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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**

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).

Reference is made to the announcement of the Company dated 25 February 2021 (the “**Announcement**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The Board wishes to further inform the shareholders and potential investors of the Company that, on 11 March 2021, Languang Hejun and the Potential Purchaser entered into a supplemental memorandum of understanding (the “**Supplemental MOU**”) to amend the MOU, to the effect that (a) the Potential Purchaser intends to acquire 115,090,200 H shares and 750,000 domestic shares in the Company (representing approximately 65.04% equity interests in the Company) from Languang Hejun at a price of RMB42.8546 per H share or per domestic share; and (b) the Potential Purchaser shall pay a deposit (without interests) equivalent to the amount of RMB1,985.67 million (the “**Deposit**”) (comprising RMB500 million and HK\$1,774.63 million) to Languang Hejun and Languang Hejun shall execute a share charge over 106,861,296 H shares of the Company (representing approximately 60% of the entire equity interests in the Company) (the “**Share Charge**”) in favor of the Potential Purchaser.

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 RMB42.8546. 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 Supplemental MOU disclosing the above consideration amount pursuant to regulatory guidance of the Shanghai Stock Exchange.

Before the Share Charge becomes enforceable, Languang Hejun shall be entitled to retain all dividends and distributions (if any); and Languang Hejun shall be entitled to exercise or direct the exercise of the voting rights attached to the charged shares. The Potential Purchaser as chargee will only have security interest over the charged shares under the Share Charge without getting any voting rights attached thereto. The Supplemental MOU and the Share Charge are legally binding on the parties thereto.

If completion of the Possible Transaction occurs, the Deposit will (subject to customary procedures for on-market block trade sales) be used to satisfy part of the consideration to be paid by the Potential Purchaser under the Possible Transaction and whereupon the Share Charge shall be released and discharged. If there is no signing of any binding agreement, completion of the Possible Transaction does not occur or the binding agreement is terminated because of any reason not attributable to the default of the Potential Purchaser, the Deposit will be returned in full to the Potential Purchaser. If Languang Hejun breaches the exclusivity provision under the MOU, it shall pay to the Potential Purchaser an additional indemnity amount approximate to the Deposit and the Share Charge shall be released and discharged. If there is no signing of any binding agreement, completion of the Possible Transaction does not occur or the binding agreement is terminated because of the default of the Potential Purchaser, Languang Hejun shall forfeit the Deposit and the Share Charge shall be released and discharged.

Save as disclosed above and certain provisions regarding confidentiality and exclusivity in the MOU, other provisions of the MOU (as amended by the Supplemental MOU) does not have any legally binding effect. Having made all reasonable enquiries with respect to the Company, as at the date of this announcement, the Possible Transaction is still under negotiation by the parties, and no definitive and/or legally binding agreement has been entered into with respect to the Possible Transaction.

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.

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

Hong Kong, 11 March 2021

**Note:* The exchange rate of HK\$1:RMB0.83717 used in this announcement is based on the middle exchange rate as quoted by the People's Bank of China on the date of this announcement.

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.