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**碧桂园服务**  
COUNTRY GARDEN SERVICES



**JUSTBON**  
蓝光嘉宝服务

COUNTRY GARDEN SERVICES HOLDINGS COMPANY LIMITED

碧桂园服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6098)

SICHUAN LANGUANG JUSTBON SERVICES GROUP CO., LTD.

四川蓝光嘉宝服务集团股份有限公司

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

(Stock Code: 2606)

### Joint announcement

**(1) Supplemental agreement and  
completion of acquisition of approximately 52.83% equity interest in  
Sichuan Languang Justbon Services Group Co., Ltd.;**

**(2) Unconditional mandatory cash offer by  
J.P. Morgan Securities (Asia Pacific) Limited  
for and on behalf of Country Garden Property Services HK Holdings Company Limited  
for all the issued H Shares in Sichuan Languang Justbon Services Group Co., Ltd.  
(other than those already owned by or agreed to be acquired by  
Country Garden Property Services HK Holdings Company Limited and parties acting in  
concert with it at the time when the H Share Offer is made);**

**(3) Unconditional mandatory cash offer by  
Country Garden Property Services HK Holdings Company Limited  
for all the issued Domestic Shares in Sichuan Languang Justbon Services Group Co., Ltd.  
(other than those already owned by or agreed to be acquired by  
Country Garden Property Services HK Holdings Company Limited and  
parties acting in concert with it at the time when the Domestic Share Offer is made); and**

**(4) Proposed voluntary withdrawal of listing of the H Shares of  
Sichuan Languang Justbon Services Group Co., Ltd.**

Financial adviser to  
Country Garden Property Services HK  
Holdings Company Limited

**J.P.Morgan**

Financial adviser to  
Sichuan Languang Development Co., Ltd.

 **华泰国际**  
HUATAI INTERNATIONAL

Independent financial adviser to the independent board committee

 Gram Capital Limited  
嘉林资本有限公司

References are made to the Rule 3.5 Announcement and the Delay in Despatch Announcement. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Rule 3.5 Announcement.

## **SUPPLEMENTAL AGREEMENT**

On 9 April 2021, Vendor 1, Languang Development, Languang Justbon and the Offeror entered into the Supplemental Agreement to amend certain terms in relation to Completion of the Sale Shares 1. Pursuant to the Supplemental Agreement, (i) on the date of the return of the Deposit from Vendor 1 to the Offeror, the Offeror agreed to procure partial release and discharge of 85,861,296 H Shares under the Share Charge and the First Tranche Shares shall be transferred by Vendor 1 to the Offeror at a consideration of RMB4,032,193,470.46 (equivalent to HKD4,803,947,662.43) which shall be payable by the Offeror in cash in HKD (the “**First Tranche Completion**”); (ii) within 5 business days of the First Tranche Completion, the Offeror agreed to procure release of the Second Tranche Shares which is 21,000,000 H Shares under the Share Charge and the Second Tranche Shares shall be transferred by Vendor 1 to the Offeror at a consideration of RMB899,945,614.73 (equivalent to HKD1,072,193,500.61) which shall be payable by the Offeror in cash in HKD (the “**Second Tranche Completion**”); and (iii) the Offeror and Vendor 1 shall commence transfer procedures of 750,000 Domestic Shares on the same day as Second Tranche Completion, and the Offeror shall pay relevant consideration for such Domestic Shares within 3 business days of receiving payment notice from Vendor 1 once Vendor 1 has set up the dedicated share transfer account in accordance with the relevant PRC regulatory requirements.

## **COMPLETION OF THE AGREEMENTS**

Given all the conditions precedent as set out in the Agreement 1 are fulfilled, the First Tranche Completion took place on 13 April 2021 and the Offeror became interested in approximately 52.83% of the entire equity interest in Languang Justbon after the First Tranche Completion.

Further announcements will be made when the Second Tranche Completion, Completion of transfer of the 750,000 Domestic Shares, Completion of the Agreement 2 and the Agreement 3 occur.

## **UNCONDITIONAL MANDATORY CASH OFFERS**

Prior to the First Tranche Completion, the Offeror and parties acting in concert with it did not hold any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Languang Justbon. Upon the First Tranche Completion, the Offeror has owned 94,090,200 H Shares, representing approximately 52.83% of the entire equity interest in Languang Justbon.

Under Rule 26.1 of the Takeovers Code, upon the First Tranche Completion, the Offeror is required to make unconditional mandatory cash offers for all the issued Shares, other than those Shares already owned by or agreed to be acquired by the Offeror and parties acting in concert with it at the time. The Offers are unconditional in all respects.

## **PROPOSED CHANGE OF THE LANGUANG BOARD**

The Languang Board is currently made up of nine Languang Directors, comprising three executive Languang Directors, being Mr. Yao Min, Mr. Sun Zhefeng, and Mr. Liu Xia, three non-executive Languang Directors, being Mr. Chi Feng, Mr. Yang Wuzheng and Ms. Chang Heng, and three independent non-executive Languang Directors, being Mr. Li Shujian, Mr. Chan Shing Yee, Joseph and Mr. Zhang Shouwen.

