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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)

COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE

Placing Agents



The Company is pleased to announce that completion of the Placing and the Subscription took place on 9 June and 19 June 2017, respectively. The Company received a total net proceeds of approximately HK\$1,166.5 million from the Placing and the Subscription and intends to use the net proceeds from the Placing and the Subscription primarily for acquisition of land bank and general working capital.

Reference is made to the announcement of the Company dated 6 June 2017 (the “**Announcement**”) in relation to, among other matters, the Placing and the Subscription. Unless otherwise stated, terms defined in the Announcement shall have the same meanings when used herein.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Company is pleased to announce that completion of the Placing and the Subscription took place on 9 June and 19 June 2017, respectively.

Placing

All the conditions precedent of the Placing were fulfilled and completion of the Placing took place on 9 June 2017.

A total of 352,500,000 Placing Shares were successfully placed at the Placing Price of HK\$3.35 per Share to not less than six independent Placees selected and/or procured by or on behalf of the Placing Agents. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Placees and its ultimate beneficial owner(s) is independent of and not connected with the Vendor, the Company and its connected persons or any of their respective associates. None of the Placees and their ultimate beneficial owner(s) has become a substantial shareholder (as defined under the Listing Rules) of the Company upon taking up the Placing Shares.

The Placing Shares represent (i) approximately 18.88% of the issued share capital of the Company prior to completion of the Subscription; and (ii) 15.88% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Subscription

All the conditions precedent of the Subscription were fulfilled and completion of the Subscription took place on 19 June 2017.

A total of 352,500,000 Subscription Shares (equal to the number of the Placing Shares successfully placed under the Placing) were subscribed by the Vendor at the Subscription Price of HK\$3.35 per Share. The Company will pay and/or reimburse all the expenses incurred by the Vendor in relation to the Placing and the Subscription.

The Subscription Shares represent (i) approximately 18.88% of the issued share capital of the Company prior to the completion of the Subscription; and (ii) approximately 15.88% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

NET PROCEEDS

The Company received a total net proceeds from the Placing and the Subscription of approximately HK\$1,166.5 million and intends to use the net proceeds from the Placing and the Subscription primarily for acquisition of land bank and general working capital.

EFFECTS OF THE PLACING AND THE SUBSCRIPTION

The table below sets out the shareholding structure of the Company before and after the Placing and the Subscription:

	Immediately before completion of the Placing and the Subscription		Immediately after completion of the Placing but before completion of the Subscription		Immediately after completion of the Placing and the Subscription	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
The Vendor	1,350,000,000	72.29	997,500,000	53.41	1,350,000,000	60.81
Public Shareholders	517,500,000	27.71	870,000,000	46.59	870,000,000	39.19
	<u>1,867,500,000</u>	<u>100.00</u>	<u>1,867,500,000</u>	<u>100.00</u>	<u>2,220,000,000</u>	<u>100.00</u>

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

Hong Kong, 19 June 2017

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.