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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)**

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

**PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION,  
STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

References are made to the announcements of the Company dated 26 June 2020, 9 October 2020, 19 October 2020, 24 November 2020, 27 November 2020, 8 December 2020 and 9 December 2020 (the “Announcements”) in relation to the spin-off and separate listing of the Jiayuan Services Shares on the Main Board of the Stock Exchange. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

## PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Joint Representatives (for themselves and on behalf of the International Underwriters) on 31 December 2020 (after trading hours), in respect of an aggregate of 11,709,000 Jiayuan Services Shares (the “**Over-allotment Shares**”), representing approximately 7.8% of the total number of Jiayuan Services Shares initially available under the Global Offering before any exercise of the Over-allotment Option to cover over-allocations in the International Offering. The Over-allotment Shares will be issued and allotted by Jiayuan Services at HK\$3.86 per Jiayuan Services Share (plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the final offer price under the Global Offering. The Over-allotment Shares have been used to facilitate the return of part of the Jiayuan Services Shares borrowed by Haitong International Securities Company Limited (the “**Stabilizing Manager**”) from Chuangyuan Holdings Limited (“**Chuangyuan Holdings**”, one of the controlling shareholders of Jiayuan Services) under the stock borrowing agreement entered into between the Stabilizing Manager and Chuangyuan Holdings (the “**Stock Borrowing Agreement**”), which were used to cover over-allocations in the International Offering. The Company, through its wholly-owned subsidiary, retains an indirect control of an aggregate of approximately 73.6% of the total issued share capital of Jiayuan Services immediately after the partial exercise of the Over-allotment Option. The Global Offering constitutes a deemed disposal by the Company of its interest in Jiayuan Services. As one of the applicable percentage ratios calculated by reference to Rule 14.07 of the Listing Rules in respect of the Global Offering (after taking into account the partial exercise of the Over-allotment Option) is more than 5% but less than 25%, the Global Offering constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under the Listing Rules.

The additional net proceeds of approximately HK\$43.5 million to be received by Jiayuan Services from the issue and allotment of the Over-allotment Shares, after deducting the underwriting fees and commissions and other estimated expenses in connection with the partial exercise of the Over-allotment Option, will be used by Jiayuan Services for the same purposes in the same proportions as set out in the section headed “Future Plans and Use of Proceeds – Use of Proceeds” in the Prospectus.

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 6 January 2021.

## STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the stabilization period in connection with the Global Offering ended on 1 January 2021, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing actions undertaken by the Stabilizing Manager, its affiliates, or any person acting for it during the stabilization period are set out below:

- over-allocation of an aggregate of 22,500,000 Jiayuan Services Shares in the International Offering, representing 15% of the total number of Jiayuan Services Shares initially available under the Global Offering before any exercise of the Over-allotment Option;

- borrowing of an aggregate of 22,500,000 Jiayuan Services Shares by the Stabilizing Manager from Chuangyuan Holdings pursuant to the Stock Borrowing Agreement to cover the over-allocation of Jiayuan Services Shares under the International Offering. Such Jiayuan Services Shares will be returned and redelivered to Chuangyuan Holdings in accordance with the terms of the Stock Borrowing Agreement;
- successive purchases of an aggregate of 10,791,000 Jiayuan Services Shares in the price range of HK\$3.70 to HK\$3.87 per Jiayuan Services Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period, representing approximately 7.2% of the total number of Jiayuan Services Shares initially available under the Global Offering before any exercise of the Over-allotment Option. 4,000 Jiayuan Services Shares of such purchases were transacted by the Stabilizing Manager at HK\$3.87 on 9 December 2020, above the final Offer Price of HK\$3.86 which was the highest price allowed under the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), due to inadvertence. The Stabilizing Manager confirmed that it had implemented proper remedial measures immediately and ensured that the same incident did not happen during the stabilization period. The last purchase made by the Stabilizing Manager on the market during the stabilization period was on 31 December 2020 at the price of HK\$3.85 per Jiayuan Services Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%);
- partial exercise of the Over-allotment Option by the Joint Representatives (for themselves and on behalf of the International Underwriters) on 31 December 2020 (after trading hours) in respect of the Over-allotment Shares at the final Offer Price to facilitate the return of part of the 22,500,000 Jiayuan Services Shares borrowed by the Stabilizing Manager from Chuangyuan Holdings under the Stock Borrowing Agreement; and
- the portion of the Over-allotment Option which has not been exercised by the Joint Representatives (for themselves and on behalf of the International Underwriters) lapsed on 1 January 2021.

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

Hong Kong, 3 January 2021

*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.*