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 what action to take in relation to this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional public accountant or other professional adviser.

If you have sold or transferred all your shares in **Poly Property Services Co., Ltd.**, you should at once hand this circular, together with the enclosed proxy form, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

POLY PROPERTY SERVICES CO., LTD.
保利物業服務股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 06049)

(1) PROPOSED ADOPTION OF THE RESTRICTED SHARE INCENTIVE SCHEME AND THE INITIAL GRANT PROPOSAL (2) CHANGE OF COMPANY'S DOMICILE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

A notice convening the EGM of Poly Property Services Co., Ltd. to be held at the Conference Room, 2nd Floor, East Tower, Poly Plaza, No. 832 Yue Jiang Zhong Road, Hai Zhu District, Guangzhou, Guangdong Province, the PRC on Friday, 18 February 2022 at 9:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM is also enclosed in this circular. Such proxy form is also published on the designated website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.polywuye.com).

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM thereof should they so wish.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent and control the spread of COVID-19, the Company will take the following precautionary measures at the EGM:

(1) compulsory temperature checks
(2) wearing of face masks throughout the EGM (please bring your own mask)
(3) no souvenirs will be distributed and no refreshments will be served

The attendees shall comply with the rules and requirements of epidemic prevention and control in Guangzhou. To the extent permitted by law, any person who does not comply with the precautionary measures (1) and (2) as set out above and other measures of epidemic prevention and control may be denied entry into the venue of the EGM at the absolute discretion of the Company. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

31 January 2022

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Having considered the influence of COVID-19 epidemic and the guidelines and requirements for the control of its spread, the following precautionary measures will be taken at the EGM by the Company to ensure the safety of Shareholders and other attendees:

(i) compulsory body temperature checks will be conducted on every attendee at the entrance of the venue of the EGM. Any person with a body temperature of over 37.3 degrees Celsius will be denied entry into the venue of the EGM.

(ii) all attendees shall bring and wear their own face masks inside the venue of the EGM at all times, and to maintain an appropriate distance between seats.

(iii) no souvenirs will be distributed and no refreshments will be served at the EGM.

The attendees shall comply with the rules and requirements of epidemic prevention and control in Guangzhou. To the extent permitted by law, any person who does not comply with the precautionary measures (i) to (ii) as set out above and other measures of epidemic prevention and control may be denied entry into the venue of the EGM at the absolute discretion of the Company in order to ensure the safety of the attendees at the EGM.

In the interest of stakeholders' health and safety, the Company reminds all Shareholders that physical attendance at the EGM is not necessary for the purpose of exercising voting rights. Shareholders, particularly those who are subject to quarantine, are recommended to use a form of proxy with voting instructions inserted to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM 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 designated website of the Stock Exchange (www.hkexnews.hk) and the "Investor Relations — Announcements and Notices" section of the website of the Company (www.polywuye.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 with the appointment of proxy.

Shareholders are recommended by the Company that physical attendance at the EGM is not necessary. 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:

Tel: +86 020 8989 9959
Email: stock@polywuye.com

If Shareholders have any questions relating to the EGM, 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
Tel: +852 2980 1333
Fax: +852 2810 8185

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

"Administrative Measures"	the "Administrative Measures for the First Phase Restricted Share Incentive Scheme of Poly Property Services Co., Ltd." to be proposed by the Board at the EGM
"Appraisal Measures for Implementation"	the "Appraisal Measures for Implementation of the First Phase Restricted Share Incentive Scheme of Poly Property Services Co., Ltd." to be proposed by the Board at the EGM
"Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors of the Company
"Company"	Poly Property Services Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the main board of the Stock Exchange
"Company's Domicile"	the domicile of the Company
"Company Law"	the Company Law of the People's Republic of China
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
"EGM"	the extraordinary general meeting of the Company scheduled to be convened on Friday, 18 February 2022
"Grant Date"	the date the Restricted Shares are formally granted to the Scheme Participants by the Board pursuant to the Scheme, which shall be a trading day
"Grant Price"	the price per H Share for the grant of the Restricted Shares under the Scheme
"Group"	the Company and its subsidiaries

"H Share(s)"	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the main board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Initial Grant Proposal"	the "Initial Grant Proposal of the First Phase Restricted Share Incentive Scheme of Poly Property Services Co., Ltd." to be proposed by the Board at the EGM
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Lock-up Period"	the period during which transfer of the Restricted Shares granted to the Scheme Participants under the Scheme is prohibited
"Model Code"	Model Code for Securities Transactions by Directors of Listed Issuers
"PRC"	the People's Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to "China" and the "PRC" do not include Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
"Restricted Share(s)"	the incentive instrument of the Scheme, including restricted Shares of the Company to be granted to or subscribed by Scheme Participants subject to the fulfilment of the conditions as required by the Scheme, and the related shares newly issued as a result of the bonus issue or conversion shares of the Company or otherwise under the Scheme
"RMB"	Renminbi, the lawful currency of the PRC
"SASAC"	State-owned Assets Supervision and Administration Commission of the State Council

"Scheme"	the "First Phase Restricted Share Incentive Scheme of Poly Property Services Co., Ltd." to be proposed by the Board at the EGM, pursuant to which the Company will grant ordinary H Shares to the Scheme Participants (such H Shares will be purchased by the Trustee)
"Scheme Participant(s)"	Directors, senior management and employees of the Company who are eligible for participation under the Scheme
"Share(s)"	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisor(s)"	supervisor(s) of the Company
"Trustee"	the trustee to be determined by the Company for the administration of the Scheme, which will hold the Restricted Shares for the benefit of the Scheme Participants subject to the requirements of the trust agreement
"Unlocking Period"	the period during which the Restricted Shares granted to the Scheme Participants under the Scheme may be conditionally transferred
"%"	per cent

In this circular, the terms "connected person", "connected transaction", "controlling shareholder" and "subsidiary" shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

The English names of Chinese entities included in this circular are unofficial translations of their Chinese names and are included for identification purposes only.

POLY PROPERTY SERVICES CO., LTD.
保利物業服務股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 06049)

Non-executive Directors:
Mr. Huang Hai *(Chairman)*
Mr. Liu Ping
Mr. Hu Zaixin

Executive Director:
Ms. Wu Lanyu

Independent Non-executive Directors:
Mr. Wang Xiaojun
Ms. Tan Yan
Mr. Wang Peng

Registered office and principal place of business in the PRC:
Rooms 201-208,
No. 688 Yue Jiang Zhong Road,
Hai Zhu District,
Guangzhou,
Guangdong Province, the PRC

Principal place of business in Hong Kong:
40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

31 January 2022

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED ADOPTION OF THE RESTRICTED SHARE INCENTIVE SCHEME AND THE INITIAL GRANT PROPOSAL
(2) CHANGE OF COMPANY'S DOMICILE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

At the EGM, an ordinary resolution will be proposed to consider and approve the proposed adoption of the Restricted Share Incentive Scheme and Initial Grant Proposal.

At the EGM, special resolutions will be proposed to consider and approve the change of the Company's Domicile and amendments to the Articles of Association.

In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make an informed decision in the circumstance where sufficient and necessary information is available, the Company has provided the Shareholders with detailed information in this circular.

2. BUSINESSES TO BE CONSIDERED AT THE EGM

2.1 To consider and approve the proposed adoption of the Restricted Share Incentive Scheme and Initial Grant Proposal

References are made to the announcements of the Company dated 15 November 2021, 16 December 2021, 10 January 2022, 26 January 2022 and 28 January 2022, in which the Company proposed to adopt the Restricted Share Incentive Scheme and Initial Grant Proposal.

The Scheme and Initial Grant Proposal have been approved by the SASAC and are subject to approval from Shareholders at the EGM.

I. PROPOSED ADOPTION OF THE SCHEME

Purpose

The Scheme aims at (i) improving the corporate governance structure of the Company, establishing and enhancing the common interests of employees, Shareholders, investors and the Company as a whole; (ii) establishing benefits and risk sharing mechanisms, avoiding short-term behaviours, promoting the Company's performance improvement and facilitating the long-term stable development of the Company; (iii) effectively attracting, retaining and motivating the core staff necessary for the development of the Company, stimulating the morale of employees and reinforcing the talent base for the long-term sustainable development of the Company.

