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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

### Satisfaction of the Delisting Acceptance Condition

(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, 3 May 2021, 18 May 2021, 17 June 2021 and 2 July 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 Announcements and the Composite Document.

## **SATISFACTION OF THE DELISTING ACCEPTANCE CONDITION**

As at the date of this announcement, the Delisting Acceptance Condition has been satisfied and valid acceptances of the H Share Offer had been received in respect of 45,900,786 H Shares, which represent approximately 90.05%, 25.94% and 25.77% 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, there were no valid acceptances of the Domestic Share Offer and the Offeror and parties acting in concert with it were interested in 750,000 Domestic Shares, representing approximately 0.42% of the entire equity interest in Languang Justbon.

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 and taking into account of the valid acceptances of the H Share Offer, the Offeror and parties acting in concert with it were interested in 171,912,646 H Shares, representing approximately 97.14% of the issued H Shares.

As at the date of this announcement:

- (a) 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
- (b) 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.

## **OFFERS TO REMAIN OPEN FOR ACCEPTANCES**

As at the date of this announcement, the Delisting Resolution was approved and the Delisting Acceptance Condition was satisfied. Accordingly, the Offers will remain open for acceptance until Thursday, 12 August 2021, which is 28 days following the date of satisfaction of the Delisting Acceptance Condition.

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**

Following 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) 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 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 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 date of this announcement. 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.

Last day of trading in the H Shares on the Stock Exchange . . . . . Monday,  
9 August 2021

Final Closing Date<sup>(2)</sup> . . . . . Thursday,  
12 August 2021

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

Announcement of the results of  
the Offers on the final Closing Date . . . . . by 7:00 p.m., Thursday,  
12 August 2021

Expected time and date of withdrawal of the listing of  
the H Shares from the Stock Exchange<sup>(3)</sup> . . . . . 4:00 p.m., Thursday,  
19 August 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<sup>(4)(5)</sup> . . . . . Monday,  
23 August 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) As the Delisting Resolution was approved at the Languang Shareholders Meetings and the Delisting Acceptance Condition was satisfied on 15 July 2021, each of the H Share Offer and the Domestic Share Offer will remain open for acceptances until Thursday, 12 August 2021, which is 28 days following the date of satisfaction of the Delisting Acceptance Condition.
- (3) It is expected that the withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Thursday, 19 August 2021, subject to the receipt of any regulatory approvals required for such delisting.
- (4) 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 0.002% of the total issued share capital of Languang Justbon) as at the date of this announcement. 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.
- (5) 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.

## WITHDRAWAL OF LISTING

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 expected that the withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Thursday, 19 August 2021, subject to receipt of any regulatory approvals required for such delisting.

### ENQUIRY HOTLINE AND EMAIL:

If you have any queries of an administrative and procedural nature regarding how to accept the Offers, please reach out via the following ways:

**by phone: (852) 3953 7240**

**Working hours: Monday to Friday, 09:00-18:00 (Hong Kong time)**

**by email: irps@bgyfw.com**

For the avoidance of doubt, the designated phone lines or email account cannot and will not (i) provide any information not available in the public domain nor any advice on the merits or risks of the Offers or (ii) give any financial or legal advice. If you are in doubt as to any aspect of the Composite Document or action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**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**

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

Hong Kong, 15 July 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. Li Changjiang and Mr. Chen Fenghua as executive directors, Mr. Guo Zhanjun, Mr. Liu Zhenwen and Mr. Dai Tao as non-executive directors, and Mr. Li Shujian, Mr. Rui Meng 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.*