

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)

**DISCLOSEABLE TRANSACTION
ACQUISITION OF LAND USE RIGHT
IN YANCHENG CITY, JIANGSU PROVINCE**

THE YANCHENG LAND PLOT ACQUISITION

The Board is pleased to announce that, on 14 November 2019, Hong Kong Jia Yuan, an indirect wholly-owned subsidiary of the Company, successfully won a bidding in respect of the Yancheng Land Plot situated at the intersection of East Side of Renmin Road and North Side of Nanhuan Road, Yancheng City, Jiangsu Province, the PRC by way of public listing and tender held by Yancheng Land Bureau.

IMPLICATION OF THE LISTING RULES

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in relation to the Yancheng Land Plot Acquisition exceed 5% but less than 25%, the Yancheng Land Plot 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.

THE YANCHENG LAND PLOT ACQUISITION

The board of directors (the “**Board**”) of Jiayuan International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that, on 14 November 2019, Hong Kong Jia Yuan Holdings Limited (香港佳源集團有限公司) (“**Hong Kong Jia Yuan**”), an indirect wholly-owned subsidiary of the Company, successfully won a bidding (the “**Yancheng Land Plot Acquisition**”) in respect of the state-owned construction land use right of Land Plot 20191701 (the “**Yancheng Land Plot**”) situated at the intersection of East Side of Renmin Road and North Side of Nanhuan Road, Yancheng City, Jiangsu Province, the People’s Republic of China (the “**PRC**”) by way of public listing and tender held by Natural Resources and Planning Bureau, Yancheng City (鹽城市自然資源和規劃局) (“**Yancheng Land Bureau**”).

The site area of the Yancheng Land Plot is 130,827 square meters with a land use right of 40 years and 70 years for commercial and residential uses, respectively. The permitted land uses are commercial and residential and other commercial facilities such as hotels.

Hong Kong Jia Yuan received the online bidding notification (國有建設用地使用權網上交易成交通知書) (the “**Bidding Notification**”) from Yancheng Land Bureau to confirm the successful bidding of the Yancheng Land Plot on 14 November 2019. Pursuant to the Bidding Notification, Hong Kong Jia Yuan shall sign the confirmation letter for the transfer of the state-owned construction land use right (國有建設用地使用權網上交易成交確認書) (the “**Land Use Right Transfer Confirmation**”) with Yancheng Land Bureau within five business days from the date of the Bidding Notification. Thereafter, pursuant to the Land Use Right Transfer Confirmation, Hong Kong Jia Yuan shall enter into the contract for transfer of state-owned construction land use right (國有建設用地使用權出讓合同) (the “**Land Use Right Transfer Contract**”) with Yancheng Land Bureau.

Consideration

Consideration: RMB1,011,202,500 (equivalent to approximately HK\$1,126,186,101).

The consideration will be settled by the Group with internal resources and/or other financing.

Hong Kong Jia Yuan has paid to Yancheng Land Bureau an amount of RMB200,000,000 (equivalent to approximately HK\$222,741,953) as deposit for the public listing and tender. A further deposit of RMB305,601,250 (equivalent to approximately HK\$340,351,097) is payable within one month of signing of the Land Use Right Transfer Contract, while the remaining balance of the total consideration is expected to be paid in or around May 2020.

The consideration of the Yancheng Land Plot was arrived at by way of public listing and tender held by Yancheng Land Bureau on 14 November 2019, which was required to be conducted in accordance with the relevant PRC laws and regulations. In submitting the bid in respect of the Yancheng Land Plot, the Group took into account the minimum bid price, current market conditions, location of the Yancheng Land Plot, and land price in the surrounding area with reference to the information available from Yancheng Land Bureau.

GENERAL INFORMATION OF THE PARTIES TO AND SUBJECT MATTER OF THE TRANSACTION

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) development and sale of residential and commercial properties; (ii) 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; (iii) leasing of commercial properties owned or developed by the Group; and (iv) provision of property management services primarily to residential communities.

Yancheng Land Bureau

Yancheng Land Bureau is a local government body of Yancheng City, Jiangsu Province, the PRC. To the best of the knowledge, information and belief of the directors of the Company, after having made all reasonable enquiries, Yancheng Land Bureau is a third party independent of the Company and its connected persons.

The Yancheng Land Plot

The Yancheng Land Plot is located at the intersection of East Side of Renmin Road and North Side of Nanhuan Road, Yancheng City, Jiangsu Province, the PRC, the neighbourhood of which contains a few branded residential and commercial projects that have been completed and delivered. Yancheng Land Plot is situated at a location which the Company considers to be maturely developed and well supported by readily available infrastructure, public facilities and amenities and transportation system. With established supporting facilities in the surrounding area and convenient transportation network the Yancheng Land Plot has obvious locality advantage and great potential for development.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Group believes that the Yancheng Land Plot Acquisition represents an excellent opportunity for the Group to further enhance its presence and influence in Jiangsu Province, expand the Group's land bank and is in line with the Group's strategy and commercial criteria for land development. It is conducive for the Company to better build on and utilise its brand advantage in the region and bring synergy to the Group's existing property development projects in the region. Given the aforesaid reasons and benefits, the directors of the Company believe that the Yancheng Land Plot Acquisition is in the ordinary and usual course of business of the Company and on normal commercial terms which is fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATION OF THE LISTING RULES

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in relation to the Yancheng Land Plot Acquisition exceed 5% but less than 25%, the Yancheng Land Plot 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.

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

Hong Kong, 14 November 2019

As at the date of this announcement, the Board of the Company 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.