Scope of Scheme Participants

The Scheme Participants include Directors (excluding independent non-executive Directors), senior management, and the cadre of management and technical personnel of the Company who have an impact on the overall performance and sustainable development of the Company.

Source of the Restricted Shares

The source of the Restricted Shares to be granted under the Scheme shall be the ordinary H Shares of the Company to be purchased by the Trustee from the secondary market.

Validity Period

Unless terminated earlier in accordance with the relevant provisions of the Scheme, the Scheme shall be valid and effective for a term of ten years commencing from the date of approval at the EGM. Upon expiry of the validity period of the Scheme, the Company will no longer grant any Restricted Share to the Scheme Participants under the Scheme, but the terms of the Scheme shall remain valid for all the Restricted Shares granted under the Scheme.

Total Grant Amount and Allocation

The cumulative total number of Restricted Shares granted under the Scheme shall not exceed 10% of the total share capital of the Company.

The cumulative number of Shares granted for two consecutive full years is generally within 3% of the total share capital of the Company.

The total number of Shares to be obtained by any Scheme Participant under the Scheme shall not exceed 1% of the total share capital of the Company unless approved by way of special resolution at the general meeting.

The total share capital mentioned above represents the total issued share capital of the Company as at the time of approval of the Scheme at the general meeting.

In case of capitalisation issue, bonus issue, share sub-division, share consolidation or additional issue of Shares prior to the unlocking of the Restricted Shares, the number of Restricted Shares granted will be adjusted correspondingly in accordance with the relevant provisions of the Scheme.

The number of Restricted Shares to be granted to the Scheme Participants under the Scheme shall be determined with reference to the total number of Restricted Shares that may be granted and the position and rank of the respective Scheme Participant.

Grant Date

Where the Scheme is considered and approved at the EGM of the Company and the conditions for grant are fulfilled, a Board meeting shall be convened in due course to determine the Grant Date of the Scheme in accordance with the relevant requirements. The Grant Date shall be a trading day and the determination of which shall comply with the relevant regulatory rules including, among others, the Listing Rules.

Conditions for Grant

The Company may grant Restricted Shares to the Scheme Participants only upon the fulfillment of the following conditions by the Company and the Scheme Participants:

Conditions for Grant for the Company

(i). performance conditions for the grant have been specified in the Scheme. The grant is subject to the fulfillment of all specified targets in the performance appraisals; and

(ii). the Company is not under any circumstance prescribed in the Scheme upon which it shall be terminated.

Conditions for Grant for Scheme Participants

(i). the Scheme Participant shall achieve a pass and above grading in his/her individual performance appraisal according to the relevant measures for performance appraisal of the Company for the financial year preceding the grant of Restricted Shares. For those who do not participate in the performance appraisal, satisfaction of this condition is not required; and

(ii). the Scheme Participant is not under any circumstance prescribed in the Scheme upon which he/she shall not participate in the Scheme.

Grant Price

The Grant Price of Restricted Shares under the Scheme shall be no less than the higher of the 50% of the reference price and the shareholders' equity per share. The reference price shall be the higher of:

(i). the closing price of H Shares of the Company on the Grant Date;

(ii). the average closing price of H Shares of the Company for the five trading days immediately preceding the Grant Date; and

(iii). the nominal value of Shares of the Company.

In case of capitalisation issue, bonus issue, share sub-division, share consolidation or additional issue of Shares prior to the unlocking of Restricted Shares, the Grant Price will be adjusted correspondingly in accordance with the relevant requirements of the Scheme.

Lock-up Period, Unlocking Period and Unlocking Arrangement

Lock-up Period

The Lock-up Period shall be for a period of 24 months, commencing from the Grant Date of Restricted Shares. After being granted the Restricted Shares, the Scheme Participants are entitled to rights for dividends and allotments in respect of Restricted Shares. During the Lock-up Period, the Restricted Shares granted to the Scheme Participants are not entitled to the right of disposal, such that these shares shall not be transferred, used as collateral or used for debt repayment; shares received in respect of the granted Restricted Shares as a result of bonus issue, capitalisation issue and rights issue and shares placed to original Shareholders in an additional issue shall be subject to the Lock-up Period simultaneously and shall not be disposed in the secondary market or otherwise be transferred. The Lock-up Period of such shares shall be the same as that of the Restricted Shares. Cash dividend received by Scheme Participants as a result of the granted Restricted Shares shall be under the custody of the Company and be paid to Scheme Participants as payable dividends upon unlocking.

Unlocking Period

The Unlocking Period shall be 24 months to 60 months from the granting of Restricted Shares. Where the conditions for unlocking as required by the Scheme are fulfilled within the Unlocking Period, the Restricted Shares granted shall be unlocked in three tranches.

Unlocking arrangement	Unlocking time	Unlocking proportion
Unlocking Period for the first tranche	From the first trading day after 24 months from the Grant Date to the last trading day for 36 months	33%
Unlocking Period for the second tranche	From the first trading day after 36 months from the Grant Date to the last trading day for 48 months	33%
Unlocking Period for the third tranche	From the first trading day after 48 months from the Grant Date to the last trading day for 60 months	34%

Where there is a reserved grant, the Lock-up Period for a duration of 24 months and the principle of above even unlocking schedule shall still be fulfilled.

Transfer of the Restricted Shares held by Scheme Participants upon unlocking shall be subject to the following restrictions:

(i). no less than 20% of the Restricted Shares granted to the Directors and senior management of the Company shall be locked up until a pass grading is achieved in an appraisal held at the expiry of their tenure (or term of office); and

(ii). other provisions of the Articles of Association of the Company.

Conditions for Unlocking

Unlocking of Restricted Shares under the Scheme shall be conditional upon fulfilment of the following conditions by the Company and the Scheme Participants. Where the conditions for unlocking are not fulfilled by the Company, all of the Restricted Shares in that year cannot be unlocked; where the conditions for unlocking are fulfilled by the Company, the Restricted Shares granted will be unlocked on a pro rata basis according to the corresponding individual performance appraisal results of the Scheme Participants. Those proportion of Restricted Shares being unable to unlock shall be purchased back by the Trustee or other third parties in accordance with laws and regulations.

Conditions for Unlocking for the Company

(i). performance conditions for unlocking Restricted Shares each time have been specified in the Scheme. The unlocking is subject to the fulfillment of all specified targets determined for that period in the performance appraisals; and

(ii). the Company is not under any circumstance prescribed in the Scheme upon which it shall be terminated.

Conditions for Unlocking for Scheme Participants

(i). according to the relevant measures for individual performance appraisal of the Company, taking into account factors such as the overall performance of the Company, the performance of the organisation where the Scheme Participant works for and the individual performance, the actual number of unlocked Shares of the Scheme Participant for the year is linked to the individual performance appraisal results of such Scheme Participant; and

(ii). the Scheme Participant is not under any circumstances prescribed in the Scheme upon which he/she shall not participate in the Scheme.

Dealing under Special Circumstances

The Scheme will not be changed in principle in the event of change in control, merger or division of the Company.

In any of the following circumstances, the unlocked Restricted Shares shall not be dealt with, and the locked Restricted Shares shall be purchased back by the Trustee or other third parties. At the same time, the Scheme will be terminated. Upon consideration and approval by the Board, no new Restricted Share shall be granted to the Scheme Participant within one year from the effective date of the Board resolution, and no Scheme Participant shall exercise his/her rights or receive incentive gains under the Scheme:

(i). failure to engage an accounting firm to audit in accordance with the prescribed procedures and requirements;

(ii). an audit report with negative opinions or disclaimer of opinions on the annual financial report or internal control evaluation report issued by the certified public accountant;

(iii). significant objections to the Company's performance or annual financial report raised by the state-owned assets supervision and administration authority, the supervisory committee or the audit department; and

(iv). penalties imposed by the securities regulatory authorities and other relevant departments as a result of material violation of regulations.