The Offeror intends to nominate six new directors to the Languang Board and such appointments will not take effect until (i) the earliest date as permitted under the Takeovers Code, or (ii) such date that six current Languang Directors have resigned to ensure that the appointment of new Languang Directors is in compliance with the articles of Languang Justbon, or (iii) such other date as agreed upon by the Offeror and Languang Hejun, whichever is later. It is also intended that six current Languang Directors will resign from the Languang Board, with effect from the earliest date as permitted under the Takeovers Code or such other date as agreed upon by the Offeror and Languang Hejun.

Such new appointment to the Languang Board will be subject to the approval of the annual general meeting of Languang Justbon, and will be made in compliance with the Takeovers Code, the Listing Rules and other applicable laws, and will be announced accordingly.

Save as disclosed above, the Offeror does not intend to implement any material changes to the Languang Board following the close of the Offers.

## **DELISTING RESOLUTION**

The Offeror proposes to delist Languang Justbon from the Stock Exchange and accordingly Languang Justbon has agreed to convene the Languang Shareholders Meeting for the Independent Languang Shareholders to consider and vote on the Delisting Resolution (among other business). If the Delisting Resolution is approved, it will not become effective until the end of the offer period in respect of the Offers.

## **DESPATCH OF COMPOSITE DOCUMENT AND CIRCULAR**

As disclosed in the Delay in Despatch Announcement, a circular containing notices for the Languang General Meeting and the Languang H Share Class Meeting (which will be combined with the composite document) will be sent to Languang Shareholders on or before 3 May 2021.

**WARNING: Languang Shareholders are strongly advised to read the composite document carefully before deciding whether or not to accept the relevant Offer. CGS Shareholders, Languang Shareholders and potential investors of CGS and Languang Justbon are advised to exercise caution when dealing in the securities of CGS and Languang Justbon.**

## **BACKGROUND**

References are made to the Rule 3.5 Announcement and the Delay in Despatch Announcement. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Rule 3.5 Announcement.

## **SUPPLEMENTAL AGREEMENT**

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## **COMPLETION OF THE AGREEMENTS**

Given all the conditions precedent as set out in the Agreement 1 are fulfilled, the First Tranche Completion took place on 13 April 2021 and the Offeror became interested in approximately 52.83% of the entire equity interest in Languang Justbon after the First Tranche Completion.

Further announcements will be made when the Second Tranche Completion, Completion of transfer of the 750,000 Domestic Shares, Completion of the Agreement 2 and the Agreement 3 occur.

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Under Rule 26.1 of the Takeovers Code, upon the First Tranche Completion, the Offeror is required to make unconditional mandatory cash offers for all the issued Shares, other than those Shares already owned by or agreed to be acquired by the Offeror and parties acting in concert with it at the time. The Offers are unconditional in all respects.

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Such new appointment to the Languang Board will be subject to the approval of the annual general meeting of Languang Justbon, and will be made in compliance with the Takeovers Code, the Listing Rules and other applicable laws, and will be announced accordingly.

Save as disclosed above, the Offeror does not intend to implement any material changes to the Languang Board following the close of the Offers.

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**WARNING: Languang Shareholders are strongly advised to read the composite document carefully before deciding whether or not to accept the relevant Offer. CGS Shareholders, Languang Shareholders and potential investors of CGS and Languang Justbon are advised to exercise caution when dealing in the securities of CGS and Languang Justbon.**

### DEFINITIONS

“Delay in Despatch Announcement”	the announcement dated 12 April 2021 jointly published by CGS and Languang Justbon pursuant to Rule 8.2 of the Takeovers Code
“First Tranche Shares”	94,090,200 H Shares (representing approximately 52.83% of the entire equity interest in Languang Justbon as at the date of this announcement), comprising 85,861,296 H Shares released and discharged under the Share Charge and 8,228,904 H Shares not under the Share Charge
“Rule 3.5 Announcement”	the announcement dated 22 March 2021 jointly published by CGS and Languang Justbon pursuant to Rule 3.5 of the Takeovers Code
“Second Tranche Shares”	21,000,000 H Shares (representing approximately 11.79% of the entire equity interest in Languang Justbon as at the date of this announcement)
“Supplemental Agreement”	the supplemental agreement dated 9 April 2021 entered into by and among Vendor 1, Languang Development, Languang Justbon and the Offeror to supplement the Agreement 1

By order of the board  
**Country Garden Services  
Holdings Company Limited**  
**LI Changjiang**  
*Executive Director*

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

Hong Kong, 13 April 2021

*As at the date of this announcement, the executive directors of CGS are Mr. LI Changjiang, Mr. XIAO Hua and Mr. GUO Zhanjun. The non-executive directors of CGS are Ms. YANG Huiyan (Chairman), Mr. YANG Zhicheng and Ms. WU Bijun. The independent non-executive directors of CGS are Mr. MEI Wenjue, Mr. RUI Meng and Mr. CHEN Weiru.*

*As at the date of this announcement, the Offeror Directors are Ms. YANG Huiyan, Mr. LI Changjiang and Mr. YANG Zhicheng.*

*As at the date of this announcement, the Languang 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 CGS Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to Languang Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, the opinions expressed in this announcement (other than those expressed by Languang Directors) 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 statements in this announcement misleading.*

*The Offeror Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to Languang Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, the opinions expressed in this announcement (other than those expressed by Languang Directors) 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 statements in this announcement misleading.*

*The Languang Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement in relation to the Languang Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, the opinions expressed by them 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 statements in this announcement misleading.*