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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)**

**DISCLOSEABLE AND CONNECTED TRANSACTION**

**ACQUISITION OF THE TARGET GROUP  
HOLDING SHANGHAI PROJECTS  
AND  
THE ISSUE OF CONSIDERATION SHARES  
UNDER SPECIFIC MANDATE**

**SALE AND PURCHASE AGREEMENT**

The Board is pleased to announce that on 5 June 2018 (after trading hours), the Company entered into the Sale and Purchase Agreement with Mr. Shum, pursuant to which, the Company has conditionally agreed to acquire and Mr. Shum has conditionally agreed to sell the Sale Share, representing the entire issued share capital of the Target Company, at a consideration of HK\$693,628,828, which will be settled (i) as to HK\$277,451,552 by the allotment and issue of the 19,566,400 Consideration Shares by the Company to Mr. Shum or his nominee(s) at the Issue Price of HK\$14.18 per Consideration Share; and (ii) as to HK\$416,177,276 in cash.

Upon Completion, each of the Target Group companies will become a subsidiary of the Group and the Group will via the Target Group hold 90% equity interest in the Shanghai Projects.

The 19,566,400 Consideration Shares represent approximately 0.80% of the issued share capital of the Company as at the date of this announcement and approximately 0.79% of the issued share capital of the Company as enlarged by the Consideration Shares (assuming there will be no change in the total number of issued Shares of the Company between the date of this announcement and the allotment and issue of the Consideration Shares).

## **Specific Mandate**

The Directors will seek a specific mandate from the Independent Shareholders for the allotment and issue of the Consideration Shares to Mr. Shum or his nominee(s). An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

## **LISTING RULES IMPLICATIONS**

### **Discloseable Transaction**

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition exceed 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

### **Connected Transaction**

As at the date of this announcement, Mr. Shum, being the non-executive Director and the ultimate controlling shareholder of the Company, is interested in approximately 55.06% of the issued share capital of the Company, and thus, Mr. Shum is a connected person of the Company. The Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules. Voting at the EGM will be conducted by poll and Mr. Shum and his associates shall abstain from voting on the proposed resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM.

## **GENERAL**

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Sale and Purchase Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate).

An independent financial adviser will be appointed to advise the Independent Board Committee and Independent Shareholders regarding, among other things, the terms of the Sales and Purchase Agreement and transactions contemplated thereunder.

A circular containing, among other things, (i) further details of the Acquisition; (ii) the recommendations of the Independent Board Committee in relation to the Acquisition; (iii) a letter of advice from an independent financial adviser in relation to the Acquisition; (iv) the notice convening the EGM; and (v) other information as required under the Listing Rules, will be despatched by the Company to the Shareholders in accordance with the requirements of the Listing Rules. The circular is expected to be despatched by the Company to the Shareholders by 27 June 2018.

**Completion of the Acquisition is conditional upon the fulfilment of the conditions set out under the paragraph headed "Conditions precedent" in this announcement, which may or may not be fulfilled. Accordingly, the Acquisition may or may not proceed. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the Shares and other securities of the Company.**

## **INTRODUCTION**

The Board is pleased to announce that on 5 June 2018 (after trading hours), the Company entered into the Sale and Purchase Agreement with Mr. Shum, pursuant to which, the Company has conditionally agreed to acquire and Mr. Shum has conditionally agreed to sell the Sale Share, representing the entire issued share capital of the Target Company, at a consideration of HK\$693,628,828, which will be settled (i) as to HK\$277,451,552 by the allotment and issue of the 19,566,400 Consideration Shares by the Company to Mr. Shum or his nominee(s) at the Issue Price of HK\$14.18 per Consideration Share; and (ii) as to HK\$416,177,276 in cash.

Principal terms of the Sale and Purchase Agreement are set out as follows:

## **SALE AND PURCHASE AGREEMENT**

### **Date**

5 June 2018

### **Parties**

- (i) the Company, as purchaser; and
- (ii) Mr. Shum, as vendor.

### **Subject matter to be acquired**

The Company has conditionally agreed to acquire and Mr. Shum has conditionally agreed to sell the Sale Share, representing the entire issued share capital of the Target Company. The Company has the right to nominate and designate a wholly-owned subsidiary to take up the Sale Share upon Completion.