Where any of the following circumstances occurs to a Scheme Participant, the controlling shareholder of the Company shall exercise the shareholder's right to propose to terminate the grant of new rights to such Scheme Participant, disqualify him/her from exercising his/her outstanding rights, recover the gains obtained from the Share incentives, and pursue his/her corresponding responsibilities in accordance with the laws and relevant regulations:

(i). the results of the economic responsibility audit and others show that his/her duties are not performed effectively or is in serious dereliction of duty or malfeasance;

(ii). non-compliance with relevant laws and regulations of the state and the Articles of Association of the Company;

(iii). during his/her term of office, the Scheme Participant is subject to disciplinary actions by virtue of illegal behaviours, including bribery, corruption, theft, leakage of the Company's business and technical secrets, damages to the Company's interests and reputation through related party transactions and resulting in material negative impact on the Company's image; and

(iv). the Scheme Participant fails to perform or fails to properly perform his/her duties, resulting in substantial asset losses and other serious adverse consequences to the Company.

During the implementation of the Scheme, if false statements or misleading statements in, or material omissions from, the Company's financial and accounting documents or information disclosure documents result in non-compliance with arrangement for grant or exercise of rights, the outstanding rights of the Scheme Participants shall not be exercised, and the Company shall recover all the benefits obtained by the Scheme Participants under the relevant Incentive Scheme and shall not grant new rights to the responsible Scheme Participants.

Where a Scheme Participant dissolutes or terminates the employment with the Company due to objective reasons, such as transfer, removal, retirement, death or loss of civil capacity, the unlocked Restricted Shares shall not be dealt with, and the locked Restricted Shares shall be purchased back by the Trustee or other third parties.

Where a Scheme Participant resigns or his/her employment is terminated due to personal reasons, the unlocked Restricted Shares shall not be dealt with, and the locked Restricted Shares shall be purchased back by the Trustee or other third parties, and the gains obtained from the Share incentives shall be resolved through negotiation in accordance with the grant agreement or the Administrative Measures.

In the event of any other circumstance not specified above occurs to the Company or the Scheme Participants, the general meeting shall authorise the Board to deal with the Restricted Shares held by them according to the above principles.

Amendments to the Scheme

The Company may amend the Scheme before it is considered and approved at the general meeting. Changes shall be considered and approved by the Board. Where the Company amends the Scheme which has been considered and approved at the general meeting, it shall promptly announce and submit it to the general meeting for consideration. The change shall not include early unlocking and reduction of the Grant Price.

For the Scheme Participants who have been granted the Restricted Shares under the Scheme, without the consent of the Scheme Participants, no alteration shall be made to change or impair their existing rights and obligations when the Scheme is amended or suspended.

Termination of the Scheme

The Scheme shall be automatically terminated after 10 years from the date of approval at the general meeting.

During the validity period of the Scheme, the Board may, if it deems necessary, propose to the general meeting for an early termination of the Scheme, state the reasons for termination and impacts on the Company's performance and make an announcement. Within 3 months from the date of announcement of the resolution, the Company will no longer consider a share incentive scheme.

Upon termination of the Scheme, the Company will no longer grant any Restricted Shares under the Scheme. Unless otherwise provided, the Restricted Shares granted prior to the termination of the Scheme shall remain valid and can be unlocked in accordance with the provisions of the Scheme.

II. INITIAL GRANT PROPOSAL

Scheme Participants

The Scheme Participants of the Initial Grant Proposal include the Company's Directors (excluding independent non-executive Directors), senior management, cadre of management and technical personnel who have direct impact on the overall performance and sustainable development of the Company in accordance with the principles for determining the Scheme Participants under the Scheme, totalling 193 (excluding the number of reserved participants), accounting for 0.44% of the total number of 44,351 employees of the Group as at the end of 2020, the details of which are as follows:

Scheme Participants	Number of the Scheme Participants	Total number of Shares granted *('000 shares)*	Percentage of the total number of Shares granted (excluding Reserved Shares)	Percentage of the total share capital of the Company
Wu Lanyu, Director and general manager, secretary of the Party Committee	1	135.86	2.65%	0.0246%
Senior management	7	548.10	10.69%	0.0990%
Cadre of management and technical personnel	185	4,444.50	86.66%	0.8032%
Total	193	5,128.46	100%	0.9268%

The details of implementation, such as the Scheme Participants and the number of Shares granted, shall be finalized after the consideration of grant by the Board according to the Grant price and other relevant situations.

The total number of Shares to be obtained by any Scheme Participant under the Initial Grant Proposal shall not exceed 1% of the total share capital of the Company. None of the above Scheme Participants is unable to participate in the Initial Grant Proposal or has participated in the share incentive schemes of two or more listed companies.

The total number of Restricted Shares under the Initial Grant Proposal is approximately 5.5332 million shares, representing approximately 1% of the total issued share capital of the Company, of which approximately 7% is reserved Restricted Shares and shall be granted within 12 months after the consideration and approval at the EGM. The Scheme Participants granted under the Initial Grant Proposal will not be granted again. The specific reserved portion will be adjusted on the basis of the total amount adjusted not exceeding 1% depending on the grant situation. The details of implementation, such as the reserved scheme participants and the number of Shares to be granted, are subject to finalisation after the consideration of grant issue by the Board. Where the Scheme Participants cannot be determined within 12 months, the reserved Restricted Shares shall lapse.

Grant Date

The Grant Date of the Initial Grant Proposal shall be determined by the Board in due course after the Scheme and Initial Grant Proposal are considered and approved at the EGM in accordance with the relevant requirements, and the conditions for grant are fulfilled. The Grant Date shall be a trading day and shall be determined in accordance with the relevant regulatory rules, including the Listing Rules.

Conditions for Grant and Grant Price

Conditions for Grant

Only when the Company and the Scheme Participants have fulfilled the following conditions, the Scheme Participants can be granted Restricted Shares in accordance with the Initial Grant Proposal.

Conditions for Grant for the Company

(i). The Company's performance for the previous accounting year (2020) of the accounting year of the Grant must fulfill the following conditions:

Performance appraisal indicators	Grant Conditions
Compound growth rate of net profit attributable to owners of the Company	The compound growth rate of net profit attributable to owners of the Company from 2017 to 2020 shall not be lower than 25.4% and no lower than 50 percentile of benchmark enterprises
Return on Shareholders' equity	The return on Shareholders' equity for the year 2020 shall not be lower than 11.5% and no lower than 50 percentile of benchmark enterprises
Turnover of accounts receivable	The turnover of accounts receivable for the year 2020 shall not be lower than 6.5 and no lower than 50 percentile of benchmark enterprises

Notes:

(1) When calculating the return on Shareholders' equity, the effects caused by the factors such as the change in Shareholders' equity resulting from the relevant equity financing have been reasonably excluded.

(2) The benchmark enterprises are mainly Chinese central state-owned enterprises and state-owned enterprises whose models of business development are similar to the Company; in case of changes in the business model, major mergers and acquisitions, asset restructuring, delisting and other matters of benchmark enterprises that have significant impact on the performance targets, the Board will adjust the relevant benchmark enterprises in accordance with the authorisation by the general meeting.

The grant conditions for the reserved Restricted Shares are the same as above.

(ii). The Company is not under any circumstances prescribed in the Initial Grant Proposal upon which the Initial Grant Proposal shall be terminated.

Conditions for Grant for the Scheme Participants

(i). according to the relevant measures for performance appraisal of the Company, the performance appraisal result of the Scheme Participant for 2020 shall be pass or above; if being a Scheme Participant of the Reserved Shares, the individual performance appraisal results for the previous accounting year of the reserved grant accounting year shall be pass or above. Those who have not participated in the performance appraisal are not required to fulfill such condition.

(ii). the Scheme Participant is not under any circumstances prescribed in the Initial Grant Proposal upon which he/she shall not participating in the Scheme.

Grant Price

For the Grant Price under the Initial Grant Proposal of the Scheme, please refer to "I. Proposed Adoption of the Scheme – Grant Price" in this circular.

Lock-up Period, Unlocking Period and Unlocking Arrangement

Lock-up Period and Unlocking Period

For the Lock-up Period and Unlocking Period of the Initial Grant Proposal of the Scheme, please refer to "I. Proposed Adoption of the Scheme – Lock-up Period, Unlocking Period and Unlocking Arrangement" in this circular.

