#### THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspect of this supplemental circular, or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Sichuan Languang Justbon Services Group Co., Ltd., you should at once hand this supplemental circular, together with the accompanying revised proxy form of the Annual General Meeting, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# 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)

# SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 3 MAY 2021 IN RELATION TO THE GENERAL MANDATE TO ISSUE ADDITIONAL SHARES AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

This supplemental circular should be read in conjunction with the circular of the Company dated 3 May 2021 (the "Original Circular"). Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in the Original Circular, unless the context requires otherwise.

A notice convening the Annual General Meeting to be held at Hall of Orleans, 2nd Floor of Howard Johnson Zunyue Hotel Chengdu, No. 528 Yingbin Avenue, Jinniu District, Chengdu, Sichuan Province, the PRC on Thursday, 17 June 2021 at 10:00 a.m. was set out on pages 13 – 15 of the Original Circular. A supplemental notice dated 27 May 2021, notifying the Annual General Meeting to be held as originally scheduled is set out on pages AGM-1 to AGM-2 of this supplemental circular.

A revised proxy form (the "Revised Proxy Form") containing the originally proposed resolutions and additional resolution of the general mandate to issue additional shares is enclosed herewith and supersedes the proxy form enclosed with the Original Circular. The Revised Proxy Form will also be published on the websites of the Stock Exchange (https://www.hkexnews.hk) and the Company (http://www.justbon.com.cn/).

Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the date and time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

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# 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)

Executive Directors:

Mr. Yao Min (Chairman)

Mr. Sun Zhefeng

Mr. Liu Xia

Non-executive Directors:

Mr. Chi Feng

Mr. Yang Wuzheng

Ms. Chang Heng

Independent non-executive Directors:

Mr. Li Shujian

Mr. Chan Shing Yee, Joseph

Mr. Zhang Shouwen

Registered Office in the PRC:

No. 22, South Section 3

Yihuan Road

Wuhou District, Chengdu

Sichuan Province

**PRC** 

Headquarters in the PRC:

CRM Center

No. 9 Xixin Avenue

West Hi-tech Zone, Chengdu

Sichuan Province

**PRC** 

Principal place of business

in Hong Kong:

Room 1901, 19/F, Lee Garden One

33 Hysan Avenue Causeway Bay

Hong Kong

27 May 2021

To the Shareholders

Dear Sir or Madam,

# SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 3 MAY 2021 IN RELATION TO THE GENERAL MANDATE TO ISSUE ADDITIONAL SHARES AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

#### 1. INTRODUCTION

This supplemental circular should be read in conjunction with the circular of the Company dated 3 May 2021 (the "**Original Circular**"). Unless indicated otherwise, the terms used in this supplemental circular shall have the same meaning as those defined in the Original Circular.

The purpose of this supplemental circular is to provide you with information in respect of supplemental resolution to be proposed at the Annual General Meeting relating to the general mandate to issue additional shares and a revised proxy form containing the originally proposed resolutions and the additional resolution ("Revised Proxy Form") to enable you to make an informed decision on voting in respect of the resolutions to be proposed at the Annual General Meeting.

#### 2. SPECIAL RESOLUTION

#### General Mandate to issue additional shares (the "Issue Mandate")

In order to meet capital requirements of the Company for its continuous business development, to utilise financing platforms effectively and flexibly and to take advantage of capital market windows in a timely manner, in accordance with the applicable laws and regulations of the PRC, the Listing Rules and the Articles of Association, a special resolution is proposed at the Annual General Meeting to grant the Issue Mandate to the Board to allot, issue or deal with additional Domestic Shares and H Shares not exceeding 20% of each of the total number of Domestic Share and H Shares, respectively, in issue on the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,119,600 Domestic Shares and 176,982,560 H Shares. Subject to the passing of the resolution related to the granting of the Issue Mandate and on the basis that no further Shares will be issued before the Annual General Meeting, the Company will be allowed to issue a maximum of 223,920 Domestic Shares and 35,396,512 H Shares in accordance with the Issue Mandate.

