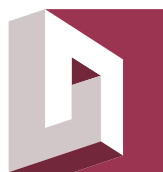


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The Issuer (as defined below) has not registered and does not intend to register any of the securities described herein under the U.S. Securities Act of 1933, as amended (the “US Securities Act”), or the securities law of any state of the United States or other jurisdiction. The securities described herein may not be offered or sold in the United States (as defined in Regulation S under the US Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any applicable state or local securities laws in the United States.



Jiayuan International Group Limited
佳源國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

**OFFER TO EXCHANGE UP TO THE EXCHANGE CAP OF THE
OUTSTANDING 12.00% SENIOR NOTES DUE 2020 ISSUED BY
JIAYUAN INTERNATIONAL GROUP LIMITED
(ISIN: XS1877991718/COMMON CODE: 187799171)**

Upon the terms and subject to the conditions set forth in the exchange offer memorandum dated 26 June 2019 (the “**Exchange Offer Memorandum**”), Jiayuan International Group Limited (the “**Issuer**”) is offering to exchange (the “**Exchange Offer**”) up to an aggregate principal amount as determined below (the “**Exchange Cap**”) of the outstanding 12.00% senior notes due 2020 (the “**Existing Notes**”) for the Issuer’s new debt securities (the “**New Notes**”).

The Exchange Cap for the Exchange Offer is US\$150,000,000.

**The minimum coupon rate for the New Notes is 13.75% per annum
with minimum yield to put of 15.00% per annum.**

The tenor for the New Notes is 2 years and 8 months puttable after 1 year and 8 months.

The yield for the New Notes is expected to be announced on 5 July 2019.

The Issuer reserves the right, but is not obligated, to increase or decrease the Exchange Cap in its sole discretion without extending the exchange expiration deadline of 4 July 2019 (4:00 p.m., London time).

You must make your own decision whether to tender your Existing Notes for exchange in the Exchange Offer. Neither the Issuer nor the Information and Exchange Agent (as set out below), nor any other person is making any recommendation as to whether or not you should tender your Existing Notes for exchange in the Exchange Offer.

In making your investment decision, you should rely only on the information contained in the Exchange Offer Memorandum.

All documents related to the Exchange Offer will be made available, subject to eligibility, on the Exchange Website: <https://sites.dfkingltd.com/jiayuan/>.

Questions about the terms of the Exchange Offer tender or exchange procedures should be directed to the Information and Exchange Agent at its addresses and telephone numbers set forth below. Beneficial owners may also contact their brokers, dealers, commercial banks, trust companies or other nominee for assistance concerning the Exchange Offer.

The Information and Exchange Agent for the Exchange Offer is:

D.F. King

In London:
65 Gresham Street
London EC2V 7NQ
United Kingdom

Telephone:
+44 20 7920 9700

In Hong Kong:
Suite 1601, 16/F, Central Tower
28 Queen's Road Central
Central, Hong Kong

Telephone:
+852 3953 7231

Email: jiayuan@dfkingltd.com
Exchange Website: <https://sites.dfkingltd.com/jiayuan>

This notice does not constitute an offer to sell, or a solicitation of an offer to buy, any New Notes and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The New Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended or the securities laws of any state of the United States or other jurisdiction. The exchange offer described in the Exchange Offer Memorandum is not being made, directly or indirectly, in or into the United States, or by the use of mails, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, e-mail and other forms of electronic transmission) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States and no exchange offer may be made by any such use, means, instrumentality from or within the United States.

The distribution of the Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Holders of Existing Notes and any other person into whose possession the Exchange Offer Memorandum comes are required by the Issuer and D.F. King to inform themselves about, and to observe, any such restrictions.