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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 SICHUAN LANGUANG JUSTBON SERVICES GROUP CO., LTD.

碧桂园服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6098)

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

Poll results of the Languang H Share Class Meeting and Languang General Meeting; Results of valid acceptances received for the Offers as at the First Closing Date; and Extension of the Offers

**(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**
嘉林资本有限公司

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 and 18 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 THE LANGUANG SHAREHOLDERS MEETINGS

The Offeror and Languang Justbon are pleased to announce that (i) the Delisting Resolution by the Independent Languang H Shareholders was passed by way of poll at the Languang H Share Class Meeting held on 17 June 2021; and (ii) the Delisting Resolution by the Independent Languang Shareholders was passed by way of poll at the Languang General Meeting held on 17 June 2021.

The Languang Shareholders Meetings were held at Hall of Orleans, 2nd Floor of Howard Johnson Zunyue Hotel Chengdu, No. 528 Yingbin Avenue, Jinniu District, Chengdu, Sichuan Province, the PRC.

The Offeror and parties acting in concert with it did not vote at the Languang Shareholders Meetings.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Tricor Investor Services Limited, the Languang Share Registrar, acted as the scrutineer for the vote-taking at the Languang Shareholders Meetings.

The poll results in respect of each of the Languang H Share Class Meeting and the Languang General Meeting, respectively, are as follows:

(i) Results of the Languang H Share Class Meeting

Special Resolution		FOR	AGAINST	ABSTAIN
1.	<p>(a) To consider and approve, subject to (i) the passing of this same resolution by the Independent Languang H Shareholders at the Languang H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent Languang H Shareholders that are cast either in person or by proxy and with the number of votes cast against the resolution by the Independent Languang H Shareholders being not more than 10% of the votes attaching to all the H Shares held by the Independent Languang H Shareholders, (ii) the passing of this same resolution by the Independent Languang Shareholders at the Languang General Meeting, as approved by way of poll by at least 75% of the votes attaching to the Shares held by the Independent Languang Shareholders that are cast either in person or by proxy and with the number of votes cast against the resolution by the Independent Languang Shareholders being not more than 10% of the votes attaching to all the Shares held by the Independent Languang Shareholders, and (iii) minimum valid acceptances of the H Share Offer amounting to at least 90% of the H Independent Languang H Shareholders, the voluntary Shares from the Stock Exchange; and</p> <p>(b) to consider and approve that any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal as referred to in paragraph (a) above.</p>	33,160,633 (92.36%)	2,742,215 (7.64%) <i>(Note)</i>	0 (0.00%)

Note: The number of votes cast against the resolution represented 5.41% of all the H Shares held by the Independent Languang H Shareholders.

The total number of H Shares entitling the Independent Languang H Shareholders to attend and vote for or against the resolution at the Languang H Share Class Meeting was 50,691,800 H Shares. There were no H Shares entitling the Independent Languang H Shareholders to attend but abstain from voting in favour at the Languang H Share Class Meeting as set out in Rule 13.40 of the Listing Rules.

No Independent Languang H Shareholder was required under the Listing Rules to abstain from voting on the special resolution at the Languang H Share Class Meeting. No person has indicated in the Composite Document his/her/its intention to abstain from voting on or to vote against the special resolution at the Languang H Share Class Meeting. Independent Languang H Shareholders and authorised proxies holding an aggregate of 35,902,848 H Shares, representing approximately 70.83% of the total number of the votes attaching to all the H Shares held by the Independent Languang H Shareholders were present at the Languang H Share Class Meeting.

With respect to special resolution at the Languang H Share Class Meeting, since more than 75% of the votes attaching to the H Shares held by the Independent Languang H Shareholders present in person or by proxy at the Languang H Share Class Meeting were cast in favour of resolution and the number of votes cast against the resolution amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent Languang H Shareholders, the special resolution was passed by way of poll at the Languang H Share Class Meeting.

(ii) Results of the Languang General Meeting

Special Resolution		FOR	AGAINST	ABSTAIN
1.	<p>(a) To consider and approve, subject to (i) the passing of this same resolution by the Independent Languang H Shareholders at the Languang H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent Languang H Shareholders that are cast either in person or by proxy and with the number of votes cast against the resolution by the Independent Languang H Shareholders being not more than 10% of the votes attaching to all the H Shares held by the Independent Languang H Shareholders, (ii) the passing of this same resolution by the Independent Language Shareholders at the Languang General Meeting, as approved by way of poll by at least 75% of the votes attaching to the Shares held by the Independent Languang Shareholders that are cast either in person or by proxy and with the number of votes cast against the resolution by the Independent Languang Shareholders being not more than 10% of the votes attaching to all the Shares held by the Independent Languang Shareholders, and (iii) minimum valid acceptances of the H Share Offer amounting to at least 90% of the H Shares held by Independent Languang H Shareholders, the voluntary withdrawal of the listing of the H Shares from the Stock Exchange; and</p> <p>(b) to consider and approve that any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal as referred to in paragraph (a) above.</p>	33,240,333 (92.38%)	2,742,215 (7.62%) <i>(Note)</i>	0 (0.00%)

Note: The number of votes cast against the resolution represented 5.37% of all the Shares held by the Independent Languang Shareholders.

