

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Jiayuan Services Holdings Limited (the “**Company**”) dated November 27, 2020.

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any Shares or securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Global Offering described in this announcement before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Global Offering should be taken solely in reliance on the information provided in the Prospectus.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur. There will be no public offer of securities in the United States.

In connection with the Global Offering, Haitong International Securities Company Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering, being Friday, January 1, 2021. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The details of the intended stabilization and how it will be regulated under the Securities and Futures Ordinance are set forth in the section headed “Structure and Conditions of the Global Offering” in the Prospectus.

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Friday, January 1, 2021, being the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

# Jiayuan Services Holdings Limited

## 佳源服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING AND CHANGE OF OPENING HOURS OF RECEIVING BANK

- Number of Offer Shares under the Global Offering : 150,000,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares : 15,000,000 Shares (subject to reallocation)
- Number of International Offer Shares : 135,000,000 Shares (including 15,000,000 Reserved Shares under the Preferential Offering) (subject to reallocation and the Over-allotment Option)
- Offer Price : Not more than HK\$4.05 per Offer Share and expected to be not less than HK\$3.15 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal value : HK\$0.01 per Share
- Stock code : 1153

Joint Sponsors, Joint Global Coordinators,  
Joint Bookrunners and Joint Lead Managers



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for granting of approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus including (i) the Shares in issue; and (ii) the Shares to be issued pursuant to the Capitalization Issue and the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the Shares on the Stock Exchange are expected to commence at 9: 00 a.m. on Wednesday, December 9, 2020. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [jy-fw.cn](http://jy-fw.cn) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering of 150,000,000 Shares (subject to the Over-allotment Option) comprises the: (1) Hong Kong Public Offering of initially 15,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially being offered under the Global Offering; and (2) International Offering of initially 135,000,000 Shares (including 15,000,000 Reserved Shares under the Preferential Offering) (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares initially being offered under the Global Offering. The Preferential Offering to Qualifying Jiayuan Shareholders comprises 15,000,000 Reserved Shares representing 10% of the total number of Offer Shares initially available under the Global Offering which will be offered as an Assured Entitlement out of the Offer Shares under the International Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed "Structure and Conditions of the Global Offering" in the Prospectus.

In particular, pursuant to Practice Note 18 of the Listing Rules and in accordance with Guidance Letter HKEX-GL91-18, where (i) the International Offer Shares are fully subscribed or oversubscribed, and the Hong Kong Offer Shares are fully subscribed or oversubscribed by less than 15 times; or (ii) the International Offer Shares are undersubscribed and the Hong Kong Offer Shares are oversubscribed irrespective of the number of times, up to 15,000,000 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 30,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$3.15 per Offer Share), as stated in the section headed "Structure and Conditions of the Global Offering – The Hong Kong Public Offering – Reallocation" in the Prospectus. The Reserved Shares are not subject to such reallocation.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable at the discretion of the Joint Representatives (on behalf of the International Underwriters) at any time from the Listing Date until 30 days after the last day for lodging application under the Hong Kong Public Offering, to require the Company to allot and issue up to 22,500,000 additional Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Offering, if any.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$4.05 per Offer Share and is expected to be not less than HK\$3.15 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$4.05 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$4.05 per Offer Share.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of HK\$4.05 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with that set out in the subsection headed “Structure and Conditions of the Global Offering – Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Any refund of your application monies will be made on or before Tuesday, December 8, 2020.

**Applications for the Hong Kong Offer Shares and the Reserved Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the HK eIPO White Form service.**

The Global Offering is conditional upon the fulfilment of the conditions set forth under the section headed “Structure and Conditions of the Global Offering – Conditions of the Global Offering” in the Prospectus. In the event that the conditions of the Global Offering as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Global Offering will lapse and all monies received will be refunded to the applicants of the Global Offering without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Global Offering will be published by the Company on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([jy-fw.cn](http://jy-fw.cn)) the next day following such lapse. Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Representatives (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the section headed “Underwriting – Underwriting arrangements and expenses – Hong Kong Public Offering – Grounds for termination” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the **IPO App** or the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS. Qualifying Jiayuan Shareholders who wish to subscribe for the Reserved Shares under the Preferential Offering should complete and sign the **BLUE** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be collected during normal business hours from 9:00 a.m. on Friday, November 27, 2020 until 12:00 noon on Wednesday, December 2, 2020 from:

1. any of the following offices of the Joint Global Coordinators:

<b>Haitong International Securities Company Limited</b>	22nd Floor, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
<b>Guotai Junan Securities (Hong Kong) Limited</b>	27/F, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong
<b>CCB International Capital Limited</b>	9/F, CCB Tower 3 Connaught Road Central Central Hong Kong
<b>SPDB International Capital Limited</b>	33/F, SPD Bank Tower One Hennessy, 1 Hennessy Road Hong Kong
<b>Valuable Capital Limited</b>	Room 2808, 28th Floor China Merchants Tower, Shun Tak Centre 168-200 Connaught Road Central Hong Kong
<b>Harmonia Capital Limited</b>	Unit 2505, 25/F, Cosco Tower 183 Queen's Road Central

2. any of the designated branches of the receiving bank:

**Bank of China (Hong Kong) Limited**

<b>District</b>	<b>Branch</b>	<b>Address</b>
Hong Kong Island	Johnston Road Branch	152-158 Johnston Road, Wan Chai, Hong Kong
Kowloon	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong, Kowloon
	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road, Kowloon
New Territories	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1-15 Wang Pok Street, Sha Tin, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Friday, November 27, 2020 until 12:00 noon on Wednesday, December 2, 2020 from (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) your stockbroker, who may have such **YELLOW** Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED – JIAYUAN SERVICES PUBLIC OFFER**" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above.

