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**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)**

- (1) RESIGNATION OF EXECUTIVE DIRECTOR;**
- (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (3) CHANGE OF BOARD COMMITTEE MEMBERS;**
- (4) CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE; AND**
- (5) WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

**RESIGNATION OF EXECUTIVE DIRECTOR AND MEMBER OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Country Garden Services Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), announces that Mr. GUO Zhanjun (郭戰軍) (“**Mr. GUO**”) has resigned from his position as an executive Director and a member of the environmental, social and governance committee of the Company with effect from 3 April 2024 in order to devote more time to focus on the human resources management and marketing management of the Group as a result of the adjustment of the Group’s internal work division.

Mr. GUO has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation which need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, MEMBER OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**

The Board is pleased to announce that Mr. ZHAO Jun (“**Mr. ZHAO**”) has been appointed as an independent non-executive Director and a member of the audit committee, nomination committee and environmental, social and governance committee of the Company with effect from 3 April 2024.

The biographical details of Mr. ZHAO are as follows:

Mr. ZHAO Jun (趙軍), aged 62, graduated with a bachelor's degree in engineering in marine engineering specialty from Harbin Engineering University (formerly known as Harbin Shipbuilding Engineering Institute) of the PRC in July 1983. He also received a master's degree in engineering from Shanghai Jiao Tong University of the PRC in May 1986, a doctor of philosophy degree in civil engineering from the University of Houston in the United States in June 1993 and a master's degree in business administration from Yale School of Management in the United States in May 2000.

Mr. ZHAO has been the executive director and the manager of China Fellow Partners Limited (北京復樸道和投資管理有限公司) since 2015. He also currently serves as an independent director of Bright Scholar Education Holdings Limited (博實樂教育控股有限公司), a company listed on the New York Stock Exchange (stock code: BEDU), and Gansu Jingang Solar Co. Ltd. (甘肅金剛光伏股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300093.SZ). In addition, he previously worked for Chinavest Services Limited (中國創業投資服務有限公司) and DT Capital Management Company Limited (德同資本管理有限公司). From January 2015 to August 2021, Mr. ZHAO served as an independent non-executive director of China Merchants Bank Co., Ltd. (招商銀行股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600036.SH).

Mr. ZHAO does not hold any other positions with the Company or other members of the Group, and save as disclosed above, Mr. ZHAO has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. ZHAO has entered into a letter of appointment with the Company for a term of three years commencing from 3 April 2024 for his position as an independent non-executive Director, which may be terminated by either party giving not less than three month's notice in writing to the other party. Mr. ZHAO's position as an independent non-executive Director shall be subject to retirement and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Pursuant to the terms of the aforesaid letter of appointment, Mr. ZHAO shall be entitled to a director's fee of RMB300,000 (before tax) per annum. Such remuneration is determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his position and duties as well as the prevailing market conditions.

Mr. ZHAO has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange; (ii) that he had no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

As at the date of this announcement, Mr. ZHAO does not have any relationship with any Director, member of senior management, or substantial or controlling shareholder of the Company (as defined in the Listing Rules), nor any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters relating to the appointment of Mr. ZHAO that need to be brought to the attention of the shareholders of the Company, nor is there any information requiring to be disclosed pursuant to any provisions of Rule 13.51(2) of the Listing Rules.

## **CHANGE OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE MEMBERS**

Further to the above resignation of Mr. GUO and appointment of Mr. ZHAO, the Board is also pleased to announce that Ms. YANG Huiyan (楊惠妍) and Mr. CHEN Weiru (陳威如) have been appointed as members of the environmental, social and governance committee of the Company, all with effect from 3 April 2024.

## **CHANGE OF JOINT COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE**

Mr. HUANG Peng (黃鵬) (“**Mr. HUANG**”) has resigned from his position as the joint company secretary of the Company (“**Joint Company Secretary**”) and the authorised representative of the Company (the “**Authorised Representative**”) pursuant to Rule 3.05 of the Listing Rules with effect from 3 April 2024 in order to devote more time on his duties as the executive president and chief financial officer of the Company, including being responsible for the Group’s new strategic incubation businesses (e.g. the implementation and management of new businesses such as city services, commercial management services, “Three Supplies and Property Management”, real estate brokerage businesses and asset management) as well as financial management matters etc. Mr. HUANG has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation which needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board further announces that, following Mr. HUANG’s ceasing to serve as the Joint Company Secretary and the Authorised Representative, Mr. CHEN Dilin (“**Mr. CHEN**”) has been appointed as the Joint Company Secretary and the Authorised Representative with effect from 3 April 2024. Mr. LEUNG Chong Shun (“**Mr. LEUNG**”) will continue to serve as the other Joint Company Secretary.

