is not a product disclosure statement under New Zealand law and has not been registered, filed with, or approved by any New Zealand regulatory authority under or in accordance with the New Zealand Financial Markets Conduct Act 2013 or any other relevant law in New Zealand. It may not contain all the information that a product disclosure statement is required to contain under New Zealand law.

Excluded Shareholders — Overseas Shareholders in the PRC

The Directors, after having carefully weighed the time, costs and legal uncertainties involved in ensuring compliance with local legal requirements and the requirements of the relevant regulatory bodies or stock exchanges against the small number of Overseas Shareholders with registered addresses in the PRC (as at the Record Date, there were 203 such Shareholders together holding 1,031,681 Shares, representing approximately 0.03% of the issued share capital of the Company), have decided that it would be necessary and expedient to exclude those Overseas Shareholders having registered addresses in the PRC (but excluding any PRC southbound investors holding Shares through China Securities Depository and Clearing Corporation Limited under the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect) as at the Record Date (the "**Excluded Shareholders**") from the Scrip Dividend Scheme. Accordingly, the Election Forms will not be sent to the Excluded Shareholders and this circular will be sent to the Excluded Shareholders for information only. The Excluded Shareholders will receive the 2020 Final Dividend wholly in cash.

The Scrip Dividend Scheme is open to all Shareholders other than the Excluded Shareholders. For the avoidance of doubt, the New Shares are not being offered to the public (other than the Eligible Shareholders) and the Election Forms are non-transferable.

LETTER FROM THE BOARD

Notwithstanding the enquiries made by the Company with its legal advisers, it is the responsibility of any Overseas Shareholder wishing to receive New Shares for the 2020 Final Dividend to satisfy himself/herself/itself as to full observance of the laws of any relevant jurisdiction, including obtaining any governmental or other consents or observing any requirement or formality which may be required. Overseas Shareholders who are in any doubt as to their positions should consult their own professional advisers.

STOCK EXCHANGE LISTING, CLEARING AND SETTLEMENT

Application has been made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the New Shares. It is expected that the dividend warrants and/or the definitive certificates for the New Shares (in case the Eligible Shareholders have elected to receive part or all of their 2020 Final Dividend in the form of New Shares) will be posted to the respective Shareholders at their own risk on Thursday, 12 August 2021. Dealings in the New Shares on the Stock Exchange are expected to commence on Friday, 13 August 2021, subject to the proper receipt of the definitive certificates for the New Shares by the relevant Eligible Shareholders.

Subject to the granting of the listing of, and permission to deal in, the New Shares issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such New Shares will be issued on the terms disclosed to the Shareholders under this circular and be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by Hong Kong Securities Clearing Company Limited. Shareholders should seek the advice of their licensed securities dealer or registered institution in securities or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are listed, and dealt in, on the Stock Exchange. On 25 May 2021, the Company, Best Path Global Limited (the “**Issuer**”, a wholly-owned subsidiary of the Company), UBS AG Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited and Morgan Stanley & Co. International plc (the “**Managers**”) entered into an agreement under which the Managers, severally and not jointly, agreed to subscribe for, or to procure subscribers to subscribe for, the convertible bonds (the “**Convertible Bonds**”) issued by the Issuer in the aggregate principal amount of HK\$5,038 million. According to the announcement dated 25 May 2021 of the Company, the Convertible Bonds may be converted into Shares at the initial conversion price of HK\$97.83 per Share (subject to adjustment in the manner provided in the terms and conditions of the Convertible Bonds). The Convertible Bonds are guaranteed by the Company. The Convertible Bonds are listed on the Singapore Exchange Securities Trading Limited. Please refer to the announcements of the Company dated 24 May 2021 and 25 May 2021 respectively.

Save as disclosed above, no equity or debt securities of the Company is listed, or dealt in, on any other stock exchange, nor is listing, or permission to deal in, on any other exchange being, or proposed to be, sought.

New Shares issued to the Eligible Shareholders pursuant to an election to receive part or all of their 2020 Final Dividend in New Shares may be allocated in odd lots. No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of New Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

LETTER FROM THE BOARD

GENERAL

Shareholders who are trustees are recommended to seek professional advice as to whether their election to receive the New Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

Whether or not it is to your advantage to receive cash or New Shares, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting from that decision are your responsibility. If you are in any doubt as to what to do, you are recommended to consult your own professional advisers.

Yours faithfully,
By Order of the Board
Country Garden Services Holdings Company Limited
LI Changjiang
Executive Director