Pursuant to the Sale and Purchase Agreement, Mr. Shum agreed to procure the implementation of the Reorganisation, and completion of which is a condition precedent to Completion. Upon completion of the Reorganisation, the Target Group will comprise, among others, the Target Company as the investment holding company and project companies holding the Shanghai Projects. Further information of the Target Group and the Reorganisation is set out in the paragraphs headed “Reorganisation” and “Information of the Target Group and the Shanghai Projects”, respectively, in this announcement.

## **Consideration**

The Consideration for the Acquisition is HK\$693,628,828, which will be settled by the Company in the following manners upon Completion:

- (i) as to HK\$277,451,552 shall be settled by the allotment and issue of the 19,566,400 Consideration Shares by the Company to Mr. Shum or his nominee(s) at the Issue Price of HK\$14.18 per Consideration Share; and
- (ii) as to HK\$416,177,276 shall be paid by the Company to Mr. Shum in cash which will be funded by the internal resources and/or bank borrowings of the Group.

The Consideration has been arrived at after arm's length negotiations between the parties, having taken into account of, among other factors, (a) the preliminary appraised value of the Shanghai Projects in the amount of RMB1,759,895,000 (equivalent to approximately HK\$2,152,879,554) prepared by an independent property valuer engaged by the Company; (b) the pro forma assets and liabilities of the Target Group assuming the Reorganisation had been completed as of 30 April 2018; (c) the retained profit of the Target Group in the amount of RMB622,915,567 (equivalent to approximately HK\$762,012,613) as of 30 April 2018 declared and distributed as dividend prior to Completion; and (d) the acquisition of a 90% equity interest in the Target Group.

## **The Consideration Shares**

The 19,566,400 Consideration Shares represent approximately 0.80% of the issued share capital of the Company as at the date of this announcement and approximately 0.79% of the issued share capital of the Company as enlarged by the Consideration Shares (assuming there will be no change in the total number of issued Shares of the Company between the date of this announcement and the allotment and issue of the Consideration Shares).

The Issue Price of HK\$14.18 per Consideration Share represents:

- (i) a discount of approximately 3.54% to the closing price per Share of HK\$14.70 as quoted on the Stock Exchange on 5 June 2018, being the date of the Sale and Purchase Agreement;
- (ii) a discount of approximately 5.79% to the average closing price per Share of HK\$15.05 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Sale and Purchase Agreement; and
- (iii) a discount of approximately 7.49% to the average closing price per Share of HK\$15.33 as quoted on the Stock Exchange for the last ten consecutive trading days immediately preceding the date of the Sale and Purchase Agreement.

The Issue Price was determined on an arm's length basis between the Company and Mr. Shum and was arrived at a 7% discount to the average closing price of approximately HK\$15.25 per Share as quoted on the Stock Exchange for the last 20 consecutive trading days immediately prior to the date of the Sale and Purchase Agreement. The Directors (excluding the independent non-executive Directors, who shall provide their views after taking into account of the advice of an independent financial adviser) consider that the Issue Price is fair and reasonable.

## **Conditions precedent**

Completion of the Sale and Purchase Agreement is conditional upon fulfilment or, where applicable, waiver of the following conditions:

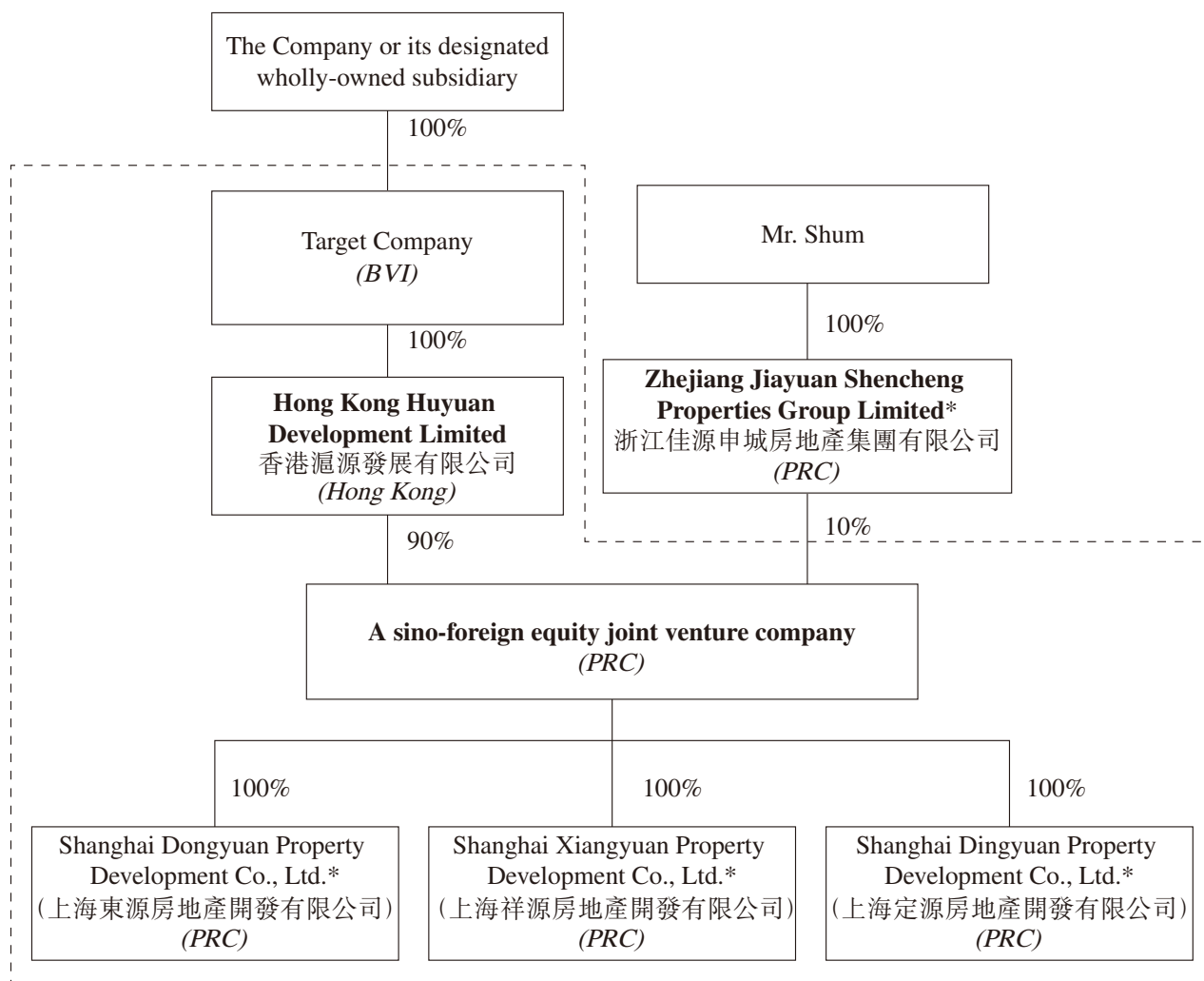
- (i) the Reorganisation having been completed pursuant to the Sale and Purchase Agreement;
- (ii) the relevant transactions under the Sale and Purchase Agreement, including but not limited to, the issue of the Consideration Shares, having been approved by the Independent Shareholders of the Company at the EGM in accordance with the requirements of the Listing Rules;
- (iii) the approval for the listing of, and permission to deal in, the Consideration Shares by the Stock Exchange having been obtained by the Company, and such approval not having been revoked or withdrawn prior to the date of Completion;
- (iv) all necessary consents from any relevant governmental or regulatory authorities or other relevant third parties in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder having been obtained; and
- (v) the Company having satisfied with the due diligence results of the Target Group in all respects.

If any of the conditions set out above has not been satisfied or waived by the Company (other than conditions (i), (ii) and (iii) which may not be waived) on or before 30 September 2018 or such other date as the parties may agree, the Sale and Purchase Agreement will be terminated unless the parties otherwise agree.

## **Reorganisation**

Pursuant to the Reorganisation, Mr. Shum shall procure the injection of the Shanghai Projects into a PRC limited liability company, the equity interest of which will be held as to 90% by the Target Company and 10% by a company ultimately wholly owned by Mr. Shum. Upon completion of the Reorganisation, the Target Group will comprise, among others, the Target Company as the investment holding company and project companies holding the Shanghai Projects. The Group will via the Target Group hold a 90% equity interest in the Shanghai Projects.