Conditions for unlocking

Unlocking of Restricted Shares under the Initial Grant Proposal shall be conditional upon fulfilment of the following conditions by the Company and the Scheme Participants. Where the conditions for unlocking are not fulfilled by the Company, all of the Restricted Shares in that year cannot be unlocked; where the conditions for unlocking are fulfilled by the Company, the Restricted Shares granted will be unlocked on a pro rata basis according to the corresponding individual performance appraisal results of the Scheme Participants. Those proportion of Restricted Shares being unable to unlock shall be purchased back by the Trustee or other third parties in accordance with laws and regulations.

Unlocking conditions for the Company

(i). The Company's results for the previous accounting year (2022, 2023 and 2024) of the unlocking accounting year must fulfill the following conditions:

Unlocking arrangements	**Unlocking conditions**
Unlocking Period for the first tranche	The compound growth rate of net profit attributable to owners of the Company from 2019 to 2022 shall not be lower than 25.5% The return on Shareholders' equity for the year 2022 shall not be lower than 12.0% The turnover of accounts receivable for the year 2022 shall not be lower than 6.5 The above indicators shall not be lower than 75 percentile of benchmark enterprises
Unlocking Period for the second tranche	The compound growth rate of net profit attributable to owners of the Company from 2020 to 2023 shall not be lower than 25.5% The return on Shareholders' equity for the year 2023 shall not be lower than 13.5% The turnover of accounts receivable for the year 2023 shall not be lower than 6.5 The above indicators shall not be lower than 75 percentile of benchmark enterprises

Unlocking arrangements	Unlocking conditions
Unlocking Period for the third tranche	The compound growth rate of net profit attributable to owners of the Company from 2021 to 2024 shall not be lower than 25.5% The return on Shareholders' equity for the year 2024 shall not be lower than 14.5% The turnover of accounts receivable for the year 2024 shall not be lower than 6.5 The above indicators shall not be lower than 75 percentile of benchmark enterprises

Notes:

(1) When calculating the return on Shareholders' equity, the effects caused by the factors such as the change in Shareholders' equity resulting from the relevant equity financing have been reasonably excluded.

(2) The benchmark enterprises are mainly Chinese central state-owned enterprises and state-owned enterprises whose models of business development are similar to the Company; in case of changes in the business model, major mergers and acquisitions, asset restructuring, delisting and other matters of benchmark enterprises that have significant impact on the performance targets, the Board will adjust the relevant benchmark enterprises in accordance with the authorisation by the general meeting.

The unlocking conditions for the reserved Restricted Shares are the same with the unlocking conditions for the first, second and third tranches' unlocking period of the Initial Grant Proposal.

Unlocking conditions for the Scheme Participants

(i). according to the relevant measures for performance appraisal of the Company, the performance appraisal result of the Scheme Participants for the previous accounting year of the unlocking accounting year shall be pass or above. The actual number of unlocked shares in the year is determined according to the unlockable quota and the unlocking proportion of that year, and the unlocking proportion is related to the performance appraisal results. The specific correspondence is as follows:

Individual performance appraisal results	Actual unlocking proportion
Excellent, Good	100%
Average	90%
Pass	60%
Fail	0

(ii). the Scheme Participant is not under any circumstances prescribed in the Initial Grant Proposal upon which he/she shall not participating in the Scheme.

III. AUTHORISATION TO THE BOARD

The Board proposed to grant the following authorisation to the Board to act as the executive body of the Scheme and be responsible for its implementation and administration upon seeking approval from the Shareholders at the EGM.

(i). except for the Initial Grant Proposal, to take effect, change and terminate the grant proposals for following years, and to determine the conditions for grant and the conditions for unlocking;

(ii). to determine the Grant Date of the Scheme;

(iii). to review and confirm whether the Company and the Scheme Participants meet the conditions for grant and conditions for unlocking in respect the Restricted Shares;

(iv). to grant Restricted Shares to Scheme Participants when they meet the conditions for grant;

(v). in case of special circumstances of Scheme Participants, to deal with the Restricted Shares held by them;

(vi). to determine whether to recover the gains of the Scheme Participants according to the Scheme;

(vii). Upon the changes in the business model, major mergers and acquisitions, asset restructuring, delisting and other matters of benchmark enterprises that have significant impact on the performance targets, to adjust the relevant benchmark enterprises;

(viii). in case of capitalisation issue, bonus issue, share sub-division, share consolidation, rights issue, additional issue, dividend distribution and other matters of the Company, to adjust the number of Shares to be granted and the Grant Price in accordance with the methods stipulated in the Scheme;

(ix). to approve, endorse, implement, amend and terminate any agreement and other relevant contractual documents in relation to the Scheme;

(x). in case of any amendment to the laws, regulations, rules and regulatory documents, such as the Company Law, the Listing Rules, the Notice on Printing the "Working Guidelines for the Implementation of Equity Incentive by Listed Companies Controlled by Chinese Central State-owned Enterprises" (《中央企業控股上市公司實施股權激勵工作指引》) (Guo Zi Kao Fen [2020] No. 178), to adjust the relevant contents of the Scheme according to such amendments;

(xi). to determine the alteration and termination of the Scheme; and

(xii). to proceed with other necessary matters required for the implementation of the Scheme, except for the rights to be exercised by the general meeting as specified in relevant documents.

IV. RIGHTS OF THE TRUSTEE

The Trustee holds H Shares as a registered Shareholder on trust for the benefit of Scheme Participants before vesting. The Trustee shall abstain from voting on matters that require shareholders' approval under the Listing Rules. Otherwise, the Trustee is entitled to exercise other rights of Shareholders (including, but not limited to, cash or scrip dividends, bonus shares, etc.).

V. IMPLICATION OF LISTING RULES

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules, and is a discretionary scheme of the Company.

The operation of the Scheme will comply with the applicable requirements under the Listing Rules. In particular:

Chapter 14A of the Listing Rules

Since the Scheme Participants include connected persons of the Company and the connected persons' aggregate interest in the Scheme as Scheme Participants is less than 30% (i.e., the trust will be an employee's share scheme established for a wide scope of participants and the connected persons' aggregated interest in the Scheme are less than 30%), the Trustee does not constitute a connected person of the Company as contemplated under Rule 14A.12(1)(b) of the Listing Rules.

In addition, the grant of Restricted Shares to the connected persons of the Company will constitute a connected transaction under Chapter 14A of the Listing Rules, and the Company will comply with such requirements (if applicable).

Appendix 10 to the Listing Rules (Model Code)

In accordance with Rule A.3 of the Model Code, the Company will not grant any Restricted Share to any Scheme Participant or instruct the Trustee to purchase H Shares during the prohibition period of dealing. In addition, the Company will not grant any Restricted Share at any time to any Scheme Participant who is a Director or an employee of the Company or director or employee of a subsidiary company and in possession of unpublished inside information.

2.2 To consider and approve the change of the Company's Domicile and amendments to the Articles of Association

Reference is made to the announcement of the Company dated 15 November 2021, in which the Company proposed to change the Company's Domicile and amend the Articles of Association.

According to the actual situation and the operation and management needs of the Company, the Board proposed to change the Company's Domicile from "Room 201-208, 688 Yue Jiang Zhong Road, Hai Zhu District, Guangzhou" to "48-49th Floor, Poly Plaza, 832 Yue Jiang Zhong Road, Hai Zhu District, Guangzhou". The change mentioned above is subject to consideration and approval at the Company's EGM and the completion of the relevant industrial and commercial registration and filing for the change. The final change in content shall be subject to the content approved by the industrial and commercial registration authority.

In view of the proposed change of the Company's Domicile and in accordance with the relevant requirements including the Guidelines for the Articles of Association of Chinese Central State-owned Enterprises (Trial) (《中央企業公司章程指引(試行)》) issued by the SASAC, the Board proposed to amend certain provisions of the Articles of Association. The number of the articles in the amended Articles of Association will increase from the original 183 articles to 190 articles, and the numbering of the relevant articles will be adjusted accordingly.

Please refer to Appendix III to this circular for details of the proposed amendments to Articles of Association.