The number of Shares entitling the Independent Languang Shareholders to attend the Languang General Meeting and to vote for or against the resolution at the Languang General Meeting was 51,061,400 Shares. There were no Shares entitling the Independent Languang Shareholders to attend but abstain from voting in favour at the Languang General Meeting as set out in Rule 13.40 of the Listing Rules.

No Independent Languang Shareholder was required under the Listing Rules to abstain from voting on the special resolution at the Languang General Meeting. No person has indicated in the Composite Document his/her/its intention to abstain from voting on or to vote against any of the proposed special resolution at the Languang General Meeting. Independent Languang Shareholders and authorised proxies holding an aggregate of 35,982,548 Shares, representing approximately 70.47% of the total number of the votes attaching to all the Shares held by the Independent Languang Shareholders were present at the Languang General Meeting.

With respect to the special resolution at the Languang General Meeting, since more than 75% of the votes attaching to the Shares held by the Independent Languang Shareholders present in person or by proxy at the Languang General Meeting were cast in favour of the resolution and the number of votes cast against the resolution amounted to not more than 10% of the votes attaching to all the Shares held by the Independent Languang Shareholders, the special resolution was passed by way of poll at the Languang General Meeting.

RESULTS OF VALID ACCEPTANCES FOR THE OFFERS

As at the First Closing Date, being 17 June 2021, valid acceptances of the H Share Offer had been received in respect of 29,655,630 H Shares, which represent approximately 58.18%, 16.76% and 16.65% 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 First Closing Date, being 17 June 2021, no valid acceptances of the Domestic Share Offer had been received in respect of the Domestic Shares.

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 First Closing Date 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 155,667,490 H Shares, representing approximately 87.40% of the entire equity interest in Languang Justbon.

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 First Closing Date, being 17 June 2021, the Delisting Resolution was approved but the Delisting Acceptance Condition has not yet been satisfied. Accordingly, the Offeror has decided to extend the Offers to Friday, 2 July 2021 (the “**Extended Closing Date**”).

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

As the Delisting Resolution was approved, in the event of 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 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 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.

Re-opening of the register	Friday, 18 June 2021
Extended Closing Date ⁽²⁾	Friday, 2 July 2021
Latest time for acceptance of the Offers on the Extended Closing Date	4:00 p.m., Friday, 2 July 2021
Announcement of the results of the Offers on the Extended Closing Date	by 7:00 p.m., Friday, 2 July 2021

Assuming the Delisting Acceptance Condition is satisfied on the Extended Closing Date:

Last day of trading in the H Shares on the Stock Exchange	Wednesday, 28 July 2021
Final Closing Date ⁽²⁾	Monday, 2 August 2021
Latest time for acceptance of the Offers on the final Closing Date and closing of the Offers	4:00 p.m., Monday, 2 August 2021

Announcement of the results of the Offers on the final Closing Date	by 7:00p.m., Monday, 2 August 2021
Expected time and date of withdrawal of the listing of the H Shares from the Stock Exchange ⁽³⁾	4:00 p.m., Tuesday, 10 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 ^{(4) (5)}	Wednesday, 11 August 2021
Latest time for the Delisting Acceptance Condition being satisfied ⁽⁶⁾	4:00 p.m., Friday, 3 September 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 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. Assuming that the Delisting Acceptance Condition is satisfied on the Extended Closing Date, each of the H Share Offer and the Domestic Share Offer shall remain open for acceptance until Monday, 2 August 2021 for at least 28 days after the Extended Closing Date. If the Delisting Acceptance Condition is satisfied on a day prior to the Extended Closing Date (the “**T-Day**”), each of the H Share Offer and the Domestic Share Offer shall remain open for acceptance for at least 28 days following the T-Day.
- (3) 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 Tuesday, 10 August 2021, assuming the Delisting Acceptance Condition is satisfied on the Extended Closing Date, and 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.
- (6) Assuming that the Delisting Acceptance Condition is not satisfied on the Extended Closing Date, the Offeror has the right to extend the Offers latest to Friday, 3 September 2021. The Offeror will announce the results of the Offers on the Extended Closing Date and its intention for whether the Offers would be further extended.

WITHDRAWAL OF LISTING

Upon 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 Tuesday, 10 August 2021, subject to the 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**

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

Hong Kong, 17 June 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.