Set out below is a chart showing the corporate and shareholding structure of the Target Group immediately after Completion:



[ ] The Target Group companies.  
\* for identification purposes only

## Completion

Completion shall take place on the fifth Business Day after the day on which the conditions precedent of the Sale and Purchase Agreement have been satisfied or waived or such other day as the parties may agree.

## EFFECT OF THE CONSIDERATION SHARES ON THE SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after the Completion and the allotment and issue of the Consideration Shares in full as contemplated under the Acquisition:

Shareholders	As at the date of this announcement		Immediately after Completion and the allotment and issue of the Consideration Shares in full <sup>(2)</sup>	
	<i>Number of Shares</i>	<i>approximately %<sup>(3)</sup></i>	<i>Number of Shares</i>	<i>approximately %<sup>(3)</sup></i>
Mr. Shum and his associate(s) <sup>(1)</sup>	1,350,000,000	55.06	1,369,566,400	55.41
Public Shareholders	1,102,000,000	44.94	1,102,000,000	44.59
Total	2,452,000,000	100.00	2,471,566,400	100.00

Notes:

- 1,350,000,000 Shares are held by Mingyuan Investment, which is 100% owned by Mr. Shum.
- The figures above assume that other than the Consideration Shares, no further Shares are issued or repurchased by the Company, and no Shares are sold or purchased by Mr. Shum or his associate(s), in each case on or after the date of this announcement and up to the date the allotment and issue of the Consideration Shares.
- The percentage figures included in this table are subject to rounding adjustment.

## GENERAL INFORMATION OF THE PARTIES

### Information of the Group

The Group is an established property developer of large-scale residential complex projects and integrated commercial complex projects in Jiangsu Province, the PRC. The principal activities of the Group include (i) the development and sale of residential and commercial properties; (ii) the provision of development services to government organisations for the development of resettlement properties and development or refurbishment of other types of properties, facilities or infrastructure; and (iii) the leasing of commercial properties owned or developed by the Group.

### Information of the vendor

Mr. Shum, is the chairman of the Board, the non-executive Director and the ultimate controlling shareholder of the Company.



## INFORMATION OF THE TARGET GROUP AND THE SHANGHAI PROJECTS

The following table sets out the unaudited combined pro forma financial information of the Target Group prepared based on their respective unaudited management accounts for the two years ended 31 December 2016 and 2017, respectively:

	Year ended 31 December	
	2016	2017
	RMB	RMB
Net profit before taxation and extraordinary items	134,099,755 (equivalent to approximately HK\$164,044,230)	661,542,396 (equivalent to approximately HK\$809,264,813)
Net profit after taxation and extraordinary items	99,936,288 (equivalent to approximately HK\$122,252,061)	498,668,132 (equivalent to approximately HK\$610,020,726)

As at 30 April 2018, the unaudited combined pro forma net asset value of the Target Group was approximately RMB958,415,824 (equivalent to approximately HK\$1,172,430,077).

### Shanghai Projects

The Target Group holds three property development projects (the “Shanghai Projects”) located in Shanghai, the PRC, which comprise:

(i) **Huijing Huating** (上海•滙景華庭)

Huijing Huating is located at No. 299 Gangjia Road, Situan Town, Fengxian District, Shanghai, the PRC. It is a completed project which has a site area of approximately 30,711 square meters and a total gross floor area of approximately 90,724 square meters. As of 31 May 2018, the gross floor area completed and sold amounted to approximately 32,834 square meters and the gross floor area held for sales and investment purpose amounted to approximately 57,890 square meters.

(ii) **Fengcheng Mingdu** (上海•奉成名都)

Fengcheng Mingdu is located at Lane 3069 Lanbo Road, Shanghai, the PRC. It is a completed project which has a site area of approximately 34,001 square meters and a total gross floor area of approximately 68,892 square meters. As of 31 May 2018, the gross floor area completed and sold amounted to approximately 34,614 square meters and the gross floor area held for sales and investment purpose amounted to approximately 34,278 square meters.



(iii) *Jiayuan Dream Square (佳源夢想廣場)*

Jiayuan Dream Square is located at the western side of Jinhai Road and the northern side of Fengzhe Road, Shanghai, the PRC. It is a project under development which has a site area of approximately 157,690 square meters and a total gross floor area of approximately 434,154 square meters. As of 31 May 2018, the gross floor area completed and sold amounted to approximately 159,031 square meters and the gross floor area held for sales and investment purpose amounted to approximately 275,123 square meters.

