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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

碧桂园服務控股有限公司

(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)

Joint announcement

Results of valid acceptances received for the Offers as at the Record Date

(1) 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);

(2) 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

(3) 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

Independent financial adviser to the independent board committee



Gram Capital Limited
嘉林資本有限公司

References are made to (i) the announcements dated 22 March 2021, 12 April 2021, 13 April 2021, 15 April 2021, 16 April 2021, 19 April 2021, 30 April 2021 and 3 May 2021 (collectively, the “**Announcements**”); and (ii) the composite document dated 3 May 2021 (the “**Composite Document**”) jointly issued by Country Garden Services Holdings Company Limited and Sichuan Languang Justbon Services Group Co., Ltd. in relation to the acquisition of a total of approximately 71.17% of the entire equity interest in Languang Justbon, the Offers and the Delisting Resolution. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document.

RESULTS OF VALID ACCEPTANCES FOR THE OFFERS

As at the Record Date, being 17 May 2021, valid acceptances of the H Share Offer had been received in respect of 278,900 H Shares, which represent approximately 0.55%, 0.16% and 0.16% of the H Shares held by the Independent Languang H Shareholders, the issued H Shares and the issued Shares, respectively, as at the date of this announcement.

As at the Record Date, being 17 May 2021, no valid acceptances of the Domestic Share Offer had been received.

Before the commencement of the Offer Period, neither the Offeror nor parties acting in concert with it (except those which are exempt principal traders or exempt fund managers recognised by the Executive as such for the purpose of the Takeovers Code) owned or had control or direction over any interests in the Shares, options, derivatives, warrants, other securities convertible into Shares, or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Languang Justbon.

As at the date of this announcement:

- save for the total of 126,761,860 Shares (representing approximately 71.17% of the issued Shares) acquired by the Offeror pursuant to the Agreements and the Shares acquired or to be acquired under the Offers, none of the Offeror and parties acting in concert with it (except those which are exempt principal traders or exempt fund managers recognised by the Executive as such for the purpose of the Takeovers Code) has acquired or agreed to acquire any Shares or the rights over Shares during the Offer Period; and
- neither the Offeror nor any parties acting in concert with it (except those which are exempt principal traders or exempt fund managers recognised by the Executive as such for the purpose of the Takeovers Code) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22) in Languang Justbon.

Given the valid acceptances as at the Record Date, a total of 50,691,800 H Shares held by the Independent Languang H Shareholders (representing approximately 28.64% and 28.46% of the issued H Shares and issued Shares) remain entitled to attend and vote at the Languang Shareholders Meetings.

OFFERS TO REMAIN OPEN FOR ACCEPTANCES

The Offers will initially be open for acceptances for 45 days from the date of the Composite Document. The First Closing Date is Thursday, 17 June 2021 (or such later date to which the Executive may consent). The Offeror may revise or extend the Offers in accordance with the Takeovers Code and the Listing Rules. The Offeror and Languang Justbon will jointly issue an announcement through the websites of the Stock Exchange and their own company on Thursday, 17 June 2021 stating whether the Offers have been revised or extended.

Assuming that the Delisting Resolution is approved and the Delisting Acceptance Condition is satisfied on the First Closing Date, the Offers will be extended to Thursday, 15 July 2021 as each of the H Share Offer and the Domestic Share Offer shall remain open for acceptance for at least 28 days after the First Closing Date.

Assuming that the Delisting Resolution is not approved at any of the Languang Shareholders Meetings on the First Closing Date, each of the H Share Offer and the Domestic Share Offer will be extended to Friday, 2 July 2021.

Assuming that the Delisting Resolution is approved but the Delisting Acceptance Condition is not satisfied on the First Closing Date, the Offeror has the right to extend the Offers to Friday, 3 September 2021, being the latest time for the Delisting Acceptance Condition being satisfied.

Independent Languang Shareholders are advised to refer to the Composite Document and the Form of Acceptance for details of acceptance procedures if they wish to accept the Offers.

