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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 10 AUGUST 2018

Reference is made to the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) of Jiayuan International Group Limited (the “**Company**”) both dated 26 July 2018. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM of the Company held on 10 August 2018, the proposed ordinary resolution set out in the EGM Notice was duly passed as an ordinary resolution by the Shareholders by way of poll.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. The poll results in respect of the resolution are as follows:

Ordinary Resolution	Number of Votes (%)	
	For	Against
To approve, confirm and ratify the Sale and Purchase Agreement and the transactions, including but not limited to the grant of the Specific Mandate to allot and issue the 19,566,400 Consideration Shares, and to authorise any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.	533,494,832 (100%)	0 (0%)

Note: The number of votes and percentage of voting as stated above are based on the total number of Shares in issue held by the Independent Shareholders who attended and voted at the EGM in person, by authorized representative or by proxy.

As more than 50% of votes were cast in favour of the above resolution, the above resolution was duly passed as an ordinary resolution of the Company.

Notes:

- (a) As at the date of the EGM, the total number of Shares in issue was 2,478,340,542 Shares.
- (b) As at the date of the EGM, Mr. Shum Tin Ching, the Chairman of the Board and the non-executive Director of the Company, and his associates, in aggregate held 1,368,152,863 Shares, representing approximately 55.20% of the total number of issued Shares. As disclosed in the Circular, Mr. Shum and his associates are considered to be interested in the transaction and are required to abstain and have abstained from voting at the EGM for the resolution proposed to approve the Acquisition. Except for Mr. Shum and his associates, there was no Share entitling the holder to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the resolution at the EGM was 1,110,187,679 Shares.
- (c) Save as disclosed, there was no party who had stated the intention in the Circular to vote against or abstain from voting on the resolution at the EGM.
- (d) The full text of the resolution was set out in the EGM Notice.

By Order of the Board
Jiayuan International Group Limited
Cheuk Hiu Nam
Executive Director

Hong Kong, 10 August 2018

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