## REASONS FOR THE ACQUISITION

Reference is made to the Prospectus of the Company dated 26 February 2016. As stated in the Prospectus, in order to achieve the geographical segregation between the property development projects of Mr. Shum and his associates (other than members of the Group) (the “**Private Group**”) and the Group and to ensure clear delineation, Mingyuan Investment and Mr. Shum entered into the Deed of Non-competition with and in favour of the Company, pursuant to which, the Private Group has agreed to conduct its property development business only in the Non-Target Cities while the Group shall conduct its property development business in the Target Cities exclusively.

Shanghai is initially a non-Target City where the Private Group conducts its property development business via the Target Group companies. By way of and upon completion of the Acquisition, Shanghai will be designated from a non-Target City to a Target City where the Group is free to conduct its property business in Shanghai going forward.

The three projects held by the Target Group are located in Fengxian District and Pudong New District, Shanghai, the PRC, respectively. Huijing Huating and Fengcheng Mingdu are completed residential projects, while the remaining high-quality assets such as hotels, apartments for the elderly and supporting commercial facilities will be properties held by the Group. Jiayuan Dream Square is a residential complex under development. Located in a well-developed neighborhood with comprehensive public facilities and transportation network, as well as a premium school network, the projects have a supreme asset quality and are expected to provide the Group with an abundant cash flow from the sales gradually.

The Group believes that the transaction will lay a solid foundation for the Group to establish its presence in the Shanghai property market, and that it will play a pivotal role in consolidating the influence of the Jiayuan brand in Yangtze River Delta Economic Zone. It represents a firm step forward towards achieving the strategic goal of “Firm Presence in Shanghai and Further Development in Peripheral Cities” and will contribute to the further expansion of the Group’s land bank in the PRC.

The Directors (excluding the independent non-executive Directors, who shall provide their views after taking into account of the advice of an independent financial adviser) are of the view that the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) are fair and reasonable and are on normal commercial terms and the entering into the Sale and Purchase Agreement is in the interest of the Company and Shareholders as a whole.

## **THE SPECIFIC MANDATE**

The Consideration Shares will be allotted and issued pursuant to the Specific Mandate proposed to be sought from the Independent Shareholders at the EGM.

## **APPLICATION FOR LISTING**

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares. The Consideration Shares, when allotted and issued on Completion, will rank pari passu in all respects with the existing Shares in issue.

## **LISTING RULES IMPLICATIONS**

### **Discloseable Transaction**

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition exceed 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

### **Connected Transaction**

As at the date of this announcement, Mr. Shum, being the non-executive Director and the ultimate controlling shareholder of the Company, is interested in approximately 55.06% of the issued share capital of the Company, and thus, Mr. Shum is a connected person of the Company. The Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules. Voting at the EGM will be conducted by poll and Mr. Shum and his associates shall abstain from voting on the proposed resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM.

Mr. Shum, the chairman of the Board and the non-executive Director of the Company, is the vendor of the Acquisition. Mr. Shum has abstained from voting on the Board resolutions approving the Sale and Purchase Agreement and the transactions contemplated thereunder. Save as disclosed above, (i) no other Director has a material interest in the Sale and Purchase Agreement and the transactions contemplated thereunder or is required to abstain from voting on the Board resolutions in relation to the aforesaid matters; (ii) to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has any material interest in the Sale and Purchase Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) and therefore no other Shareholder is required to abstain from voting at the EGM in respect of the resolution(s) approving the aforesaid matters.

## GENERAL

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Sale and Purchase Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate).

The Independent Board Committee, comprising all of the independent non-executive Directors, namely Mr. Tai Kwok Leung, Alexander, Dr. Cheung Wai Bun, Charles, *JP* and Mr. Gu Yunchang, has been established to advise the Independent Shareholders in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate).

An independent financial adviser will be appointed to advise the Independent Board Committee and Independent Shareholders regarding, among other things, the terms of the Sales and Purchase Agreement and transactions contemplated thereunder.