#### (A) Specific plans on the Issue Mandate:

(a) Subject to the conditions set out in (b) below, the Board is hereby authorised to approve, allot, issue, grant and/or otherwise deal with additional Shares (Domestic Shares and/or H Shares), securities convertible into Shares, and options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert into Shares, separately or at the same time during the Relevant Period (as defined below).

Notwithstanding the fulfilment of the conditions set out in (b) below, if the allotment of voting Shares will result in a de facto change of control of the Company, the Board shall separately obtain authorisation by way of a special resolution in advance before making such an allotment.

- (b) The number of additional Shares (Domestic Shares and/or H Shares), securities convertible into Shares, or options, warrants to subscribe for or convertible into Shares or other securities with rights to subscribe for or convert to Shares (which shall be calculated on the basis of the number of Domestic Shares and/or H Shares that such securities can be converted into/be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with by the Board shall not exceed 20% of each class of Domestic Shares and H Shares, respectively, in issue of the Company as at the date on which this resolution is passed at the Annual General Meeting.
- (c) For the purposes of this resolution:
  - "Relevant Period" means the period from the date on which this special resolution is passed at the Annual General Meeting until the earliest of: (1) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution; (2) the expiration of twelve months following the date of passing of this resolution; and (3) the date on which the authority granted to the Board under this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.
- (d) The Board is hereby authorised to determine the details of the issuance plan, including but not limited to: (1) the class and number of Shares proposed to be issued; (2) the pricing basis and/or the offer price (including the price range); (3) the date of opening and closing of the issuance; (4) the specific use of the proceeds raised; (5) the recommendation, agreement and share options to be made or granted for the exercise of the said power; and (6) other contents to be included in the detailed issuance plan as required by the relevant laws and regulations and other regulatory documents, the relevant regulatory authorities and the local stock exchange.
- (e) The Board is hereby authorised to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Company so as to reflect the Shares authorised to be issued by the Company under this resolution, and to make such amendments as it deems appropriate and necessary to the provisions related to the issuance of Shares and registered capital in the Articles of Association, and to adopt and complete any other actions and procedures that are necessary for the implementation of the issuance plan and the completion of the increase in the registered capital of the Company.

#### (B) Relevant mandate:

In order to enhance the efficiency of decision-making, reduce internal approval procedures and grasp market opportunities, in respect of the Issue Mandate to issue Shares, it is proposed to the Annual General Meeting to approve the authorisation of the Board and any persons authorised by the Board to deal with the matters in connection with the Issue Mandate to issue Shares. The specific details of the mandate given to the authorised persons will be separately determined upon the exercise of the Issue Mandate by the Board under this resolution.

#### 3. THE ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Annual General Meeting is to be held as originally scheduled on Thursday, 17 June 2021 at 10:00 a.m. at Hall of Orleans, 2nd Floor of Howard Johnson Zunyue Hotel Chengdu, No. 528 Yingbin Avenue, Jinniu District, Chengdu, Sichuan Province, the PRC. The supplemental notice of Annual General Meeting dated 27 May 2021 is enclosed with this supplemental circular, for the purpose of notifying the Annual General Meeting to be held as originally scheduled and adding the resolution of the general mandate to issue additional shares to the agenda of the Annual General Meeting for the Shareholders to consider and, if thought fit, to approve as a special resolution. The resolutions originally proposed to the Annual General Meeting and contained in the notice dated 3 May 2021 remain unchanged. Please refer to the Original Circular for details of the other resolutions originally proposed to the Annual General Meeting, closure of register of members, eligibility for attending the Annual General Meeting, registration procedures for attending the Annual General Meeting and other relevant matters.