The biographical details of Mr. CHEN are as follows:

Mr. CHEN Dilin (陳迪霖), aged 38, joined the Group in March 2024 and serves as the vice president of Country Garden Life Services Group Company Limited, a subsidiary of the Company. Mr. CHEN conducted audit and financial due diligence when working at PricewaterhouseCoopers, and has over four and a half years of experiences in mergers and acquisitions, listing advisory and private equity investment in renowned financial institutions thereafter. Afterwards, he also gained over eight years of work experiences in capital operations, corporate governance, and new business development in a company listed on the Stock Exchange. Mr. CHEN graduated from the University of International Business and Economics of the PRC in July 2008, where he obtained a bachelor’s degree in management. He became an affiliate member of the Association of Chartered Certified Accountants of the United Kingdom in June 2008. Mr. CHEN has also obtained the Chinese Legal Professional Qualification in the PRC in June 2023.

The biographical details of Mr. LEUNG are as follows:

Mr. LEUNG Chong Shun, the current Joint Company Secretary of the Company, is a partner of Woo Kwan Lee & Lo, a law firm based in Hong Kong, since 1997. Mr. LEUNG is currently the company secretary of four other listed companies on the Main Board of the Stock Exchange, namely China Merchants China Direct Investments Limited (招商局中國基金有限公司) (stock code: 0133), China Merchants Port Holdings Company Limited (招商局港口控股有限公司) (stock code: 0144), Guangzhou Automobile Group Co., Ltd. (廣州汽車集團股份有限公司) (stock code: 2238) and Country Garden Holdings Company Limited (stock code: 2007). Mr. LEUNG graduated from the University of Hong Kong, where he obtained a bachelor degree in laws in November 1988 and obtained the Postgraduate Certificate in laws in September 1989. He became a qualified solicitor in Hong Kong in October 1991 and in England and Wales in November 1994, respectively.

### **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Rule 8.17 of the Listing Rules provides that the issuer must appoint a company secretary who satisfies requirements under Rule 3.28. Pursuant to Rule 3.28, the company secretary of the issuer must be an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. Having considered the background and experience of Mr. CHEN, the Board is of the view that Mr. CHEN is capable of discharging his duties as the Joint Company Secretary although he has not possess the qualification of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules.

In relation to the appointment of Mr. CHEN as the Joint Company Secretary, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the effective date of Mr. CHEN's appointment as a Joint Company Secretary (the "**Waiver Period**") on the grounds that the Company will continue to engage Mr. LEUNG, the other current Joint Company Secretary who possesses the relevant professional qualifications of company secretary required under Rules 3.28 and 8.17 of the Listing Rules, to provide assistance and guidance to Mr. CHEN in discharging his duties as one of the Joint Company Secretary.

The waiver is granted on the conditions that: (i) Mr. CHEN will be assisted by Mr. LEUNG during the Waiver Period; and (ii) the waiver could be revoked if there are material breaches of the Listing Rules by the Company. Before the end of the Waiver Period, the Company shall demonstrate and seek the confirmation of the Stock Exchange that Mr. CHEN, having had the benefit of Mr. LEUNG's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Stock Exchange may withdraw or change the waiver if the Company's situation changes.

The Board would like to take this opportunity to express its sincere gratitude to Mr. GUO and Mr. HUANG for their valuable contributions to the Company during their tenures of office and express its warmest welcome to Mr. ZHAO and Mr. CHEN on their new appointments.

By order of the Board  
**Country Garden Services Holdings Company Limited**  
**XU Binhuai**  
*President and Executive Director*

Foshan, the PRC, 3 April 2024

*As of the date of this announcement, the executive Directors of the Company are Mr. XU Binhuai (President) and Mr. XIAO Hua. The non-executive Director of the Company is Ms. YANG Huiyan (Chairman). The independent non-executive Directors of the Company are Mr. MEI Wenjue, Mr. RUI Meng, Mr. CHEN Weiru and Mr. ZHAO Jun.*