

Unless otherwise defined in this announcement, terms defined in the Prospectus dated 26 February 2016 (the “**Prospectus**”) issued by Jiayuan International Group Limited (the “**Company**”) have the same meanings when used in this announcement.

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This announcement is for information purposes only and does not constitute an invitation or offer or an invitation to induce and offer by any person to acquire, purchase or subscribe for securities or any Shares under the Global Offering. This announcement is not, and is not intended to be, an offer of securities of the Company for sale in any jurisdiction, including, without limitation, the United Kingdom, Australia, Japan, Canada or the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”), or the securities laws of any state of the United States, and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities law. The Hong Kong Offer Shares are being offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not be any public offering of securities in the United States. This announcement and the information contained herein are not for release, publication or distribution, directly or indirectly, in or into the United States.

In connection with the Global Offering, CCB International Capital Limited, as the Stabilising Manager, its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).

Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

The Hong Kong Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related Application Forms. The Hong Kong Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong.



Jiayuan International Group Limited

佳源國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	450,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	45,000,000 Shares (subject to re-allocation)
Number of International Placing Shares	:	405,000,000 Shares (subject to re-allocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$2.48 per Offer Share (payable in full in Hong Kong dollars on application plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	2768

Sole Sponsor and Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers



Application has been made to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option) and the Shares to be issued upon the exercise of options that may be granted under the Share Option Scheme. Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Tuesday, 8 March 2016, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Tuesday, 8 March 2016. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.jiayuanintl.com and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of 45,000,000 Shares (subject to re-allocation), representing 10% of the Offer Shares initially available under the Global Offering, and the International Placing of 405,000,000 Shares (subject to re-allocation and the Over-allotment Option pursuant to which the Company may be required to allot and issue up to an aggregate of 67,500,000 Shares, representing 15% of the Offer Shares initially available under the Global Offering), representing 90% of the Offer Shares initially available under the Global Offering. The allocation of Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to re-allocation as described in the section headed "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date HKSCC chooses. Settlement of transaction between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.48 per Offer Share and is currently expected to be not less than HK\$1.49 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.48 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.48 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who wish to be allotted the Hong Kong Offer Shares in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form Service Provider** at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 26 February 2016 until 12:00 noon on Wednesday, 2 March 2016, from:

1. the following offices of the Hong Kong Underwriters:

CCB International Capital Limited

12/F, CCB Tower
3 Connaught Road Central
Central
Hong Kong

Haitong International Securities Company Limited

22/F, Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

BOSC International Company Limited

34/F Citibank Tower
3 Garden Road
Central
Hong Kong

2. any of the following branches of Wing Lung Bank Limited:

District	Branch Name	Address
Hong Kong Island	Kennedy Town Branch	28 Catchick Street
	Aberdeen Branch	201 Aberdeen Main Road
Kowloon	Sham Shui Po Branch	111 Tai Po Road
New Territories	Shatin Plaza Branch	Shop 2, Level 1, Shatin Plaza 21–27 Sha Tin Centre Street
	Yuen Long Branch	37 On Ning Road
	Sheung Shui Branch	128 San Fung Avenue

3. any of the following branches of Bank of Communications Co., Ltd. Hong Kong Branch:

District	Branch Name	Address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	King's Road Sub-Branch	G/F., Kailey Court, 67-71 King's Road
Kowloon	Tsim Sha Tsui Sub-Branch	Shop Nos.1-3 on G/F., CFC Tower, 22-28 Mody Road, Tsim Sha Tsui
	Wong Tai Sin Sub-Branch	Shop N118, 1/F, Temple Mall North, 136 Lung Cheung Road, Wong Tai Sin
New Territories	Tiu Keng Leng Sub-Branch	Shops Nos. L2-064 and L2-065, Level 2, Metro Town, Tiu Keng Leng

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 26 February 2016 until 12:00 noon on Wednesday, 2 March 2016 at the Depository Counter of HKSCC at 1/F One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Wing Lung Bank (Nominees) Limited — Jiayuan International Public Offer" or "永隆銀行受託代管有限公司 — 佳源國際公開發售" attached should be deposited in the special collection boxes provided at any of the branches referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **HK eIPO White Form** may submit application to the **HK eIPO White Form Service Provider** through the designated website at www.hkeipo.hk from 9:00 a.m. on Friday, 26 February 2016 until 11:30 a.m. on Wednesday, 2 March 2016 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 26 February 2016 until 12:00 noon on Wednesday, 2 March 2016 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the Offer Price, the indication of the levels of interest in the International Placing, the level of applications of the Hong Kong Public Offering and the basis of allotment on Monday, 7 March 2016, in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the Company's website at www.jiayuanintl.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations under the Hong Kong Public Offering (with successful applicants' identification document numbers, where applicable) will be made available through a variety of channels from Monday, 7 March 2016 in the manner described in the section headed "How to Apply for Hong Kong Offer Shares — 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. No receipt will be issued for sum paid on application. Share certificates will only become valid at 8:00 a.m. on Tuesday, 8 March, 2016 provided that the Global Offering has become unconditional and the right of termination described in the section headed "Underwriting" in the Prospectus has not been exercised. Dealings in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. Tuesday, 8 March 2016. The Shares will be traded in board lots of 2,000 each. The stock code of the Shares is 2768.

Please refer to the sections headed "Structure of the Global Offering" and "How to apply for Hong Kong Offer Shares" of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

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

Hong Kong, Friday, 26 February 2016

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

Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).