SETTLEMENT OF THE OFFERS

Prior to the Delisting Resolution being approved and the Delisting Acceptance Condition being satisfied, the Base Share Offer Price (after deducting stamp duty) payable for the Offer H Shares tendered under the H Share Offer will be posted by cheque within 7 Hong Kong business days (as defined in the Takeovers Code) of the date of receipt of the duly completed Form(s) of Acceptance and all relevant documents by the Languang Share Registrar from the Independent Languang H Shareholders accepting the H Share Offer, and the Base Share Offer Price payable for the Offer Domestic Shares tendered under the Domestic Share Offer will be paid by wire transfer as soon as practicable after the date of receipt of the duly completed Form(s) of Acceptance and all relevant documents by Languang Justbon from the Independent Languang Domestic Shareholders accepting the Domestic Share Offer.

In the event of the Delisting Resolution being approved and the Delisting Acceptance Condition being satisfied, (i) for the Independent Languang Shareholders whose tendered Shares have been accepted by the Offeror and the Base Share Offer Price has been paid, the Enhanced Consideration shall be posted by cheque (after deducting stamp duty for the Offer H Shares) and by wire transfer (for the Offer Domestic Shares) as soon as practicable, but in any event within 7 Hong Kong business days (as defined in the Takeovers Code) of the date on which the Delisting Resolution is approved and the Delisting Acceptance Condition is satisfied; and (ii) for such Independent Languang Shareholders who have not tendered their Shares for acceptance before the date on which the Delisting Resolution is approved and the Delisting Acceptance Condition is satisfied, the Enhanced Share Offer Price (after deducting stamp duty) payable for the Offer H Shares tendered under the H Share Offer will be posted by cheque within 7 Hong Kong business days (as defined in the Takeovers Code) of the date of receipt of the duly completed Form(s) of Acceptance and all relevant documents by the Languang Share Registrar from the Independent Languang H Shareholders accepting the H Share Offer, and the Enhanced Share Offer Price payable for the Offer Domestic Shares tendered under the Domestic Share Offer will be paid by wire transfer as soon as practicable after the date of receipt of the duly completed Form(s) of Acceptance and all relevant documents by Languang Justbon from the Independent Languang Domestic Shareholders accepting the Domestic Share Offer.

As settlement of consideration under the Domestic Share Offer is subject to certain transfer and registration formalities and procedures imposed by CSDCC and the SAFE in the PRC which are not within the control of the Offeror, settlement of the consideration in respect of acceptances received under the Domestic Share Offer will be made via wire transfer by the Offeror as soon as reasonably practicable following completion of such transfer and registration formalities. Pursuant to the Irrevocable Undertaking (Domestic Shareholder), Yuekai Securities has agreed that the settlement of consideration under the Domestic Share Offer will be made within 15 business days after the date on which Yuekai Securities notifies the Offeror in writing of its settlement bank account details for the purposes of accepting the Domestic Share Offer. The other Domestic Shareholder, Mr. Xiong Qi, only held 2,800 Domestic Shares (representing approximately 0.25% of the issued Domestic Shares and 0.002% of the total issued share capital of Languang Justbon) as at the Latest Practicable Date. As such, the Offeror has applied to the Executive for, and the Executive has granted, a waiver from strict compliance with Rule 20.1 of the Takeovers Code for the Domestic Share Offer.

No fractions of a cent will be payable and the amount of cash consideration payable to a Languang Shareholder who accepts the Offers will be rounded up to the nearest cent.

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and Languang Justbon by way of announcement(s) as soon as possible. Unless otherwise expressly stated, all references to dates and times contained in this announcement refer to Hong Kong dates and times.

Announcement of the results of valid acceptances received for the Offers as at the Record Date ⁽²⁾	Tuesday, 18 May 2021
Closure of the register of Languang Justbon for the determination of entitlements of the Languang Shareholders to attend and vote at the Languang Shareholders Meetings.	Tuesday, 18 May 2021 to Thursday, 17 June 2021 (both dates inclusive)
Latest time for lodging proxy form(s) in respect of the Languang General Meeting ⁽³⁾	10:30 a.m., Wednesday, 16 June 2021
Latest time for lodging proxy form(s) in respect of the Languang H Share Class Meeting ⁽³⁾	11:00 a.m., Wednesday, 16 June 2021
Languang General Meeting	10:30 a.m., Thursday, 17 June 2021
Languang H Share Class Meeting	11:00 a.m., Thursday, 17 June 2021 (or immediately after the conclusion or adjournment of the Languang General Meeting)
Announcement of the results of the Languang Shareholders Meetings	by 7:00 p.m., Thursday, 17 June 2021
First Closing Date	Thursday, 17 June 2021
Latest time for acceptance of the Offers on the First Closing Date ⁽⁵⁾⁽⁶⁾	4:00 p.m., Thursday, 17 June 2021
Announcement of the results of the Offers on the First Closing Date	Thursday, 17 June 2021
Re-opening of the register.	Friday, 18 June 2021

