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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)

13.75% Senior Notes due 2023

(Stock Code: 40023)

12.5% Senior Notes due 2023

(Stock Code: 40406)

12.5% Senior Notes due 2023

(Stock Code: 40552)

11.0% Senior Notes due 2024

(Stock Code: 40684)

7.00% Green Convertible Bonds due 2025

(Stock Code: 40779)

ANNOUNCEMENT

INSIDE INFORMATION

AND

CONTINUATION OF TRADING HALT

This announcement is made by Jiayuan International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) 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) (the “**SFO**”).

Reference is made to the announcement of the Company dated 18 May 2022 in relation to the trading halt of the shares of the Company (stock code: 02768) (the “**Shares**”, and holders of which, the “**Shareholders**”) and debt securities of the Company (stock codes: 40023, 40406, 40552, 40684 and 40779) (the “**Notes**”, and holders of which, the “**Noteholders**”) on the Stock Exchange.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to provide the Shareholders, the Noteholders and potential investors with information in respect of the Company set out below.

FORCED SALE OF SHARES

The Board was informed that on 18 May 2022, 1,348,000 Shares held by Mingyuan Group Investment Limited (“**Mingyuan Investment**”), a controlling shareholder of the Company, which is ultimately controlled by Mr. Shum Tin Ching, the chairman of the Company and a non-executive Director, were forcibly sold in the open market by a securities company through a margin securities account due to a plunge in the value of the securities in the account and failure in meeting the margin call.

As at the date of this announcement, the number of Shares held by Mingyuan Investment and Mr. Shum Tin Ching in aggregate was 3,666,962,136 Shares, representing 74.69% of the issued share capital of the Company.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiry, save as disclosed in this announcement, the Board is not aware of any inside information in relation to the trading halt on Wednesday, 18 May 2022 that needs to be disclosed under Part XIVA of the SFO. The Board further confirms that (i) the Group’s business operation remains normal; and (ii) the Group continues to operate its business in its ordinary and usual course.

CONTINUATION OF TRADING HALT

Trading in the Shares and the Notes, which has been halted since 10:21 a.m. on Wednesday, 18 May 2022, will continue to be halted pending the release of an announcement in relation to a potential disposal of a non wholly-owned subsidiary by the Company, which may constitute a notifiable transaction under Chapter 14 of the Listing Rules.

Shareholders, Noteholders and potential investors should exercise caution when investing or dealing in the securities of the Company. You are recommended to consult your own professional or financial advisers if you are in any doubt as to your investment positions.

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

Hong Kong, 22 May 2022

As at the date of this announcement, the Board of the Company comprises: (i) Mr. Shum Tin Ching, the Chairman and a Non-executive Director; (ii) Mr. Zhang Yi, a Vice Chairman and an Executive Director; (iii) Mr. Huang Fuqing, a Vice Chairman and an Executive Director; (iv) Mr. Wang Jianfeng, a Vice President and an Executive Director; (v) Ms. Cheuk Hiu Nam, a Joint Company Secretary and an Executive Director; (vi) Mr. Tai Kwok Leung, Alexander, an Independent Non-executive Director; (vii) Dr. Cheung Wai Bun, Charles, JP, an Independent Non-executive Director; (viii) Mr. Gu Yunchang, an Independent Non-executive Director; and (ix) Mr. Shen Xiaodong, a Non-executive Director.