**CHANGE OF OPENING HOURS OF RECEIVING BANK**

Reference is made to page 410 of the section headed "How to Apply for Hong Kong Offer Shares and Reserved Shares – 3. Applying for Hong Kong Offer Shares – Time for Lodging Application Forms" of the Prospectus and the **WHITE** and **YELLOW** Application Forms.

The Company has been informed by the receiving bank that the opening hours of the designated branches of the receiving bank listed above as provided in the Prospectus and the **WHITE** and **YELLOW** Applications Forms will no longer be applicable. Accordingly, the opening hours of the designated branches of the receiving bank listed above for collecting copies of the Prospectus and the **WHITE** Application Forms and the lodging of **WHITE** and **YELLOW** Application Forms will be changed to the following:

**Friday, November 27, 2020 – 9:00 a.m. to 4:00 p.m.**  
**Saturday, November 28, 2020 – 9:00 a.m. to 12:00 noon**  
**Monday, November 30, 2020 – 9:00 a.m. to 4:00 p.m.**  
**Tuesday, December 1, 2020 – 9:00 a.m. to 4:00 p.m.**  
**Wednesday, December 2, 2020 – 9:00 a.m. to 12:00 noon**

The latest time for lodging your application is 12:00 noon on Wednesday, December 2, 2020. The application lists will be opened from 11:45 a.m. to 12:00 noon on that day, subject only to weather conditions, as described in the section headed "How to Apply for Hong Kong Offer Shares and Reserved Shares" in the Prospectus.

Applicants applying by **HK eIPO White Form** service may submit application to the **HK eIPO White Form Service Provider** through the designated website [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, November 27, 2020 until 11:30 a.m. on Wednesday, December 2, 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, December 2, 2020 or such later date as described in the section headed “How to apply for Hong Kong Offer Shares and Reserved Shares – D. Effect of bad weather and/or extreme conditions on the opening of the application lists” in the Prospectus.

A **BLUE** Application Form will be despatched to each Qualifying Jiayuan Shareholder together with a copy of the Prospectus to their respective address recorded on the register of members of Jiayuan International at 4:30 p.m. on the Record Date on or before Friday, November 27, 2020. Qualifying Jiayuan Shareholders who require a replacement **BLUE** Application Form should contact Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or on its hotline 2980 1333. Printed copies of the Prospectus can be collected from the designated branches of the receiving bank or the offices of the Joint Bookrunners as stated above.

Your completed **BLUE** Application Form, together with a cheque or a banker’s cashier order attached and marked payable to “**BANK OF CHINA (HONG KONG) NOMINEES LIMITED – JIAYUAN SERVICES PREFERENTIAL OFFER**” for the payment, should be deposited in the special collection boxes provided at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong at the following times:

**Friday, November 27, 2020 – 9:00 a.m. to 5:00 p.m.**  
**Monday, November 30, 2020 – 9:00 a.m. to 5:00 p.m.**  
**Tuesday, December 1, 2020 – 9:00 a.m. to 5:00 p.m.**  
**Wednesday, December 2, 2020 – 9:00 a.m. to 12:00 noon**

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates<sup>(1)</sup>:

**Friday, November 27, 2020 – 9:00 a.m. to 8:30 p.m.**  
**Monday, November 30, 2020 – 8:00 a.m. to 8:30 p.m.**  
**Tuesday, December 1, 2020 – 8:00 a.m. to 8:30 p.m.**  
**Wednesday, December 2, 2020 – 8:00 a.m. to 12:00 noon**

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, November 27, 2020 until 12:00 noon on Wednesday, December 2, 2020 (24 hours daily, except on Wednesday, December 2, 2020, the last application day) or such later time as described in the subsection headed “How to apply for Hong Kong Offer Shares and Reserved Shares – D. Effect of bad weather and/or extreme conditions on the opening of the application lists” in the Prospectus.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf.

You will be deemed to have authorized HKSCC and/or HKSCC Nominees to transfer the details of your application to our Company, the Joint Representatives and our Hong Kong Branch Share Registrar.

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Wednesday, December 2, 2020, the last application day, or such later time as described in the section headed “How to apply for Hong Kong Offer Shares and Reserved Shares – D. Effect of bad weather and/or extreme conditions on the opening of the application lists” in the Prospectus.

See the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for Hong Kong Offer Shares and Reserved Shares” in the Prospectus for details of the Conditions and procedures of the Hong Kong Public Offering and the Preferential Offering.

*Note:* (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the Preferential Offering and the basis of allocation of Hong Kong Offer Shares and the Reserved Shares on Tuesday, December 8, 2020 (i) on the website of the Company at [jy-fw.cn](http://jy-fw.cn); and (ii) on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). The results of allocations (with the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of the successful applicants) under the Hong Kong Public Offering and the Preferential Offering will be made available through a variety of channels at the times and date and in the manner specified in the section headed “How to apply for Hong Kong Offer Shares and Reserved Shares – E. Publication of results” in the Prospectus.

No temporary documents of title will be issued by the Company and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Wednesday, December 9, 2020 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting – Underwriting arrangements and expenses – Hong Kong Public Offering – Grounds for termination” in the Prospectus has not been exercised.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Wednesday, December 9, 2020, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, December 9, 2020. Shares will be traded in board lots of 1,000 Shares. The stock code of the Company is 1153.

By order of the Board of Directors  
**Jiayuan Services Holdings Limited**  
**Zhu Hongge**  
*Chairman*

Hong Kong, November 27, 2020

*As at the date of this announcement, the executive Directors are Mr. Zhu Hongge and Ms. Mu Liyuan, the non-executive Directors are Mr. Huang Fuqing and Mr. Pang Bo; and the independent non-executive Directors are Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin.*