The Articles of Association are prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

3. EGM AND PROXY ARRANGEMENT

The proxy form of the EGM is enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. H Shareholders are required to return the proxy form to the Company's H Share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and Domestic Shareholders are required to return the proxy form to the Company's principal place of business in the PRC at Rooms 201-208, No. 688 Yue Jiang Zhong Road, Hai Zhu District, Guangzhou, Guangdong Province, the PRC by personal delivery or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

The register of members of the Company will be closed from Tuesday, 15 February 2022 to Friday, 18 February 2022, both days inclusive, during which period no transfer of the Shares will be registered. In order for the H Shareholders to qualify for attending and voting at the EGM, all properly completed share transfer forms together with the relevant H Shares certificates shall be lodged with the Company's H Share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 14 February 2022. Shareholders whose names appear on the register of members of the Company on Friday, 18 February 2022 are entitled to attend and vote at the EGM.

4. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM. The Company shall announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RECOMMENDATION

The Board considers that all the resolutions proposed at the EGM are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions at the EGM.

6. FURTHER INFORMATION

Your attention is drawn to other parts of this circular, which contain further information on the Group and other information required to be disclosed under the Listing Rules.

Yours faithfully,
By Order of the Board
POLY PROPERTY SERVICES CO., LTD.
Huang Hai
Chairman of the Board and Non-executive Director

POLY PROPERTY SERVICES CO., LTD. ADMINISTRATIVE MEASURES FOR THE FIRST PHASE OF RESTRICTED SHARE INCENTIVE SCHEME

(the "Measures")

ARTICLE 1 PURPOSE

In order to further promote the establishment and improvement of the incentive and restraint mechanism of the Company, motivate the Directors, senior management of the Company and cadre of management and technical personnel who have a direct impact on the operating performance and sustainable development of the Company to work diligently, improve the management level, promote the steady improvement of the Company's performance, and ensure the realisation of the Company's development strategies and business objectives, the Measures have been formulated in accordance with the requirements of relevant laws, regulations, rules and regulatory documents.

ARTICLE 2 SCOPE OF APPLICATION

The Measures are applicable to the relevant management and implementation bodies of the Restricted Share Incentive Scheme of the Company, including the Directors (excluding independent non-executive Directors), senior management of the Company and cadre of management and technical personnel who have a direct impact on the operating performance and sustainable development of the Company.

ARTICLE 3 ADMINISTRATION AND IMPLEMENTATION ORGANISATIONS

The institutions and departments involved in the administration and implementation of the Restricted Share Incentive Scheme include the general meeting of the Company, the Board, the Remuneration Committee, the Supervisory Committee, the office of the Board, the Human Resources Centre, the Financial Management Centre and the Enterprise Management Centre.

ARTICLE 4 MAIN RESPONSIBILITIES OF THE ADMINISTRATION AND IMPLEMENTATION ORGANISATION

1. The general meeting, as the highest authority of the Company, shall be responsible for considering and approving the effectiveness, modification and termination of the Restricted Share Incentive Scheme and the Initial Grant Proposal, and authorising the Board to be responsible for the effectiveness, modification and termination of the subsequent grant proposals of the Restricted Share Incentive Scheme.

2. The Board shall be the executive and management organisation of the Restricted Share Incentive Scheme and shall be responsible for reviewing the Restricted Share Incentive Scheme formulated and revised by the Remuneration Committee, as well as submission to the general meeting of the Company for consideration, and submission to external regulatory bodies for approval and filing, and determining the conditions for granting and unlocking the Restricted Shares within the scope authorised by the general meeting, reviewing and confirming whether the Company and the Scheme Participants meet the conditions for granting and unlocking of the Restricted Shares, adjusting the number and price of the Restricted Shares in case of ex-rights, ex-dividend or other circumstances of the target Shares, dealing with the Restricted Shares granted to the Participants in case of special circumstances of the Scheme Participants, and guiding the management of the Company to specifically handle relevant matters of the Restricted Share Incentive Scheme.

3. The Remuneration Committee shall draft and amend the Restricted Share Incentive Scheme in accordance with the requirements of relevant laws, regulations, rules and regulatory documents, and shall be responsible for handling matters related to the Restricted Share Incentive Scheme as authorised.

4. The Supervisory Committee shall be the supervisory body of the Restricted Share Incentive Scheme and shall be responsible for verification of the list of Scheme Participants (the Scheme Participants and their respective eligibility, the unlocking Scheme Participants and their respective eligibility) and supervising the implementation of the Restricted Share Incentive Scheme.

5. Under the guidance of the Board, the office of the Board shall take the lead in organising the specific implementation of the Restricted Share Incentive Scheme and other necessary daily administration and maintenance works, including the soundness and adequacy of the corresponding administration regimes, drafting, delivering and signing the collection of the grant documents of the Restricted Shares, tracking the grant, unlocking and change of the Restricted Shares, dealing with the financial matters and legal issues related to the Restricted Share Incentive Scheme, carrying out file management of the relevant documents and files of the Restricted Share Incentive Scheme, and being responsible for the communication and reporting with the relevant parties such as the capital market, shareholders, regulatory bodies and the media.

6. Under the guidance of the Remuneration Committee and the cooperation of the Financial Management Centre, the Enterprise Management Centre and the Office of the Board, the Human Resources Centre shall be responsible for the management and assessment of the list of the Scheme Participants other than Directors and senior management.

ARTICLE 5 CLEARANCE PROCEDURES OF THE RESTRICTED SHARE INCENTIVE SCHEME

1. The Remuneration Committee shall be responsible for preparation of the draft Restricted Share Incentive Scheme and submitting it to the Board for consideration. The Board shall resolve on the Restricted Share Incentive Scheme in accordance with laws.

2. Independent non-executive Directors shall issue independent opinions as to whether the Restricted Share Incentive Scheme is beneficial to the sustainable development of the Company and whether there is any obvious damage to the interests of the Company and all shareholders; the Company shall engage lawyers to issue relevant legal opinion on the Restricted Share Incentive Scheme.

3. Upon consideration and approval of the draft Restricted Share Incentive Scheme by the Board, the relevant contents and relevant materials required by the regulatory authorities shall be announced in a timely manner in accordance with the Listing Rules.

4. Before the consideration at the general meeting, the state-owned controlling shareholders shall submit the Restricted Share Incentive Scheme and relevant materials firstly to the de facto controller of the Company for its review and consent, and then to the State-owned Assets Supervision and Administration Commission ("**SASAC**") for approval. Finally, the said documents shall be submitted to the general meeting for discussion.

5. The Restricted Share Incentive Scheme can be implemented upon approval by the general meeting.

ARTICLE 6 IMPLEMENTATION PROCEDURES OF THE RESTRICTED SHARE INCENTIVE SCHEME

(I) Grant Procedure

1. The Remuneration Committee shall be responsible for formulating the grant plan of Restricted Shares such as the Scheme Participants, the number of Restricted Shares to be granted and the conditions of grant for each grant of Restricted Shares;

2. The Board shall consider and approve the grant plan of Restricted Shares drafted by the Remuneration Committee. The Initial Grant Proposal shall be subject to the approval of the de facto controller of the Company and the approval of the SASAC, and then shall be implemented upon the approval of the general meeting;

3. After the completion of auditing of the annual report, the Board shall assess the performance indicators of the Company and the performance of the Participants for the relevant year. If the grant conditions are met, the Grant Date will be determined, the Grant Price, the Participants to be granted and the number of Shares to be granted will be finally determined, and the grant will be carried out;

4. The Company shall enter into a grant agreement with the Scheme Participants, and the funds of the Scheme Participants to subscribe for the Restricted Shares shall be paid to the account designated by the Company in accordance with its requirements; If a Scheme Participant fails to enter into a grant agreement within the prescribed time, the Scheme Participant shall be deemed to have automatically renounce his/her right to such grant;

5. The Company shall handle relevant matters in relation to the implementation of the grant of the Restricted Shares in accordance with the relevant requirements of the regulatory authorities.

