

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities nor is it calculated to invite any such offer or invitation. In particular, this announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong or elsewhere.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration under the United States Securities Act of 1933, as amended (the “US Securities Act”). Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, its management, as well as financial statements. The securities described herein have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, or to or for the account or benefit of the US persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in accordance with any applicable United States state securities laws. Jiayuan International Group Limited does not intend to register any part of the offering in the United States or to conduct a public offering of securities in the United States. The securities are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. This announcement is not for release, publication or distribution, in whole or in part, directly or indirectly, in, into or from the United States or any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.



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)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
JIAYUAN SERVICES HOLDINGS LIMITED
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**RECORD DATE FOR ASSURED ENTITLEMENT
AND CLOSURE OF REGISTER OF MEMBERS**

The Record Date for the purpose of determining the Assured Entitlement will be Tuesday, 27 October 2020. The register of members of the Company will be closed on Tuesday, 27 October 2020 where no transfer of the Shares will be registered on Tuesday, 27 October 2020.

The Proposed Spin-off is conditional upon, among other things, the approval of the Listing Committee for the listing of, and permission to deal in, the Jiayuan Services Shares, the final decision of the Board and the board of directors of Jiayuan Services, which are dependent upon, among others, market conditions and other considerations. Accordingly, the Proposed Spin-off may or may not occur. Shareholders and other investors should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

INTRODUCTION

Reference is made to the announcement of the Company dated 26 June 2020 in relation to the Proposed Spin-off.

The Company intends to spin-off Jiayuan Services by way of the Global Offering and a separate listing of the Jiayuan Services Shares on the Main Board of the Stock Exchange. The Global Offering comprises of the Hong Kong Public Offering and the International Offering (including the Preferential Offering).

In accordance with the requirements of PN15 of the Listing Rules, the Board proposes to give due regard to the interests of the Shareholders by providing the Qualifying Shareholders with the Assured Entitlement by way of the Preferential Offering, if the Proposed Spin-off proceeds. Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering and the terms of the Assured Entitlement, have not yet been finalised and further announcement(s) will be made by the Company as and when appropriate.

The purpose of this announcement is to inform the Shareholders of the Record Date for the purpose of determining the Assured Entitlement.

Shareholders whose names appear on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholders) will be entitled to apply for the Jiayuan Services Shares on an assured basis pursuant to the Preferential Offering, and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced.

Subject to the relevant legal restrictions and regulatory requirements, the Qualifying Shareholders (regardless of whether they choose to participate in the Preferential Offering or not) and Shareholders who are not Qualifying Shareholders (or who do not satisfy the basis of the Assured Entitlement) may also either (i) apply for the Jiayuan Services Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for the Jiayuan Services Shares under the International Offering, if qualified to do so.

Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

The Record Date for the purpose of determining the Assured Entitlement will be Tuesday, 27 October 2020. The register of members of the Company will be closed on Tuesday, 27 October 2020 where no transfer of the Shares will be registered on Tuesday, 27 October 2020.

In order to qualify for the Assured Entitlement, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 23 October 2020.

As the final dates of registration and issue of the prospectus of Jiayuan Services have not yet been determined, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off.

In the event that there is a change in the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement, a further announcement will be made by the Company and such revised Record Date and closure of the register of members of the Company will supersede and replace the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement set out in this announcement.

GENERAL

Details in respect of the Proposed Spin-off, including the structure and the expected timetable, have not yet been finalised. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

The Proposed Spin-off is conditional upon, among other things, the approval of the Listing Committee for the listing of, and permission to deal in, the Jiayuan Services Shares, the final decision of the Board and the board of directors of Jiayuan Services, which are dependent upon, among others, market conditions and other considerations. Accordingly, the Proposed Spin-off may or may not occur. Shareholders and other investors should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Assured Entitlement”	the entitlement of the Qualifying Shareholders to apply for the Jiayuan Services Shares on an assured basis under the Preferential Offering to be determined on the basis of their respective shareholdings in the Company at 4:30 p.m. on the Record Date;
“Board”	the board of Directors;
“Company”	Jiayuan International Group Limited (佳源國際控股有限公司) (stock code: 2768), an exempted company incorporated in the Cayman Islands with limited liability on 5 May 2015, the shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	directors of the Company;
“Global Offering”	the Hong Kong Public Offering and the International Offering (including the Preferential Offering);
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Public Offering”	the offer of the Jiayuan Services Shares for subscription by the public in Hong Kong on the terms and conditions to be set out in the prospectus and application forms of Jiayuan Services;
“International Offering”	the offer of the Jiayuan Services Shares by the international underwriters of Jiayuan Services outside the United States in offshore transactions in accordance with Regulation S;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

“Non-Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company as of 4:30 p.m. on the Record Date and whose addresses as shown on such register are in any of the jurisdictions, which the Company and Jiayuan Services consider it necessary or expedient to exclude from the Preferential Offering on account of the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant body or stock exchange in that jurisdiction;
“PN15”	Practice Note 15 to the Listing Rules;
“Jiayuan Services”	Jiayuan Services Holdings Limited (佳源服務控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 5 March 2020;
“Jiayuan Services Shares”	ordinary shares with nominal value of HK\$0.01 each in the share capital of Jiayuan Services;
“PRC”	the People’s Republic of China;
“Preferential Offering”	the preferential offering of Jiayuan Services Shares to Qualifying Shareholders as the Assured Entitlement in the Global Offering;
“Proposed Spin-off”	the proposed spin-off and separate listing of the Jiayuan Services Shares on the Main Board of the Stock Exchange;
“Qualifying Shareholders”	Shareholders whose names appear in the register of members of the Company on the Record Date, other than Non-Qualifying Shareholders;
“Record Date”	27 October 2020, being the record date for ascertaining the Qualifying Shareholders who shall be entitled to the Assured Entitlement;
“Regulation S”	Regulation S under the U.S. Securities Act;
“Shares”	the ordinary shares of par value of HK\$0.01 each of the Company;
“Shareholder(s)”	shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“United States”

the United States of America; and

“%”

Percentage.

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

Hong Kong, 9 October 2020

As at the date of this announcement, the Board comprises: (i) Mr. Shum Tin Ching, the Chairman and a Non-executive Director; (ii) Mr. Zhang Yi, a Vice Chairman and an Executive Director; (iii) Mr. Huang Fuqing, a Vice Chairman and an Executive Director; (iv) Ms. Cheuk Hiu Nam, an Executive Director; (v) Mr. Wang Jianfeng, an Executive Director; (vi) Mr. Tai Kwok Leung, Alexander, an Independent Non-executive Director; (vii) Dr. Cheung Wai Bun, Charles, JP, an Independent Non-executive Director; (viii) Mr. Gu Yunchang, an Independent Non-executive Director; and (ix) Mr. Shen Xiaodong, a Non-executive Director.