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Jiayuan Services Holdings Limited
佳源服務控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1153)

**APPOINTMENT OF JOINT COMPANY SECRETARY
AND
WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

APPOINTMENT OF JOINT COMPANY SECRETARY

The board (the “**Board**”) of directors (the “**Director(s)**”) of Jiayuan Services Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Wu Hao (“**Mr. Wu**”) has been appointed as a joint company secretary of the Company with effect from 28 December 2024.

The biographical details of Mr. Wu are set out as below:

Mr. Wu is currently an investment development manager of Zhejiang Zhixiang Dacheng Property Services Group Co., Ltd.* (浙江智想大成物業服務集團有限公司), an indirect wholly-owned subsidiary of the Company. Mr. Wu joined the Group in 2020 and is responsible for, among other things, providing assistance in developing strategies and development plans of the Group, analysing and mapping out industry information and development trends in the market, analysis, evaluating and conducting due diligence on acquisition projects, etc. Mr. Wu has over 19 years of experience in the financial analysis and investment industry, where he has previously served as investment director or financial analyst of investment companies in the PRC prior to joining the Group. Mr. Wu obtained the certificate from the CFA Institute (Chartered Financial Analyst Institute) in September 2019 and has passed all the required subjects of the professional stage of the National Uniform CPA Examination of the PRC in November 2023. He obtained his Master of Business Administration from the Zhejiang University of Finance & Economics in June 2024 and his bachelor degree in finance management from the Shanghai University of International Business and Economics in July 2005.

Upon his appointment, Mr. Wu will, together with Ms. Leung Kwan Wai (“**Ms. Leung**”), the existing company secretary of the Company, act as joint company secretaries of the Company. Ms. Leung is a senior manager of Company Secretarial Services Division of Vistra Group with over 18 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Leung is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute (formerly The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly The Institute of Chartered Secretaries and Administrators). Ms. Leung is not an individual employee of the Company, but acts as an external service provider. The Company will nominate Mr. Wu as its contact point for Ms. Leung in respect of the company secretarial matters.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Wu currently does not possess the relevant qualifications of a company secretary as required under Rule 3.28 of the Listing Rules. However, having taken into consideration that (1) Mr. Wu joined the Group in 2020 and had in-depth knowledge in the business and operations of the Company and the Group, which are substantially based and conducted in mainland China, as well as understanding of the corporate governance matters of the Group; (2) Mr. Wu had certain experience of providing assistances to Mr. Pang Bo when the latter was discharging his duties as the then joint company secretary of the Company; (3) Mr. Wu’s academic and professional qualifications as abovementioned; (4) Mr. Wu agrees to take the relevant CPA examinations in mainland China and in Hong Kong within the next 3 years to gain further recognition of his professional qualifications; and (5) Ms. Leung, who has the qualification and experience of a company secretary as required under Rule 3.28 of the Listing Rules, will continue to serve as a joint company secretary and assist Mr. Wu in jointly performing the functions of joint company secretaries, the Board is of the view that Mr. Wu is capable of discharging the duties of a joint company secretary who can attend to the day-to-day corporate secretarial matters and communicate with various divisions within the Group.

In addition, the Company will also take steps in ensuring Mr. Wu will attend no less than 15 hours of appropriate seminars and/or training courses that are relevant to a company secretary’s roles and duties in each financial year in order to comply with the annual professional training requirements set out in Rule 3.29 of the Listing Rules. Further, Mr. Wu will also be advised by professional parties (including legal advisers) engaged by the Company if and when necessary.

In light of the above, the Company has applied for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”) with respect to the appointment of Mr. Wu as a joint company secretary of the Company for a period of three (3) years commencing from the date of his appointment (the “**Waiver Period**”) on the following conditions:

- (1) Mr. Wu must be assisted by Ms. Leung during the Waiver Period; and
- (2) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

The Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. Wu, having had the benefit of Ms. Leung’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to welcome Mr. Wu on his appointment.

By order of the Board
Jiayuan Services Holdings Limited
Li Meng
Chairman and Executive Director

Hong Kong, 27 December 2024

As at the date of this announcement, the Board comprises ten Directors, of which Mr. Li Meng (Chairman), Mr. Xin Bing, Mr. Pang Bo and Mr. Bao Guojun are the executive Directors, and Mr. Zhang Chen, Ms. Cui Yan, Mr. Cai Sitao, Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin are the independent non-executive Directors.

* *For identification purpose only*