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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)**

### **ANNOUNCEMENT**

### **PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER**

This announcement is made by **Jiayuan International Group Limited** (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company was notified by Mingyuan Group Investment Limited (“**Mingyuan Investment**”), one of the controlling shareholders of the Company (as defined in the Listing Rules) and a company wholly-owned by Mr. Shum Tin Ching, the chairman, the non-executive director and one of the controlling shareholders of the Company, that on 29 June 2017, Mingyuan Investment entered into a share mortgage agreement with CCB International Overseas Limited (“**CCBIOL**”), pursuant to which, Mingyuan Investment agreed to pledge 600,000,000 shares of nominal value of HK\$0.01 each in the share capital of the Company (the “**Pledged Shares**”) held by it in favour of CCBIOL as one of the collaterals for a secured note issued by a company wholly owned by Mr. Shum Tin Ching to CCBIOL.

As at the date of this announcement, (i) Mingyuan Investment holds 1,350,000,000 Shares, representing approximately 60.81% of the issued share capital of the Company; and (ii) the 600,000,000 Pledged Shares under the share mortgage agreement represent approximately 27.03% of the issued share capital of the Company.

The above pledge of the Pledged Shares does not fall within the scope of Rule 13.17 of the Listing Rules.

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

Hong Kong, 29 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.*