Assuming the Delisting Resolution is approved and the Delisting Acceptance Condition is satisfied on the First Closing Date:

Last day of trading in the H Shares on the
Stock Exchange..... Monday, 12 July 2021

Final Closing Date^(4a).....Thursday, 15 July 2021

Latest time for acceptance of the Offers on the
final Closing Date and closing of the Offers 4:00 p.m., Thursday,
15 July 2021

Announcement of the results of the
Offers on the final Closing Date..... Thursday, 15 July 2021

Expected time and date of withdrawal of the
listing of the H Shares from the Stock Exchange⁽⁷⁾..... 4:00 p.m., Thursday,
22 July 2021

Latest date for posting of remittances for the
amounts due under the H Share Offer in respect of
valid acceptance received at or before the
latest time for acceptances of the Offers on the
final Closing Date⁽⁸⁾⁽⁹⁾..... Monday, 26 July 2021

Assuming the Delisting Resolution is approved, the Delisting Acceptance Condition is not satisfied on the First Closing Date:

Latest time for the Delisting Acceptance
Condition being satisfied 4:00 p.m., Friday,
3 September 2021

Assuming the Delisting Resolution is not approved on the First Closing Date:

Final Closing Date^(4b)..... Friday, 2 July 2021

Latest time for acceptance of the Offers on the
final Closing Date and closing of the Offers 4:00 p.m., Friday,
2 July 2021

Announcement of the results of the Offers on the
final Closing Date Friday, 2 July 2021

Latest date for posting of remittances for the
amounts due under the H Share Offer in respect of
valid acceptance received at or before the
latest time for acceptances of the Offers
on the final Closing Date⁽⁸⁾⁽⁹⁾..... Tuesday, 13 July 2021

Notes:

- (1) Unless otherwise expressly stated, all references to dates and times contained in the Composite Document refer to Hong Kong dates and times.
- (2) Each of the H Share Offer and the Domestic Share Offer was made on Monday, 3 May 2021, the date of the posting of the Composite Document, and has been capable of being accepted since that date.
- (3) The proxy form should be deposited with the Languang Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event by the time stated above, in order to be valid. Completion and return of a proxy form for the Languang General Meeting and/or the Languang H Share Class Meeting (as the case may be) will not preclude an Independent Languang Shareholder from attending the Languang General Meeting or the Languang H Share Class Meeting (as the case may be) and voting in person if he/she/it so wishes and if such Independent Languang Shareholder has notified Languang Justbon not less than 24 hours in writing before the time appointed for any adjournment of the Languang General Meeting or the Languang H Share Class Meeting (as the case may be). In such event, the returned proxy form will be deemed to have been revoked.
- (4a) It is assumed that the Offeror has received valid acceptances of 90% of the H Shares held by the Independent Languang H Shareholders on the First Closing Date. In compliance with the note to Rule 2.2 of the Takeover Code, each of the H Share Offer and the Domestic Share Offer will be opened for acceptance for at least 28 days after the Offeror receives valid acceptances of 90% of the H Shares held by the Independent Languang H Shareholders. The Offeror reserves the right to extend the H Share Offer and the Domestic Share Offer beyond this 28-day period. Written notice must be given to the H Shareholders or the Domestic Shareholders (as the case may be) who have not accepted the H Share Offer or the Domestic Share Offer (as the case may be) as of the First Closing Date.
- (4b) Assuming that the Delisting Resolution is not approved at any of the Languang Shareholders Meetings and the Delisting Acceptance Condition has not been satisfied on the First Closing Date, each of the H Share Offer and the Domestic Share Offer will be extended to Friday, 2 July 2021. In this case, the latest time for acceptance of the H Share Offer and the Domestic Share Offer and closing of the Offers would be on Friday, 2 July 2021. On the same day, announcement of the results of the H Share Offer and the Domestic Share Offer will be made.
- (5) Unless the H Share Offer and the Domestic Share Offer have been revised or extended, the latest time and date for acceptance of each of the H Share Offer and the Domestic Share Offer is 4:00 p.m. on the First Closing Date, being Thursday, 17 June 2021. Please refer to Appendix I to the Composite Document for additional information on how to accept the H Share Offer and the Domestic Share Offer. Assuming the Delisting Resolution is approved at the Languang Shareholders Meetings but the Delisting Acceptance Condition is not satisfied, the Offeror has the right to extend the Closing Date of the Offers but in any event, not later than Friday, 3 September 2021.
- (6) Beneficial owners of the H Shares who hold their H Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- (7) It is currently expected that the withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Thursday, 22 July 2021, subject to the Delisting Resolution being approved and satisfaction of the Delisting Acceptance Condition, and receipt of any regulatory approvals required for such delisting.

