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## **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)**

### **ANNOUNCEMENT**

#### **PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER**

This announcement is made by **Jiayuan International Group Limited** (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company was notified by Mingyuan Group Investment Limited (“**Mingyuan Investment**”), one of the controlling shareholders of the Company (as defined in the Listing Rules) and a company wholly-owned by Mr. Shum Tin Ching, the chairman, the non-executive director and one of the controlling shareholders of the Company, that on 19 December 2016 (after trading hours), Mingyuan Investment entered into a share charge agreement with CTI Capital Management Limited (“**CTICM**”), pursuant to which, Mingyuan Investment has agreed to pledge 280,000,000 shares of nominal value of HK\$0.01 each in the share capital of the Company (the “**Pledged Shares**”) held by it in favour of CTICM as one of the securities for a term loan granted by CTICM to an Australian company with majority shares indirectly owned by Mr. Shum Tin Ching.

As at the date of this announcement, (i) Mingyuan Investment holds 1,350,000,000 Shares, representing approximately 72.29% of the issued share capital of the Company; and (ii) the 280,000,000 Pledged Shares under the share charge agreement represent approximately 14.99% of the issued share capital of the Company.

CTICM is a company incorporated under the laws of Hong Kong with limited liability and a wholly-owned subsidiary of CITIC Trust Co. Ltd. It conducts both regulated and unregulated activities in the Hong Kong financial market and also participates in cross-border transactions.

To the best of the knowledge, information and belief of the directors of the Company, after having made all reasonable enquires, CTICM and its ultimate owner(s) are independent of the Company and its connected persons (as defined in the Listing Rules).

The above pledge of Pledged Shares does not fall within the scope of Rule 13.17 of the Listing Rules.

By Order of the Board  
**Jiayuan International Group Limited**  
**Shum Tin Ching**  
*Chairman*

Hong Kong, 19 December 2016

*As at the date of this announcement, the non-executive Director is Mr. Shum Tin Ching; the executive Directors are Mr. Huang Fuqing, Ms. Cheuk Hiu Nam and Mr. Wang Jianfeng; and the independent non-executive Directors are Mr. Tai Kwok Leung, Alexander, Dr. Cheung Wai Bun, Charles, JP and Mr. Gu Yunchang.*