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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 RESUMPTION OF TRADING

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 (i) 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; and (ii) the announcement of the Company dated 22 May 2022 in relation to certain inside information and continuation of trading halt of the Shares and the Notes.

Reference is also made to the announcement published by Jiayuan Services Holdings Limited (stock code: 1153) (“**Jiayuan Services**”) on 26 May 2022 and the announcement published by Jinke Smart Services Group Co., Ltd. (stock code: 9666) (“**Jinke Smart Services**”) on 24 May 2022, respectively.

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.

POTENTIAL DISPOSAL OF JIAYUAN SERVICES

The Board would like to announce that on 22 May 2022, the Company, Chuangyuan Holdings Limited (a wholly-owned subsidiary of the Company) (“**Chuangyuan Holdings**”) and Jinke Smart Services (Hong Kong) Limited (a wholly-owned subsidiary of Jinke Smart Services) (“**Jinke Smart Services HK**”) entered into a framework agreement (the “**Framework Agreement**”), pursuant to which, Chuangyuan Holdings intends to sell, and Jinke Smart Services HK intends to acquire, 450,000,000 ordinary shares in Jiayuan Services (the “**Potential Disposal**”), representing approximately 73.56% of the issued share capital of Jiayuan Services and the entire interest in Jiayuan Services indirectly held by the Company. Upon completion of the Potential Disposal, the Company (via Chuangyuan Holdings) will no longer hold any shares in Jiayuan Services.

The Framework Agreement does not create any legally binding obligations on the parties thereto to enter into the Potential Disposal. Save as disclosed above, as at the date of this announcement, no definitive agreement or arrangement in respect of the Potential Disposal has been entered into, and details and terms of the Potential Disposal are yet to be finalised. Therefore, the Potential Disposal may or may not proceed. If the Potential Disposal materialises, such transaction is expected to constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules and the Company will make further announcement(s) in compliance with the Listing Rules as and when appropriate.

SECURITY INTEREST CREATED OVER THE SHAREHOLDING INTEREST HELD BY THE CONTROLLING SHAREHOLDERS

Mingyuan Group Investment Limited (“**Mingyuan Investment**”) is a controlling shareholder of the Company and ultimately controlled by Mr. Shum Tin Ching, the chairman of the Company and a non-executive Director (“**Mr. Shum**” together with Mingyuan Investment, the “**Controlling Shareholders**”). Mr. Shum reported to the Board, for himself and on behalf of Mingyuan Investment, that as at the date of this announcement, the Controlling Shareholders in aggregate hold 3,666,962,136 Shares, representing approximately 74.69% of the issued share capital of the Company, out of which, 2,187,342,942 Shares, representing approximately 44.55% of the issued share capital of the Company, are subject to share pledges.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares and the Notes of the Company on the Stock Exchange was halted with effect from 10:21 a.m. on Wednesday, 18 May 2022 pending release of this announcement. The Company has applied to the Stock Exchange for a resumption of trading in the Shares and the Notes on the Stock Exchange with effect from 9:00 a.m. on Friday, 27 May 2022.

As the Potential Disposal may or may not proceed, the Shareholders, the 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, 26 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.