- (8) Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Offer will be made within 7 business days (as defined under the Takeovers Code) of the date on which the H Shares are tendered for acceptance. Relevant documents of title must be received by the Languang Share Registrar to render acceptance of the H Share Offer complete and valid. Payment in respect of the H Shares tendered for acceptance and taken up by the Offeror under the H Share Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom) will be posted by cheque to the H Shareholders, at their own risk. As settlement of consideration under the Domestic Share Offer is subject to certain transfer and registration formalities and procedures imposed by CSDCC and SAFE in the PRC which are not within the control of the Offeror, settlement of the consideration in respect of acceptances received under the Domestic Share Offer will be made by the Offeror as soon as reasonably practicable following completion of such transfer and registration formalities. Pursuant to the Irrevocable Undertaking (Domestic Shareholder), Yuekai Securities has agreed that the settlement of consideration under the Domestic Share Offer will be made within 15 business days after the date on which Yuekai Securities notifies the Offeror in writing of its settlement bank account details for the purposes of accepting the Domestic Share Offer. The other Domestic Shareholder, Mr. Xiong Qi, only held 2,800 Domestic Shares (representing approximately 0.25% of the issued Domestic Shares and 0.0016% of the total issued share capital of Languang Justbon) as at the Latest Practicable Date. As such, the Offeror has applied to the Executive for, and the Executive has granted, a waiver from strict compliance with Rule 20.1 of the Takeovers Code for the Domestic Share Offer.
- (9) The latest time and date for acceptance of the H Share Offer, the latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances, the last day of trading of H Shares and voluntary withdrawal of listing of the H Shares will not take effect if there is a tropical cyclone warning signal number 8 above, or a "black" rainstorm warning, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the such relevant date. Instead, such relevant date will be rescheduled to the same time on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

NO RIGHT OF COMPULSORY ACQUISITION

The Offeror has no rights under the laws of the PRC and the articles of association of Languang Justbon to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the Offers. Accordingly, Independent Languang H Shareholders are reminded that if they do not accept the H Share Offer, and the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding securities that are not listed on the Stock Exchange and the liquidity of the H Shares may be severely reduced. In addition, Languang Justbon will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code after the completion of the Offers depending on whether it remains as a public company thereafter.

Independent Languang H Shareholders should note that if they do not agree to the proposal relating to the Delisting Resolution, they can vote against the Delisting Resolution at the Languang Shareholders Meetings. If more than 10% of the votes attaching to the H Shares held by Independent Languang H Shareholders and/or more than 10% of the votes attaching to the Shares held by the Independent Languang Shareholders voted against the Delisting Resolution in the Languang H Share Class Meeting and the Languang General Meeting respectively, Languang Justbon would remain listed on the Stock Exchange.

Independent Languang H Shareholders are advised to exercise caution when taking the associated risks into consideration.

WITHDRAWAL OF LISTING

Upon the approval of the Delisting Resolution and the satisfaction of the Delisting Acceptance Condition, the Company will make an application to delist Languang Justbon from the Stock Exchange in accordance with Rule 6.12 of the Listing Rules. It is currently expected that the withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Thursday, 22 July 2021, subject to the Delisting Resolution being approved and satisfaction of the Delisting Acceptance Condition, and receipt of any regulatory approvals required for such delisting.

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.

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, 18 May 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.