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JUSTBON
蓝光嘉宝服务

SICHUAN LANGUANG JUSTBON SERVICES GROUP CO., LTD.

四川藍光嘉寶服務集團股份有限公司

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

(Stock Code: 2606)

**INSIDE INFORMATION;
ANNOUNCEMENT PURSUANT TO
RULE 3.7 OF THE TAKEOVERS CODE
AND
RESUMPTION OF TRADING**

This announcement is made by Sichuan Languang Justbon Services Group Co., Ltd. (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

MOU

The board of directors (“**Board**”) of the Company has been informed by Sichuan Languang Hejun Industries Co., Ltd. (“**Languang Hejun**”), a controlling shareholder of the Company, that Languang Hejun entered into a memorandum of understanding (the “**MOU**”) on 23 February 2021 with Country Garden Property Services HK Holdings Company Limited (碧桂園物業香港控股有限公司) as potential purchaser (the “**Potential Purchaser**”) regarding a possible transaction as set out below (the “**Possible Transaction**”). To the knowledge and belief of the Company, the Potential Purchaser is a wholly owned subsidiary of Country Garden Services Holdings Company Limited, the shares of which are listed on the Stock Exchange (stock code: 6098), and the Potential Purchaser and its beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined under the Listing Rules). To the knowledge and belief of the Company, the Potential Purchaser and parties acting in concert with it are not currently interested in any securities of the Company (including H shares and domestic shares).

As at the date of this announcement, the discussion is still ongoing and Languang Hejun has not entered into any definitive agreement with the Potential Purchaser in relation to the Possible Transaction. Detailed terms of the Possible Transaction are still subject to negotiation and finalization and as at the date of this announcement, no binding agreements in relation to the Possible Transaction have been entered into.

PRINCIPAL TERMS OF MOU

Subject matter of MOU

The Potential Purchaser intends to acquire 115,090,200 H shares (representing approximately 64.62% equity interest in the Company) from Languang Hejun at a price of RMB42.1105 per H share. In connection with the Possible Transaction, the general offer obligation under the Takeovers Code may be triggered on the part of the Potential Purchaser under the Takeovers Code and the offer price per share will be no less than the higher of (i) the price paid by the Potential Purchaser to Languang Hejun, and (ii) the Hong Kong dollar equivalent of RMB42.1105.

Sichuan Languang Development Co., Ltd. (“**Languang Development**”) is a joint stock company with limited liability established in the PRC and listed on the Shanghai Stock Exchange (stock code: 600466). As Languang Development owns 100% shareholding interest in Languang Hejun, it is required to issue an announcement on the MOU disclosing the above consideration amount pursuant to regulatory guidance of the Shanghai Stock Exchange.

Exclusivity

From the date of the MOU to 31 March 2021, the Potential Purchaser shall have the right to exclusivity regarding the Possible Transaction. During the exclusivity period, Languang Hejun is required to seek the Potential Purchaser’s consent before providing information or making an offer or invitation to or conducting any discussion with any third party, regarding the transfer of securities by or security transactions of the H shares or domestic shares held by Languang Hejun.

Binding effect of MOU

The MOU is not legally binding, save for certain provisions regarding confidentiality and exclusivity.

The Possible Transaction (if materialises) may lead to a general offer for all the issued H shares and domestic shares of the Company. As at the date of this announcement, no formal agreement has been entered into in respect of the Possible Transaction, and the discussion is still in progress and the Possible Transaction may or may not proceed.

SHARES IN ISSUE

As at the date of this announcement, the total number of issued shares of the Company is 178,102,160 shares, comprising 176,982,560 H shares and 1,119,600 domestic shares. The Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

Languang Hejun holds 115,840,200 shares of the Company, comprising 115,090,200 H shares and 750,000 domestic shares, representing in aggregate approximately 65.04% equity interests in the Company. In the event that completion of the Possible Transaction occurs, Languang Hejun will no longer be interested in any H shares of the Company but it will continue to be interested in 750,000 domestic shares (representing approximately 0.42% equity interest in the Company).

DISCLOSURE OF DEALINGS IN SHARES

An offer period (as defined in the Takeovers Code) has commenced as at the date of this announcement. Associates (including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Potential Purchaser and the Company are reminded to disclose their dealings in the relevant securities of the Company pursuant to the requirements under Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

MONTHLY UPDATES

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer.

Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

WARNING: There is no assurance that the Possible Transaction will materialise or eventually be consummated. Shareholders of the Company and potential investors are reminded to exercise caution when dealing in the shares of the Company. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisors.

RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was halted with effect from 9: 00 a.m. on 23 February 2021 pending the release of this announcement.

Application has been made to the Stock Exchange for the resumption of trading of the shares of the Company on the Stock Exchange with effect from 9: 00 a.m. on 26 February 2021.

By order of the Board
Sichuan Languang Justbon Services Group Co., Ltd.
Yao Min
Chairman and Executive Director

Hong Kong, 25 February 2021

As at the date of this announcement, the Board comprises Mr. Yao Min, Mr. Sun Zhefeng and Mr. Liu Xia as executive directors, Mr. Chi Feng, Mr. Yang Wuzheng and Ms. Chang Heng as non-executive directors, and Mr. Li Shujian, Mr. Chan Shing Yee, Joseph and Mr. Zhang Shouwen as independent non-executive directors.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.