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<b>Linkto Tech Limited</b> <i>(Incorporated in Hong Kong with limited liability)</i>	<b>Valuable Capital Limited</b> <b>華盛資本證券有限公司</b> <i>(Incorporated in Hong Kong with limited liability)</i>	<b>Jiayuan Services Holdings Limited</b> <b>佳源服務控股有限公司</b> <i>(Incorporated in the Cayman Islands with limited liability)</i> <b>(Stock Code: 1153)</b>
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## JOINT ANNOUNCEMENT

- (1) CLOSE OF 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)**
- (2) RESULTS OF THE OFFER;  
(3) SETTLEMENT OF THE OFFER;  
(4) PUBLIC FLOAT OF THE COMPANY; AND  
(5) RESIGNATION OF DIRECTORS**

Financial adviser to the Joint Offerors

Grande Capital Limited



Independent Financial Adviser to the Independent Board Committee

TC Capital International Limited



Reference is made to the composite offer and response document jointly issued by Linkto Tech Limited and Valuable Capital Limited (collectively, the “**Joint Offerors**”) and Jiayuan Services Holdings Limited (the “**Company**”) dated 10 December 2024 in connection with the Offer (the “**Composite Document**”). Terms used in this joint announcement shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

## **CLOSE OF THE OFFER**

The Joint Offerors and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 31 December 2024 and the Offer was not further revised or extended by the Joint Offerors.

## **RESULTS OF THE OFFER**

At 4:00 p.m. on Tuesday, 31 December 2024, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Joint Offerors had received 6 valid acceptances in respect of a total of 162,046 Offer Shares (the “**Acceptance Shares**”) under the Offer, representing approximately 0.03% of the entire issued share capital of the Company as at the date of this joint announcement.

## **SETTLEMENT OF THE OFFER**

Based on the 162,046 Acceptance Shares under the Offer and the Offer Price of HK\$0.22 per Offer Share, the total cash consideration of the Offer is approximately HK\$35,650.1.

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 in respect of valid acceptance received under the Offer is Friday, 10 January 2025.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately before Completion, the Joint Offerors and parties acting in concert with any of them were interested in 450,000,000 Shares, representing approximately 73.56% of the total issued share capital of the Company, in the capacity of holder of a security interest.

Immediately after Completion and before the Offer was made, the Joint Offerors and parties acting in concert with any of them were interested in 450,000,000 Shares, representing approximately 73.56% of the total issued share capital of the Company.

Immediately following the close of the Offer and as at the date of this joint announcement, taking into account the Acceptance Shares (subject to the completion of the transfer to the Joint Offerors of such Acceptance Shares acquired by them under the Offer) and the Shares already owned by the Joint Offerors and parties acting in concert with any of them, the Joint Offerors and parties acting in concert with any of them are interested in an aggregate of 450,162,046 Shares, representing approximately 73.59% of the total issued Shares as at the date of this joint announcement.

Save as disclosed above, none of the Joint Offerors and parties acting in concert with any of them have (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; (ii) acquired or agreed to acquire any Shares or other securities of the Company or rights over Shares since the commencement of the Offer Period and up to the date of this joint announcement; or (iii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company since the commencement of the Offer Period and up to the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately after Completion and before the commencement of the Offer Period; and (ii) immediately upon the close of the Offer and as at the date of this joint announcement (subject to the completion of the transfer to the Joint Offerors of such Acceptance Shares acquired by them under the Offer):

	<b>Immediately after Completion and before the commencement of the Offer Period</b>		<b>Immediately upon the close of the Offer (assuming that the transfer of the Acceptance Shares to the Joint Offerors has been completed) and as at the date of this joint announcement</b>	
	<i>No. of Shares</i>	<i>Approximate % (Note)</i>	<i>No. of Shares</i>	<i>Approximate % (Note)</i>
<b>The Joint Offerors and parties acting in concert</b>				
Linkto	–	–	162,046	0.03
VCL	450,000,000	73.56	450,000,000	73.56
<b>Sub-total – the Joint Offerors and parties acting in concert</b>	450,000,000	73.56	450,162,046	73.59
Other Public Shareholders	161,709,000	26.44	161,546,954	26.41
<b>Total</b>	<b>611,709,000</b>	<b>100.00</b>	<b>611,709,000</b>	<b>100.00</b>

*Note:*

The percentage had been calculated on the basis of 611,709,000 issued Shares as at the date of this joint announcement.

## **PUBLIC FLOAT**

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer of the Acceptance Shares, 161,546,954 Shares, representing approximately 26.41% of the entire issued share capital of the Company, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

## RESIGNATION OF DIRECTORS

The Board announces that with immediate effect after the publication of this joint announcement on 31 December 2024:

- (i) each of Mr. Pang Bo and Mr. Bao Guojun has resigned as an executive Director; and
- (ii) each of Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin has resigned as an independent non-executive Director.

The resignation of the resigning Directors was in connection with the change in control of the Company after close of the Offer. Each of the resigning Directors has confirmed that he/she has no disagreement with the Board and there are no matters relating to his/her resignation which need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its gratitude to the resigning Directors for their contributions to the Company during their terms of service.

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**  
*Chairman and Executive Director*  
**Li Meng**

Hong Kong, 31 December 2024

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

*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.*