

*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.*



**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**

### **UPDATE ON DIRECTOR INFORMATION PURSUANT TO LISTING RULE 13.51B(2)**

This announcement is made by Jiayuan International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51B(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to a change in information of Dr. Cheung Wai Bun, Charles, J.P. (“**Dr. Cheung**”), an independent non-executive director of the Company, required to be disclosed pursuant to Rule 13.51(2)(1) of the Listing Rules.

#### **DIRECTORSHIP HELD IN AN ANOTHER LISTED COMPANY**

On 1 September 2014, Dr. Cheung was appointed as an independent non-executive director of Yin He Holdings Limited (stock code: 8260) (“**Yin He**”), a company incorporated under the laws of Cayman Islands with limited liability and whose shares are listed on the GEM Board of the Stock Exchange and the trading of the shares of Yin He had been suspended since 2 July 2021 up to the date of this announcement. Dr. Cheung resigned as an independent non-executive director of Yin He with effect from 23 August 2021.

The Company has been notified by Dr. Cheung that it has recently come to his attention that a winding-up order (the “**Winding-up Order**”) was granted by the High Court of The Hong Kong Special Administrative Region (the “**High Court**”) on 14 February 2022 in relation to the winding-up of Yin He.

According to the announcements published by Yin He: (a) on 26 November 2021, a petition (the “**Petition**”) was filed by Ms. Wu Peina (the “**Petitioner**”) to the High Court for the winding up of Yin He pursuant to section 327 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) on the ground that Yin He was unable to pay its debts owed to the Petitioner in the sum of HK\$10,285,753.29 plus interest in respect of a subscription agreement between Yin He and the Petitioner on or about 7 February 2018; (b) on 13 December 2021, a Notice of Intention to Appear on Petition was filed by Ms. He Hongling (the “**Supporting Creditor**”) supporting the winding-up of Yin He, on the ground that she was a creditor of Yin He in the sum of HK\$6,306,894; and (c) the Petition was scheduled to be heard before a master of the High Court on 9 February 2022. Based on the search results of public records, the Winding-up Order was granted by the High Court on 14 February 2022 in relation to the winding-up of Yin He with the Official Receiver being appointed as the provisional liquidator.

Dr. Cheung has confirmed to the Company that (i) he has no connection with and no involvement in the matters relating to the Petition, the underlying claims of the Petitioner and the Supporting Creditor against Yin He, the Winding-up Order nor the appointment of the provisional liquidator (the “**Relevant Matters**”); (ii) the Relevant Matters took place after his resignation as an independent non-executive director of Yin He and he has no knowledge of the Relevant Matters save and except from publicly available information; and (iii) he is not one of the respondents of the Petition nor a party of such winding up proceedings and is not aware of any actual or potential claim that has been or will be made against him as a result of the Relevant Matters.

#### **DISCLOSURE UNDER LISTING RULE 13.51B(2)**

Dr. Cheung resigned as an independent non-executive director of Yin He with effect from 23 August 2021. The Relevant Matters took place within 12 months after Dr. Cheung ceasing to be an independent non-executive director of Yin He. Dr. Cheung is an independent non-executive director of the Company and the Relevant Matters fall under the ambit of Rule 13.51(2)(l) of the Listing Rules, being a change in information of Dr. Cheung required to be disclosed by way of an announcement by the Company as required under Rule 13.51B(2) of the Listing Rules.

The board of directors (the “**Board**”) and the nomination committee of the Company confirm that nothing in relation to the Relevant Matters changes their view in relation to the suitability of Dr. Cheung to act as an independent non-executive director of the Company, as the underlying incident of the Relevant Matters did not involve any mismanagement or integrity issue on the part of Dr. Cheung. The Board is of the view that Dr. Cheung’s experience, knowledge and professionalism is valuable to the Group and is confident in Dr. Cheung’s continual contribution to the Group.

Save as disclosed above, there is no other matter in relation thereto that needs to be brought to the attention of the shareholders and potential investors of the Company.

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

Hong Kong, 14 March 2022

*As at the date of this announcement, the Board of the Company 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) Mr. Wang Jianfeng, a Vice President and an Executive Director; (v) Ms. Cheuk Hiu Nam, a Joint Company Secretary and 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.*