(II) Unlocking Procedure

1. During the unlocking period of the Restricted Share Incentive Scheme, the Company shall confirm whether the Scheme Participants have satisfied the unlocking conditions. The Board shall consider whether the unlocking conditions are met, and the independent non-executive Directors and the Supervisory Committee shall also issue their explicit opinions;

2. For Scheme Participants who have satisfied the unlocking conditions, the actual unlocking proportion shall be determined based on their performance appraisal results, and the Company shall handle the unlocking matters in a unified manner; for Scheme Participants who have not satisfied the unlocking conditions, the corresponding proportion of the Restricted Shares in that year shall be purchased back by the trustee or other third parties in accordance with the requirements of relevant laws and regulations;

3. Gains of the Scheme Participants derived from the Restricted Share Incentive Scheme shall be subject to individual income tax, and shall be withheld and paid by the Company according to the national tax laws and regulations.

(III) Appraisal Procedure

1. Appraisal of the Company's performance targets

After the end of the financial year, the Remuneration Committee shall assess and determine the achievement of the Company's performance targets for the year based on the audited financial report of the Company, which shall serve as the basis for the grant and unlocking of the Restricted Shares of the Scheme Participants.

2. Annual performance appraisal of the Scheme Participants

(1) After the end of the financial year, the Remuneration Committee shall be directly responsible for the annual performance appraisal of Directors and senior management; The annual performance appraisal of other Scheme Participants shall be conducted by the Human Resources Centre designated by the Remuneration Committee, which shall evaluate the performance and comprehensive ability (working ability, working quality, working attitude, etc.) of the relevant person under appraisal.

(2) The Human Resources Centre shall prepare a summary of the annual performance appraisal results of the Scheme Participants and report to the Remuneration Committee for review and confirmation as the basis for the grant and unlocking of the Restricted Shares of the Participants.

ARTICLE 7 DAILY MANAGEMENT PROCEDURES OF THE RESTRICTED SHARE INCENTIVE SCHEME

1. Communication, consultation and complaint handling

The office of the Board shall be responsible for the communication in relation to the Restricted Share Incentive Scheme with relevant parties, as well as relevant consulting and answering, and the Enterprise Management Centre shall be responsible for coordinating the handling of legal disputes, etc.

2. Notices and records

The Human Resources Centre shall be responsible for assisting the office of the Board in handling the dispatch of notices such as granting and unlocking of Restricted Shares and the record of changes in the Restricted Shares of the Scheme Participants.

3. Accounting treatment

The Financial Management Centre shall be responsible for the accounting treatment of matters relating to the grant, unlocking, tax treatment and fund receipt and payment of the Restricted Shares.

4. Supervision, approval, information disclosure and filing

The Office of the Board shall be responsible for the supervision, approval and information disclosure of the Restricted Share Incentive Scheme.

ARTICLE 8 INTERNAL CONTROL PROCEDURES FOR THE RESTRICTED SHARE INCENTIVE SCHEME

1. Special agencies at all levels shall be set up according to their functions to take charge of special issues, while different departments shall be responsible for important matters such as assessment and qualification review, and each of such departments shall be mutually supervised by the other of such departments.

2. Reducing human error through independent information management.

3. Ensure the effectiveness and correctness of the Restricted Share Incentive Scheme through training, consultation and complaint mechanism.

ARTICLE 9 The Measures shall be interpreted by the Board.

POLY PROPERTY SERVICES CO., LTD. APPRAISAL MEASURES FOR IMPLEMENTATION OF FIRST PHASE OF THE RESTRICTED SHARE INCENTIVE SCHEME

(the "Measures")

CHAPTER I GENERAL PROVISIONS

ARTICLE 1 PURPOSE OF APPRAISAL

In order to ensure the smooth implementation of the Restricted Share Incentive Scheme (the "**Scheme**"), based on the completion of the performance appraisal targets of the Company and the performance appraisal results of the Scheme Participants, the eligibility of the Scheme Participants for the grant and unlocking of the Restricted Shares shall be determined, and different unlocking proportions of the Restricted Shares shall be determined in different levels, and the grant and unlocking of the Restricted Shares shall be effectively linked to the operating performance of the Company and the performance appraisal results of the Scheme Participants, so as to achieve the goal of maximising the interests of the Company and all Shareholders and improving the management efficiency by utilisation of the share incentive mechanism.

ARTICLE 2 PRINCIPLES OF APPRAISAL

The performance appraisal shall adhere to the principles of openness, fairness and impartiality, evaluation of the Company's performance appraisal targets and the work performance and comprehensive ability (working ability, work quality, work attitude, etc.) of the Scheme Participants shall be carried out in strict accordance with the Measures, so as to realise the close combination of equity incentives with the respective individual work and behavior performance.

ARTICLE 3 SCOPE OF APPRAISAL

The Measures are applicable to the annual performance appraisal of the Company and the performance appraisal of the Scheme Participants determined under the Restricted Share Incentive Scheme. The Scheme Participants include the Company's Directors (excluding independent non-executive Directors), senior management, cadre of management and technical personnel who have a direct impact on the Company's operating results and sustainable development.

ARTICLE 4 DEPARTMENT RESPONSIBLE FOR ORGANISATION AND IMPLEMENTATION OF THE APPRAISAL

1. The Board of the Company shall be responsible for formulating and amending the Measures, and the Board hereby authorises the Remuneration Committee to be fully responsible for the appraisal of the Restricted Share Incentive Scheme.

2. The Remuneration Committee shall be directly responsible for the performance appraisal of the Company and the annual performance appraisal of the Directors and senior management.

3. The Human Resources Center, as is designated by the Remuneration Committee, shall be responsible for the annual performance appraisal of the Scheme Participants other than the Directors and senior management. The Enterprise Management Centre, Financial Management Centre, office of the Board and other relevant departments are responsible for assisting the Human Resources Centre to complete the appraisal.

CHAPTER II PERFORMANCE APPRAISAL OF THE COMPANY

ARTICLE 5 BASIS FOR THE APPRAISAL

The basis for the appraisal shall be the performance conditions for the grant and unlocking of the Restricted Shares under the Restricted Share Incentive Scheme of the Company.

ARTICLE 6 APPRAISAL CONTENTS

The appraisal includes the grant and unlocking performance indicators as is agreed in each grant plan, including but not limited to compound growth rate of net profit, return on equity, turnover rate of accounts receivable, etc. The net profit used in calculating the above indicators shall be the net profit attributable to owners of the Company, and the equity is the equity of the Shareholders of the Company.

ARTICLE 7 MEANS FOR THE APPRAISAL

After the end of the relevant accounting year, the Remuneration Committee shall assess and determine the achievement of the Company's performance targets for the year based on the audited financial report of the Company, which will serve as the basis for the grant and unlocking of the Restricted Shares of the Scheme Participants.

ARTICLE 8 UTILISATION OF APPRAISAL RESULTS

The Company's performance appraisal results shall serve as the basis for the grant of Restricted Shares to the Scheme Participants and the unlocking of such Restricted Shares under the Restricted Share Incentive Scheme.

CHAPTER III PERFORMANCE APPRAISAL OF SCHEME PARTICIPANTS

ARTICLE 9 BASIS FOR THE APPRAISAL

The basis for the appraisal shall be the Company's annual business plan, individual annual performance targets and job responsibilities statement.

ARTICLE 10 APPRAISAL CONTENTS

The content of the appraisal shall include individual work performance and comprehensive ability (work ability, work quality, work attitude, etc.).

ARTICLE 11 MEANS FOR THE APPRAISAL

1. The Scheme Participants of the headquarters: the appraisal results shall be determined based on the annual performance plan promulgated by the headquarters for each year. The Scheme Participants of the platform companies: the appraisal results shall be determined based on the corresponding annual performance appraisal plan of the platform companies. The relevant appraisal results shall be reported by the appraisal main body to the Human Resources Centre of the headquarters for record.

2. The Human Resources Centre shall prepare a unified summary of the annual performance appraisal results of the Scheme Participants and report to the Remuneration Committee for review.

ARTICLE 12 APPRAISAL RATINGS

The annual performance appraisal of the Scheme Participants is rated as A+, A, B, C, D and E.