A revised proxy form (the "Revised Proxy Form") for use at the Annual General Meeting will be delivered to the Shareholders together with this supplemental circular on the same day. The Revised Proxy Form containing the originally proposed resolutions and the proposed resolution mentioned above is enclosed herewith and supersedes the proxy form enclosed with the Original Circular. The Revised Proxy Form will also be published on the websites of the Stock Exchange (<a href="https://www.hkexnews.hk">https://www.hkexnews.hk</a>) and the Company (http://www.justbon.com.cn/).

Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the date and time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

A Shareholder who has lodged the proxy form enclosed with the Original Circular with the Company's H Share Registrar or the Company's headquarters in the PRC (as the case may be) is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the Annual General Meeting on his/her behalf.

#### 4. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the Annual General Meeting will exercise his power under the Articles of Association to demand a poll in relation to all proposed resolutions at the Annual General Meeting.

#### 5. RECOMMENDATION

The Board considers that the proposed resolution in relation to the general mandate to issue additional shares is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolution at the Annual General Meeting as set out in the supplemental notice of the Annual General Meeting.

#### 6. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Yours faithfully,
By order of the Board
Sichuan Languang Justbon Services Group Co., Ltd.
Yao Min

Chairman and Executive Director



# 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)

#### SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Reference is made to the notice (the "Original Notice") dated 3 May 2021 of the annual general meeting (the "Annual General Meeting") of Sichuan Languang Justbon Services Group Co., Ltd. (the "Company") to be held on Thursday, 17 June 2021 at 10:00 a.m. at Hall of Orleans, 2nd Floor of Howard Johnson Zunyue Hotel Chengdu, No. 528 Yingbin Avenue, Jinniu District, Chengdu, Sichuan Province, the PRC.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held as originally scheduled. In addition, the Annual General Meeting will consider and, if thought fit, to pass, with or without modifications, the following supplemental resolution of the Company, in addition to the resolutions set out in the Original Notice:

#### SPECIAL RESOLUTION

1. To grant a general mandate to the Board to issue, allot and deal with additional domestic shares and/or H shares of the Company not exceeding 20% of each of the total number of issued domestic shares and H shares of the Company, respectively, and to authorise the Board to make such amendments as it deems appropriate to the provisions of the articles of association of the Company, so as to reflect the new capital structure upon additional allotment and issuance of shares pursuant to such mandate. Details of the resolution are set out in the supplemental circular of the Company dated 27 May 2021.

Save for the changes mentioned in this supplemental notice, the resolutions contained in the Original Notice remain to be valid and effective.

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

Chairman and Executive Director

Hong Kong, 27 May 2021

#### SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

#### Notes:

- 1. A revised form of proxy (the "Revised Proxy Form") for use at the Annual General Meeting is enclosed. This revised proxy form supersedes the proxy form enclosed with the circular of the Company dated 3 May 2021 (the "Original Circular"). Such revised proxy form is also published on the websites of the Stock Exchange (https://www.hkexnews.hk) and the Company (http://www.justbon.com.cn/).
- 2. Please refer to the Original Circular for details of the resolutions to be proposed at the Annual General Meeting, closure of register of members, eligibility for attending the Annual General Meeting, registration procedures for attending the Annual General Meeting and other relevant matters.
- 3. In order to be valid, the Revised Proxy Form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned in accordance with the instructions printed thereon to (i) the Company's headquarters in the PRC at CRM Center, No. 9 Xixin Avenue, West Hi-tech Zone, Chengdu, Sichuan Province, the PRC (for shareholders of Domestic Shares); or (ii) the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for shareholders of H Shares) not less than 24 hours before the time scheduled for the Annual General Meeting. Completion and return of the Revised Proxy Form will not preclude a shareholder of the Company from attending and voting at the Annual General Meeting or any adjourned meeting thereof should he/she so wish.
- 4. A Shareholder who has lodged the proxy form enclosed with the Original Circular with the Company's H Share Registrar or the Company's headquarters in the PRC (as the case may be) is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the Annual General Meeting on his/her behalf.

As at the date of this notice, 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.