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**Jiayuan International Group Limited
(In Liquidation)**

佳源國際控股有限公司
(清盤中)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2768)

**(1) RESUMPTION GUIDANCE; AND
(2) UPDATE ON SUSPENSION OF TRADING**

This announcement is made by Jiayuan International Group Limited (In Liquidation) (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09 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 under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 31 March 2023, 3 April 2023, 5 May 2023 and 10 January 2024 in relation to, among other matters, the delay in publication of the annual results of the Group for the year ended 31 December 2022, the suspension of trading of the shares in the Company, the winding-up order against the Company and the appointment of the Liquidators (the “**Announcements**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

RESUMPTION GUIDANCE

On 9 January 2024, the Liquidators have been notified by the Stock Exchange that they had issued a letter dated 24 May 2023 to the Provisional Liquidator, setting out the following resumption guidance (the “**Resumption Guidance**”) for the Company:

- (a) publish all outstanding financial results required under the Listing Rules and address any audit modifications;

- (b) have the winding-up order against the Company withdrawn or dismissed and any liquidators (provisional or not) discharged;
- (c) demonstrate the Company's compliance with Rule 13.24; and
- (d) inform the market of all material information for the Company's shareholders and other investors to appraise the Company's position.

The Stock Exchange required that the Company must meet all resumption guidance, remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. The Stock Exchange also indicated that it may modify or supplement if the Company's situation changes.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on **2 October 2024**. If the Company fails to remedy the issues causing its trading suspension, fulfil the resumption guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by **2 October 2024**, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

While trading is suspended, the Company is also reminded of its obligations under the Listing Rules including, but not limited to, the following:

- (a) keep the duration of any trading suspension to the shortest possible period as required under Rule 6.05 of the Listing Rules;
- (b) comply with its continuing obligations under the Listing Rules at all times, for example, those applying to notifiable and/or connected transactions under Chapters 14 and 14A of the Listing Rules and publication of periodic financial results and reports and, if they are not available, management accounts under Rules 13.46 to 13.49 of the Listing Rules;
- (c) announce inside information required to be disclosed under Part XIVA of the Securities and Futures Ordinance; and

- (d) announce quarterly updates on its developments under Rule 13.24A of the Listing Rules including, among other relevant matters:
- its business operations;
 - its resumption plan with details of actions that it has taken and intends to take to remedy the issues causing its trading suspension, fulfil the resumption guidance and fully comply with the Listing Rules and resume trading. The resumption plan should be accompanied with a clear timeframe in respect of each stage of work under the plan with a view that the resumption guidance can be fulfilled and trading can resume as soon as practicable and, in any event before the 18-month period expires;
 - the progress of implementing its resumption plan; and
 - details of any material change to the resumption plan and, in the case of delay, the reasons and impact of such delay.

Further announcements will be made to update the shareholders and potential investors of the Company on any development in this regard, as and when appropriate, in accordance with the Listing Rules.

UPDATE ON BUSINESS OPERATIONS OF THE GROUP AND RESTRUCTURING PROGRESS

Since mid-2021, the Chinese real estate industry has undergone a period of intense adjustments. Due to adverse macroeconomic factors, waves of negative credit events and a decline in the availability of financing and investment, the liquidity pressure faced by the Group, has increased.

The industry-wide difficulties weakened homebuyers' confidence and affected the overall demand for real estate sales in China. As a result of the significant changes in market conditions, many real estate developers in China, including the Group, experienced a decline in operating and financing cash flows.

Since there are significant challenges affecting participants in the real estate industry, including end-users, developers, lenders and investors and there is much uncertainty as to the timing of a successful rebound, the Liquidators do not consider it likely that a suitable investor will be identified within the nine months timeframe to obtain a resumption of trading in the Company's shares. Therefore, the Liquidators will work with senior management of the Group with a view to formulating a restructuring of relevant debts of the Group.

In spite of the major challenges and numerous uncertainties currently present in the real estate industry in China, the Group has been making significant efforts to deliver its property development projects. The Liquidators will work closely with the Group's management to prioritise stabilising business operations in order to safeguard and preserve value for all stakeholders.

In view of the serious challenges facing the Company, including the fact that the Company is in liquidation, the existence of major uncertainties in the real estate sector in mainland China, and the limited time (nine months) available within which to formulate and submit a viable resumption plan to the Stock Exchange, the Liquidators are committed to working diligently with the Group's senior management and advisors to achieve a successful outcome. The ability to achieve a successful outcome that will maximise the benefits to relevant stakeholders will require all parties to demonstrate a willingness to cooperate with the Liquidators to achieve a successful restructuring of the Group, and a resumption of trading in the Company's shares.

The Liquidators will maintain active communication with creditors and will update the market as soon as practicable on any material development.

The Company will keep the shareholders and the investors informed by publishing further announcements as and when appropriate.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on The Stock Exchange has been suspended with effect from 9:00 a.m. on 3 April 2023 and will remain suspended until further notice.

The Company will make further announcements as and when appropriate.

Shareholders and potential investors of the Company who have any queries about the implication of the Resumption Guidance and the continued suspension of trading of the Company's shares should obtain appropriate professional advice.

Shareholders and potential investors should accordingly exercise caution when dealing with the shares of the Company.

For and on behalf of
Jiayuan International Group Limited
(In Liquidation)
Lai Kar Yan (Derek)
Chan Man Hoi (Ivan)
Hau Kai Ling (Cato)
Joint and Several Liquidators
Acting as agents without personal liability

Hong Kong, 15 January 2024

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

The affairs, business and property of the Company are being managed by the Liquidators who act as the agents of the Company only and without personal liability.