

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.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.

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 and Debt Stock Code: 40023, 40406, 40552, 40684, 40779)

**EXTENSION OF THE SIXTH EXTENDED EXPIRATION
DEADLINE AND THE SIXTH EXTENDED INSTRUCTION
FEE DEADLINE AND INSIDE INFORMATION
IN RELATION TO THE FOLLOWING NOTES**

Description of Debt Securities	ISIN/Common Code	Stock Code
11.375% Senior Notes due October 2022 (the “ First October 2022 Notes ”)	XS2475749300 247574930	Not applicable
12.0% Senior Notes due October 2022 (the “ Second October 2022 Notes ”)	XS2247215283 224721528	Not applicable
13.75% Senior Notes due February 2023 (the “ February 2023 Notes ”)	XS2066357034 206635703	40023
12.5% Senior Notes due April 2023 (the “ April 2023 Notes ”)	XS2233091359 223309135	40406
12.5% Senior Notes Due July 2023 (the “ July 2023 Notes ”)	XS2279822683 227982268	40552
11.0% Senior Notes Due February 2024 (the “ February 2024 Notes ”)	XS2333154867 233315486	40684

This announcement is made by Jiayuan International Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09(2), 13.19, 37.47A, 37.47B and 37.47E of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated August 24, 2022, September 2, 2022, September 14, 2022, September 23, 2022, October 6, 2022 and October 27, 2022 (the “**Announcements**”). Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcements.

The Company hereby announces that with immediate effect, the Sixth Extended Expiration Deadline is extended from 4:00 p.m., London Time on November 28, 2022 to 4:00 p.m., London Time on December 5, 2022 (the “**Seventh Extended Expiration Deadline**”). The Sixth Extended Instruction Fee Deadline has been extended from 4:00 p.m., London time on November 29, 2022 to 4:00 p.m., London time on December 6, 2022 (the “**Seventh Extended Instruction Fee Deadline**”). Correspondingly, subject to satisfaction or waiver of the conditions as set forth in the Exchange Offer and Consent Solicitation Memorandum, settlement of the New Notes and delivery of the Exchange Consideration to Eligible Holders whose Existing Notes have been validly tendered and accepted for exchange are expected to occur on or about December 7, 2022 (the “**Seventh Extended Settlement Date**”), and listing of the New Notes on the SGX-ST is expected to occur on or about December 8, 2022.

Eligible Holders who have validly tendered their Existing Notes and validly executed the Restructuring Support Agreement (or an accession to the Restructuring Support Agreement pursuant to the term thereof) do not need to take any action. Such instructions in connection with the Exchange Offer and the Restructuring Support Agreement remain valid and irrevocable.

Eligible Holders who have not tendered their Existing Notes may tender their Existing Notes at or prior to the Seventh Extended Expiration Deadline in accordance with the terms and conditions set forth in the Exchange Offer and Consent Solicitation Memorandum. An Eligible Holder of Existing Notes who wishes to participate in the Exchange Offer must (i) tender the Existing Notes it holds for exchange, and (ii) validly execute (or cause relevant beneficial owners to validly execute) the Restructuring Support Agreement (or an accession to the Restructuring Support Agreement pursuant to the terms thereof), each with respect to the entire holding of Existing Notes and in accordance with the terms, and subject to the conditions, of the Exchange Offer. Instructions in connection with the Exchange Offer are irrevocable.

Subject to the consummation of the Exchange Offer, the Company will pay, with respect to Existing Notes validly tendered and accepted for exchange at or prior to the Seventh Extended Expiration Deadline, the Exchange Consideration as set forth in the Exchange Offer and Consent Solicitation Memorandum on or prior to the Seventh Extended Settlement Date.

Except as set forth in the this announcement, all other terms and conditions of the Exchange Offer as set out in the Exchange Offer and Consent Solicitation Memorandum shall remain unchanged. All documents and materials related to the Exchange Offer will be made available, subject to eligibility, on the Exchange Website: <https://projects.morrowsodali.com/jiayuan>.

Pursuant to the terms of the First October 2022 Notes, all outstanding principal amount on the First October 2022 Notes together with the accrued and unpaid interest thereon have become due and payable on the maturity date of 29 October 2022. Pursuant to the terms of the Second October 2022 Notes, all outstanding principal amount on the Second October 2022 Notes together with the accrued and unpaid interest thereon have become due and payable on the maturity date of 30 October 2022. As a result of the maturity dates being non-business days, pursuant to the terms of the First October 2022 Notes and the Second October 2022 Notes, the payment due date would fall on 31 October 2022. As of the date of this announcement, the Company has not made payment of the outstanding principal of the First October 2022 Notes of US\$99,250,000 and interest thereon and the outstanding principal of the Second October 2022 Notes of US\$200,000,000 and interest thereon. Such non-payments have triggered an event of default under the terms of each of the February 2023 Notes and the April 2023 Notes.

As disclosed in the Announcements, the exchange offer of the First October 2022 Notes, the Second October 2022 Notes, the February 2023 Notes, the April 2023 Notes, the July 2023 Notes and the February 2024 Notes remains ongoing. To be fair to all creditors, the Company has suspended and will suspend any further payments under these senior notes and will continue its dialogue with holders of its senior notes in order to achieve a satisfactory result.

On behalf of the Board
Jiayuan International Group Limited
Shum Tin Ching
Chairman

Hong Kong, 31 October 2022

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, Mr. Gu Yunchang, Mr. Lin Shaoyong and Dr. He Shibin.