A circular containing, among other things, (i) further details of the Acquisition; (ii) the recommendations of the Independent Board Committee in relation to the Acquisition; (iii) a letter of advice from an independent financial adviser in relation to the Acquisition; (iv) the notice convening the EGM; and (v) other information as required under the Listing Rules, will be despatched by the Company to the Shareholders in accordance with the requirements of the Listing Rules. The circular is expected to be despatched by the Company to the Shareholders by 27 June 2018.

**Completion of the Acquisition is conditional upon the fulfilment of the conditions set out under the paragraph headed “Conditions precedent” in this announcement, which may or may not be fulfilled. Accordingly, the Acquisition may or may not proceed. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the Shares and other securities of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisition”	the acquisition of the Sale Share by the Company from Mr. Shum pursuant to the terms and conditions set out in the Sale and Purchase Agreement
“associate(s)”; “connected person(s)”; “controlling shareholder(s)”; and “subsidiary(ies)”	each has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors

“Business Day”	a day (other than a Saturday and a Sunday) on which banks in Hong Kong are normally open for banking business to the public
“BVI”	the British Virgin Islands
“Company”	Jiayuan International Group Limited (佳源國際控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and the shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 2768)
“Completion”	completion of the Acquisition
“Consideration”	the total consideration of HK\$693,628,828 for the Acquisition
“Consideration Shares”	the 19,566,400 new Shares to be allotted and issued by the Company to Mr. Shum or his nominee(s)
“Deed of Non-competition”	the deed of non-competition dated 12 February 2016 and entered into by Mingyuan Investment and Mr. Shum with and in favour of the Company (for itself and on behalf of its subsidiaries), further details of which are set out in the Prospectus
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider, and if thought fit, to approve, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Tai Kwok Leung, Alexander, Dr. Cheung Wai Bun, Charles, <i>JP</i> and Mr. Gu Yunchang, which has been established to make recommendations to the Independent Shareholders in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate)

“Independent Shareholders”	Shareholders who are not required to abstain under the Listing Rules from voting at the EGM for the resolution(s) approving the Sale and Purchase Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate)
“Issue Price”	HK\$14.18 per Consideration Share
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mingyuan Investment”	Mingyuan Group Investment Limited (明源集團投資有限公司), a company incorporated under the laws of the BVI with limited liability, which is interested in approximately 55.06% of the issued share capital of the Company as at the date of this announcement
“Mr. Shum”	Mr. Shum Tin Ching, the chairman, the non-executive Director and the ultimate controlling shareholder of the Company
“Non-Target City”	various cities in the PRC where companies controlled by Mr. Shum from time to time (other than members of the Group) shall operate property development projects exclusively pursuant to the Deed of Non-competition, further details of which are set out in the Prospectus
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Private Group”	has the meaning ascribed to it under the paragraph headed “Reasons for the Acquisition” in this announcement
“Prospectus”	the prospectus of the Company dated 26 February 2016
“Reorganisation”	such arrangement and restructuring of companies comprising the Target Group to be under and/or procured taken by Mr. Shum pursuant to the terms of the Sale and Purchase Agreement, further details of which are set out in the paragraph headed “Reorganisation” in this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement dated 5 June 2018 and entered into between the Company and Mr. Shum in relation to the Acquisition

“Sale Share”	one (1) share of the Target Company, representing 100% of the issued share capital of the Target Company
“Shanghai Projects”	property development projects located at Shanghai of the PRC held by the Target Group, details of which are set out in the paragraph headed “Information of the Target Group and the Shanghai Projects”
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Specific Mandate”	the specific mandate proposed to be granted to the Directors by the Independent Shareholders at the EGM to allot and issue the Consideration Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target City”	various cities in the PRC where the Group shall operate property development projects exclusively pursuant to the Deed of Non-competition, further details of which are set out in the Prospectus
“Target Company”	Huyuan Holdings Limited (滙源控股有限公司), a company incorporated under the laws of the BVI with limited liability
“Target Group”	the Target Company and its subsidiaries upon completion of the Reorganisation
“%”	per cent.

*For the purpose of this announcement and for illustrative purpose only, RMB is converted into HK\$ at the rate of RMB1: HK\$1.2233. No representation is made that any amounts in RMB has been or could be converted at the above rates or at any other rates.*

By Order of the Board  
**Jiayuan International Group Limited**  
**Cheuk Hiu Nam**  
*Executive Director*

Hong Kong, 5 June 2018

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