ARTICLE 13 APPLICATION OF APPRAISAL RESULTS

1. A Scheme Participant may participate in the grant if his or her performance appraisal result for the year immediately preceding the financial year of the Grant is D or above. For those who do not participate in the performance appraisal, satisfaction of this condition is not required;

2. If the performance appraisal result of the Scheme Participant for the year prior to the financial year of unlocking is D or above, unlocking can be carried out according to the following corresponding proportions:

Individual performance appraisal result of the Scheme Participant for the year prior to the financial year of unlocking	Corresponding individual appraisal results under the Scheme	Actual Unlocking proportion
A+, A and B	Excellent, Good	100%
C	Average	90%
D	Pass	60%
E	Fail	0

ARTICLE 14 MANAGEMENT OF APPRAISAL RESULTS

1. Amendment of appraisal results

If material force majeure factors or special reasons are found to affect the individual performance appraisal of the Scheme Participants during the appraisal period, the Remuneration Committee may amend the appraisal results with significant deviation.

2. Feedback on appraisal results

The Scheme Participants shall have the right to understand their appraisal results, and each appraisal entity shall notify the Scheme Participants of the appraisal results in accordance with the requirements of the implementation plan of performance appraisal.

3. Filing of Appraisal Results

After the appraisal, the appraisal results shall be filed as confidential information.

CHAPTER IV SUPPLEMENTARY PROVISIONS

ARTICLE 15 The Measures shall be interpreted by the Board.

Details of the proposed amendments to the Articles of Association are as follows (deleted texts are presented in strikethrough and additional texts are presented in underline):

Numbering	Original Articles	Amended Articles
1	–	**Article 1. The Articles of Association is enacted pursuant to the Company Law of the People's Republic of China (the "Company Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations") and other relevant requirements for the purpose of standardising the organisation and behavior of the Company, uphold and strengthen the overall leadership of the Party's guidance, refining the corporate governance structure, setting up a modern state-owned enterprise system with Chinese characteristics and protecting the legitimate rights and interests of the Shareholders, the Company and the creditors.**
2	**Article 1.** Poly Property Services Co. Ltd. (the "Company") is a joint stock company with limited liability established in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations"), and other applicable laws and administrative rules of the People's Republic of China (the "PRC"). The Company was incorporated upon registration with Guangzhou City Administration for Industry and Commerce on 26 June 1996, and was entirely converted into a joint stock company with limited liability by way of promotion on 21 October 2016, with its joint stock company business license obtained on 25 October 2016. The unified social credit code of the Company: 914401012312453719. The name of the promoter of the Company: Poly Developments and Holdings Group Co., Ltd., Xizang Yingyue Investment Management Co., Ltd.	~~Article 1.~~**Article 2.** Poly Property Services Co. Ltd. (the "Company") is a joint stock company with limited liability established in accordance with ~~the Company Law of the People's Republic of China (~~the ~~"~~Company Law~~")~~, ~~the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (~~the ~~"~~Special Regulations~~")~~, and other applicable laws and administrative rules of the People's Republic of China (the "PRC"). The Company was incorporated upon registration with Guangzhou City Administration for Industry and Commerce on 26 June 1996, and was entirely converted into a joint stock company with limited liability by way of promotion on 21 October 2016, with its joint stock company business license obtained on 25 October 2016. The unified social credit code of the Company: 914401012312453719. The name of the promoter of the Company: Poly Developments and Holdings Group Co., Ltd., Xizang Yingyue Investment Management Co., Ltd.

Numbering	Original Articles	Amended Articles
3	–	**Article 3. In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company shall establish an organisation of the Communist Party of China, carry out the activities of the Party, set up working organs for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient funds to operate the Party organisation.**
4	**Article 3.** The address of the Company: Room 201-208, 688 Yue Jiang Zhong Road, Hai Zhu District, Guangzhou. Postal code: 510308 Telephone: 020-8989 9986 Fax: 020-8989 9987	~~**Article 3.**~~**Article 5.** The address of the Company: ~~Room 201-208, 688 Yue Jiang Zhong Road, Hai Zhu District, Guangzhou.~~**48-49th Floor, Poly Plaza, 832 Yue Jiang Zhong Road, Hai Zhu District, Guangzhou.** Postal code: 510308 Telephone: 020-8989 9986 Fax: 020-8989 9987
5	**Article 7.** The Articles of Association are binding on the Company and its Shareholders, Directors, Supervisors and senior management, all of whom have the rights to make claims on any matters of the Company pursuant to these Articles of Association. A Shareholder may take legal action against the Company pursuant to these Articles of Association; the Company may take legal action against any Shareholder pursuant to these Articles of Association; a Shareholder may take legal action against another Shareholders pursuant to these Articles of Association; a Shareholder may take legal action against the Directors, Supervisors and senior management of the Company pursuant to these Articles of Association. The legal action as referred to in the preceding paragraph includes applications to competent courts or arbitration tribunals.	~~**Article 7.**~~**Article 9.** The Articles of Association are **legally** binding on the Company, ~~and~~ its Shareholders, **Party organisation committee members,** Directors, Supervisors and senior management, all of whom have the rights to make claims on any matters of the Company pursuant to these Articles of Association. A Shareholder may take legal action against the Company pursuant to these Articles of Association; the Company may take legal action against any Shareholder pursuant to these Articles of Association; a Shareholder may take legal action against another Shareholders pursuant to these Articles of Association; a Shareholder may take legal action against the Directors, Supervisors and senior management of the Company pursuant to these Articles of Association. The legal action as referred to in the preceding paragraph includes applications to competent courts or arbitration tribunals.

Numbering	Original Articles	Amended Articles
6	–	**Article 12. Where the provisions of the Articles of Association are inconsistent with laws, regulations and rules, the provisions of the laws, regulations and rules shall prevail. The matters not specified in the Articles of Association shall be implemented in accordance with the provisions of the Company Law.**
7	**Article 141.** The Company shall establish a party committee consisting of a secretary and several other committee members. In principle, the Chairman of the Board of Directors and the party committee secretary shall be the same person. A deputy secretary shall be appointed to be in charge of the party development works in the Company. Eligible party committee members may be appointed as members of the Board of Directors, the Supervisory Committee and the management team through legal procedures, and eligible party members from the Board of Directors, the Supervisory Committee and the management team of the Company may be appointed as members of the party committee pursuant to relevant requirements and procedures. A Discipline Inspection Commission shall also be established in accordance with relevant regulations. (1) The party committee of the Company shall perform its duties in accordance with the Constitution of the Communist Party of China and other party regulations. It shall ensure and supervise comprehensive implementation of the party and national guidelines and policies in the Company, enforce the strategic decisions of the Central Party Committee and the State Council as well as important tasks of the party committee of the State-owned Assets Supervision and Administration Commission of the State Council and the superior party organizations;	~~**Article 141.** The Company shall establish a party committee consisting of a secretary and several other committee members. In principle, the Chairman of the Board of Directors and the party committee secretary shall be the same person. A deputy secretary shall be appointed to be in charge of the party development works in the Company. Eligible party committee members may be appointed as members of the Board of Directors, the Supervisory Committee and the management team through legal procedures, and eligible party members from the Board of Directors, the Supervisory Committee and the management team of the Company may be appointed as members of the party committee pursuant to relevant requirements and procedures. A Discipline Inspection Commission shall also be established in accordance with relevant regulations.~~ ~~(1) The party committee of the Company shall perform its duties in accordance with the Constitution of the Communist Party of China and other party regulations. It shall ensure and supervise comprehensive implementation of the party and national guidelines and policies in the Company, enforce the strategic decisions of the Central Party Committee and the State Council as well as important tasks of the party committee of the State-owned Assets Supervision and Administration Commission of the State Council and the superior party organizations;~~

