

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**JOVAN 佳源**  
**Jiayuan International Group Limited**  
**佳源國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2768)**

**INSIDE INFORMATION**  
**DELAY IN PUBLICATION OF**  
**2022 ANNUAL RESULTS ANNOUNCEMENT**  
**DELAY IN DISPATCH OF 2022 ANNUAL REPORT**  
**AND**  
**SUSPENSION OF TRADING**

This announcement is made by the board of directors (the “**Board**”) of Jiayuan International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) and Rule 13.50 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

**DELAY IN PUBLICATION OF 2022 ANNUAL RESULTS ANNOUNCEMENT AND**  
**DELAY IN DISPATCH OF 2022 ANNUAL REPORT**

Pursuant to Rules 13.49(1) and 13.46(2)(a) of the Listing Rules, the Company is required to publish an announcement in relation to its preliminary results in respect of the financial year ended 31 December 2022 (the “**2022 Annual Results Announcement**”) not later than three (3) months after the end of the financial year of the Company (i.e. on or before 31 March 2023) and to dispatch an annual report in respect of the financial year ended 31 December 2022 (the “**2022 Annual Report**”) to the shareholders of the Company not more than four (4) months after the end of the financial year of the Company (i.e. on or before 30 April 2023). Under Rule 13.49(2) of the Listing Rules, the 2022 Annual Results Announcement shall be based on the Company’s financial statements for the financial year ended 31 December 2022 which shall have been agreed with the auditors of the Company (the “**Auditors**”).

Due to (i) the recent resignations of certain key employees of the Company, in particular, those in the financial reporting unit, and the resulting shortage of the relevant staff to prepare the consolidated financial statements of the Group for the financial year ended 31 December 2022; (ii) the time devoted by the Board and the management of the Company in handling the winding-up petition against the Company and negotiating with domestic and overseas creditors of the Group in order to devise a satisfactory debt restructuring plan; and (iii) the change in auditors of Jiayuan Services Holdings Limited, a non-wholly owned subsidiary of the Company and whose shares are listed and traded on the Stock Exchange (stock code: 1153), additional time is required for the Company to finalize the audited accounts of the Group for the year ended 31 December 2022. As a result, it is expected that the Company will not be able to publish the 2022 Annual Results Announcement on or before 31 March 2023 and to dispatch the 2022 Annual Report on or before 30 April 2023.

The delay in publication of the 2022 Annual Results Announcement and the delay in dispatch of the 2022 Annual Report will constitute non-compliance with Rules 13.49(1) and 13.46(2)(a) of the Listing Rules. The Board has been using its best endeavours to prepare the consolidated financial statements of the Group and coordinate with the Auditors to commence the audit as soon as possible. Further announcement(s) will be made by the Company to inform its shareholders and the potential investors of the expected date of publication of the 2022 Annual Results Announcement and the expected date of dispatch of 2022 Annual Report as and when appropriate. The Board hereby emphasizes that the business operation of the Group remains normal. Save as disclosed above, there is no other inside information causing the delay in publication of the 2022 Annual Results Announcement and the delay in dispatch of the 2022 Annual Report.

Rule 13.49(3) of the Listing Rules provides that where an issuer is unable to make an announcement of its preliminary results based on its financial statements in accordance with Rules 13.49(1) and 13.49(2) of the Listing Rules, it must announce its results for the financial year based on financial results which have yet to be agreed with the auditors (so far as the information is available), those results must have been reviewed by the issuer's audit committee, not later than three (3) months after the end of the financial year of the Company (i.e. on or before 31 March 2023). The Board, after due and careful consideration, is of the view that it would not be appropriate for the Company to publish the unaudited consolidated management accounts of the Group for the year ended 31 December 2022 at this stage as such management accounts may not accurately reflect the financial performance and position of the Group.

## **SUSPENSION OF TRADING**

Pursuant to Rule 13.50 of the Listing Rules, the Stock Exchange will normally require suspension of trading in an issuer's securities if an issuer fails to publish periodic financial information in accordance with the Listing Rules, and the suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information.

At the request of the Company, trading in the shares and debt securities of the Company on the Stock Exchange will be suspended with effect from 09:00 a.m. on Monday, 3 April 2023, pending release of the 2022 Annual Results Announcement.

**Shareholders and potential investors of the Company should exercise caution when investing and dealing in the securities of the Company.**

By order of the Board  
**Jiayuan International Group Limited**  
**Shum Tin Ching**  
*Chairman*

Hong Kong, 31 March 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Zhang Yi, Mr. Huang Fuqing and Ms. Cheuk Hiu Nam, the non-executive directors of the Company are Mr. Shum Tin Ching, Mr. Shen Xiaodong and Mr. Yu Anqi, and the independent non-executive directors of the Company are Dr. Cheung Wai Bun, Charles, JP, Mr. Gu Yunchang, Mr. Lin Shaoyong and Dr. He Shibin.*