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Linkto Tech Limited <i>(Incorporated in Hong Kong with limited liability)</i>	Valuable Capital Limited 華盛資本證券有限公司 <i>(Incorporated in Hong Kong with limited liability)</i>	Jiayuan Services Holdings Limited 佳源服務控股有限公司 <i>(Incorporated in the Cayman Islands with limited liability) (Stock Code: 1153)</i>
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**JOINT ANNOUNCEMENT
DESPATCH OF COMPOSITE DOCUMENT
IN RELATION TO THE
MANDATORY UNCONDITIONAL CASH OFFER BY
VALUABLE CAPITAL LIMITED
FOR AND ON BEHALF OF THE JOINT OFFERORS
TO ACQUIRE ALL THE ISSUED SHARES OF
JIAYUAN SERVICES HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY THE JOINT OFFERORS
AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

Financial Adviser to the Joint Offerors

Grande Capital Limited



Independent Financial Adviser to the Independent Board Committee

TC Capital International Limited



References are made to (i) the announcement dated 27 October 2024 jointly issued by Linkto Tech Limited and Valuable Capital Limited (collectively, the “**Joint Offerors**”) and Jiayuan Services Holdings Limited (the “**Company**”) in relation to, among other things, the Sale and Purchase Agreement, the Offer, the resumption plan and progress and the continued suspension of trading; and (ii) the composite offer and response document jointly issued by the Company and the Joint Offerors dated 10 December 2024 (the “**Composite Document**”) together with the accompanying form of acceptance. Terms used in this joint announcement shall have the same meanings as defined in the Composite Document unless the context requires otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document (accompanied by the form of acceptance) setting out, among others, (i) further details of the Offer (including the expected timetable and the terms of the Offer); (ii) a letter from VCL containing details of the Offer; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders in respect of the Offer; (v) a letter of advice from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the Offer, have been despatched to the Shareholders on 10 December 2024 in accordance with the Takeovers Code.

Copies of the Composite Document and the accompanying Form of Acceptance are also available on the websites of the Stock Exchange and the Company.

EXPECTED TIMETABLE OF THE OFFER

The expected timetable of the Offer set out below, as reproduced from the Composite Document, is indicative only and may be subject to change. Any changes to the timetable will be jointly announced by the Company and the Joint Offerors as and when appropriate. All references to date and time contained in this joint announcement refer to Hong Kong date and time.

Event	Time & Date
Despatch date of the Composite Document and the Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Tuesday, 10 December 2024
Latest time and date for acceptance of the Offer (<i>Note 2</i>)	By 4:00 p.m. on Tuesday, 31 December 2024
Closing Date (<i>Note 2</i>)	Tuesday, 31 December 2024
Announcement of the results of the Offer (or its extension or revision, if any) on the website of the Stock Exchange (<i>Note 2</i>)	By 7:00 p.m. on Tuesday, 31 December 2024
Latest date for posting of remittances in respect of valid acceptances received at or before the latest time for acceptance of the Offer (<i>Note 3</i>)	Friday, 10 January 2025

Notes:

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Joint Offerors revise or extend the Offer in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the paragraph headed “RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days after the date of the Composite Document. The latest time and date for acceptance of the Offer is 4:00 p.m. on Tuesday, 31 December 2024 unless the Joint Offerors revise or extend the Offer in accordance with the Takeovers Code. The Joint Offerors have the right under the Takeovers Code to extend the Offer until such date as they may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be jointly issued by the Joint Offerors and the Company on the website of the Stock Exchange by no later than 7:00 p.m. on the Closing Date stating the result of the Offer and whether the Offer has been revised or extended. In the event that the Joint Offerors decide to revise the Offer, all Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms. The revised Offer must be kept open for at least 14 days after the date of the revised offer document(s) and shall not close earlier than the Closing Date.

If there is a tropical cyclone warning signal number 8 or above or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal:

- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the Closing Date, the time and date of the close of the Offer will remain at 4:00 p.m. on the same Business Day; or
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Closing Date, the time and date of the close of the Offer will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force at any time after 12:00 noon, or such other day as the Executive may approve.

Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Further details in this regard have been set out in Appendix I to the Composite Document.

3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Registrar of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code. The latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances. In such cases, the latest date for posting of remittances will be rescheduled to the following Business Day which does not have either of those warnings in force in Hong Kong at any time after 12:00 noon.

Save as mentioned above, if the latest time for acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Joint Offerors and the Company will notify the Independent Shareholders any changes to the expected timetable as soon as practicable by way of announcement(s).

WARNING

Shareholders are encouraged to read the Composite Document and the accompanying Form of Acceptance carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer or as to the action they should take. If the Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers. The Joint Offerors and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

By order of the board
Linkto Tech Limited
Sole Director
Gao Yuanlan

By order of the board
Valuable Capital Limited
Chief Executive Officer
Cheung Ting

By order of the Board
Jiayuan Services Holdings Limited
Executive Director
Pang Bo

Hong Kong, 10 December 2024

As at the date of this joint announcement, the executive Directors of the Board are Mr. Pang Bo and Mr. Bao Guojun; and the independent non-executive Directors are Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Joint Offerors and parties acting in concert with any of them) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Joint Offerors and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Cheung Ting, Mr. Lee Ching, Mr. Wong Kwong Tung and Mr. Zhou Teng are the directors of VCL, and Liu Yunli, Cheung Ting, Xu Ge, Deng Qingxu, Wu Weifa, Li Jinji and Lee Ching are the directors of VCGL. The directors of VCL and the directors of VCGL jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and Linkto), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors and the director of Linkto) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Madam Gao is the sole director of Linkto. The director of Linkto accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, VCGL and VCL), and confirms, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors, the directors of VCL and the directors of VCGL) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

The English text of this joint announcement shall prevail over its Chinese text.