Numbering	Original Articles	Amended Articles
	(2) The combination of party supervising cadres principle as well as appointment of senior management by the Board of Directors and exercise of human resources deployment right by senior management is strictly followed. The party committee shall contemplate and advise on the candidates nominated by the Board of Directors and General Managers, or shall nominate candidates to the Board of Directors and General Manager. The party committee shall review the proposed candidates together with the Board of Directors and collectively provide opinions and suggestions; (3) The party committee shall study and discuss matters related to the reform, stable development, and significant operation and management of the Company as well as major issues concerning employees' interests, and shall provide opinions and suggestions thereon; (4) The party committee shall undertake the main responsibilities of comprehensive and strict party management. It shall guide the Company's ideological and political works, the united front works, construction of spiritual civilization, construction of corporate culture, and affairs of the trade union, the Communist Youth League and other mass organizations. It shall also take leadership in the cultivation of the party's working style and a clean and honest administration, and support the Discipline Inspection Commission to effectively discharge its oversight responsibilities.	~~(2) The combination of party supervising cadres principle as well as appointment of senior management by the Board of Directors and exercise of human resources deployment right by senior management is strictly followed. The party committee shall contemplate and advise on the candidates nominated by the Board of Directors and General Managers, or shall nominate candidates to the Board of Directors and General Manager. The party committee shall review the proposed candidates together with the Board of Directors and collectively provide opinions and suggestions;~~ ~~(3) The party committee shall study and discuss matters related to the reform, stable development, and significant operation and management of the Company as well as major issues concerning employees' interests, and shall provide opinions and suggestions thereon;~~ ~~(4) The party committee shall undertake the main responsibilities of comprehensive and strict party management. It shall guide the Company's ideological and political works, the united front works, construction of spiritual civilization, construction of corporate culture, and affairs of the trade union, the Communist Youth League and other mass organizations. It shall also take leadership in the cultivation of the party's working style and a clean and honest administration, and support the Discipline Inspection Commission to effectively discharge its oversight responsibilities.~~ **Article 144. In accordance with the Constitution of the Communist Party of China and with the approval of superior Party organisations, the Company has established the Committee of Poly Property Services Co., Ltd. of the Communist Party of China. Meanwhile, the Company has also established the Discipline Inspection Commission of the Communist Party according to the relevant requirements.**

Numbering	Original Articles	Amended Articles
8	–	Article 145. The Party Committee of the Company shall be elected by the Party member congress, generally with each term of office of 5 years. Regular re-election shall be conducted upon the expiration of the term of office. Each term of office of the Discipline Inspection Commission of the Communist Party shall be the same as the Party Committee of the Company.
9	–	Article 146. The leadership team of the Party Committee of the Company generally consists of 5 to 9 members and up to a maximum of 11 members, with 1 secretary and 1 to 2 deputy secretaries.
10	–	Article 147. The Party Committee of the Company shall play the leading role, provide the directions, manage the overall situation, promote implementation and discuss and make decisions on major issues of the Company in accordance with the regulations. Major operational and management issues shall be preliminarily studied and discussed by the Party Committee of the Company, and then be passed to the Board or the management for decisions. The principal duties are: (1) to strengthen the Party's political construction, improve the political awareness, enhance political leading role, improve political competence and guard against political risk of the Company, as well as educate and guide all Party members to resolutely safeguard the position of the Party Central Committee and the whole Party with General Secretary Xi Jinping as the core, resolutely upheld the authority and unified leadership of the Party Central Committee;

Numbering	Original Articles	Amended Articles
		(2) to study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, carry out the principles and policies of the Party and ensure that the major decisions and deployment of the Party Central Committee and the resolutions of superior Party organisations are implemented in the Company, as well as promote the Company to undertake its responsibility and mission, focus on the main responsibilities and principal businesses and serve the major strategies of the country to fully fulfill economic, political and social responsibilities; (3) to study and discuss the major operational and management issues of the Company, and support the general meeting, the Board, the Supervisory Committee and the management team in performing their duties in accordance with laws; (4) to strengthen the leadership and gate keeping role in the process of selection and appointment of personnel of the Company and enhance the development of the management and talents; (5) to undertake the main responsibility of the Company to govern the Party comprehensively with strict discipline, support the discipline inspection institution to fulfill its supervisory responsibility and promote Party self-governance exercised strictly and fully and with rigor into the grassroots level; (6) to strengthen the building of working style of the Party in the Company, strictly implement the spirit of the eight-point code of conduct issued by the Party Central Committee and take a firm stand against undesirable work styles, such as formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy;

Numbering	Original Articles	Amended Articles
		(7) to strengthen the building of grassroots Party organisations and the Party member team, and unite and lead employees to devote themselves into the reform and development of the Company; (8) to lead the ideological and political work, the spirit and civilisation construction and the united front work of the Company, as well as lead mass organisations such as the Labor Union and Communist Youth League of the Company.
11	–	Article 148. The Company adheres and improved the leadership mechanism of "Dual Entry and Cross Appointment". Eligible members of the Party Committee may be appointed to join the Board of Directors, the Supervisory Committee and the management team through statutory procedures, and eligible Party members in the Board of Directors, the Supervisory Committee and the management may be appointed to join the Party Committee in accordance with the relevant regulations and procedures. The positions of secretary of the Party Committee and the chairman of the Party members shall be generally held by the same person. The general manager of the Party members shall serve as the deputy secretary. According to work requirements, the general manager of the Party members may also serve as the secretary. The Party committee may appoint a designated deputy secretary in charge of building of the Party.

Note: Due to the addition or deletion of the chapters or provisions, the numbering related to the chapters, provisions and cross-references of the Articles of Association shall be adjusted accordingly and are not to be stated separately.

POLY PROPERTY SERVICES CO., LTD.
保利物業服務股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 06049)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "**EGM**") of Poly Property Services Co., Ltd. (the "**Company**") will be held at the Conference Room, 2nd Floor, East Tower, Poly Plaza, No. 832 Yue Jiang Zhong Road, Hai Zhu District, Guangzhou, Guangdong Province, the PRC on Friday, 18 February 2022 at 9:30 a.m. for the purposes of considering and, if thought fit, approving the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company's circular dated 31 January 2022 (the "**Circular**").

ORDINARY RESOLUTION

1. To consider and approve the First Phase Restricted Share Incentive Scheme, the Initial Grant Proposal, the authorisation to the Board to implement relevant matters of the First Phase Restricted Share Incentive Scheme, the Administrative Measures for the First Phase Restricted Share Incentive Scheme, and the Appraisal Measures for Implementation of the First Phase Restricted Share Incentive Scheme.

SPECIAL RESOLUTIONS

2. To consider and approve the change of Company's Domicile and amendments to the Articles of Association.

   2.1 To consider and approve the change of Company's Domicile and the relevant amendments to the Articles of Association; and

   2.2 To consider and approve other amendments to the Articles of Association.

By Order of the Board
POLY PROPERTY SERVICES CO., LTD.
Huang Hai
Chairman of the Board and Non-executive Director

Guangzhou, the PRC, 31 January 2022

As at the date of this notice, the non-executive Directors of the Company are Mr. Huang Hai, Mr. Liu Ping and Mr. Hu Zaixin; the executive Director of the Company is Ms. Wu Lanyu; and the independent non-executive Directors of the Company are Mr. Wang Xiaojun, Ms. Tan Yan and Mr. Wang Peng.

Notes:

1. The resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the designated website of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (www.hkexnews.hk) and the website of the Company (www.polywuye.com) in accordance with the Listing Rules.

2. All shareholders of the Company are eligible for attending the EGM. Any shareholder of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the EGM and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her.

3. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned to (i) the Company's principal place of business in the People's Republic of China (the "**PRC**") at Rooms 201-208, No. 688 Yue Jiang Zhong Road, Hai Zhu District, Guangzhou, Guangdong Province, the PRC (for domestic shareholders) or (ii) the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for H shareholders) not less than 24 hours before the time appointed for the EGM. Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.

4. The register of members of the Company will be closed from Tuesday, 15 February 2022 to Friday, 18 February 2022, both days inclusive, during which period no transfer of the shares will be registered. In order for the H shareholders to qualify for attending and voting at the EGM, all properly completed share transfer forms together with the relevant H share certificates shall be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 14 February 2022. Shareholders whose names appear on the register of members of the Company on Friday, 18 February 2022 are entitled to attend and vote at the EGM.

5. The EGM is expected to take no more than half a day. Shareholders of the Company who attend the EGM (in person or by proxy) shall bear their own travelling and accommodation expenses. Shareholders of the Company may contact the Company via telephone at +86 20 8989 9959 and email at stock@polywuye.com for any enquires in respect of the EGM.