

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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 12 JUNE 2017

At the annual general meeting (the “AGM”) of Jiayuan International Group Limited (the “Company”) held on 12 June 2017, all the proposed resolutions as set out in the notice of the AGM of the Company dated 13 April 2017 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditor of the Company for the year ended 31 December 2016.	982,192,701 (100.00%)	0 (0.00%)
2.	(a) (i) To re-elect Mr. Wang Jianfeng as an executive Director;	982,192,701 (100.00%)	0 (0.00%)
	(ii) To re-elect Dr. Cheung Wai Bun, Charles, JP as an independent non-executive Director; and	979,732,910 (99.75%)	2,459,791 (0.25%)
	(iii) To re-elect Mr. Gu Yunchang as an independent non-executive Director.	982,040,701 (99.98%)	152,000 (0.02%)
	(b) To authorize the board of Directors of the Company (the “Board”) to fix the remuneration of the Directors.	982,192,701 (100.00%)	0 (0.00%)
3.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix its remuneration.	982,192,701 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	979,524,910 (99.73%)	2,667,791 (0.27%)
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	982,192,701 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company under the ordinary resolution no. 4 by the aggregate number of the shares repurchased by the Company pursuant to the ordinary resolution no. 5.	979,524,910 (99.73%)	2,667,791 (0.27%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 6, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 1,867,500,000 shares.
- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 1,867,500,000 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 13 April 2017 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 12 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.