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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 18 July 2019

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 25 June 2019. Unless otherwise indicated, capitalised 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 18 July 2019, 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 (as subsequently amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder, including but not limited to the grant of the Specific Mandate to allot and issue the 1,377,959,475 Consideration Shares (subject to the adjustment based on the Final Consideration), 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 (as subsequently amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.	611,847,155 (99.99%)	101 (0.01%)

Note: The number of votes and percentage of voting as stated above are based on the total number of Shares held by the Independent Shareholders who attended and voted at the EGM in person, by authorised 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 2,561,151,991 Shares.
- (b) As at the date of the EGM, Mr. Shum Tin Ching, the Chairman of the Board and the non-executive Director, and his associates, in aggregate held 1,353,851,249 Shares, representing approximately 52.86% of the total number of Shares in issue. 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 above resolution in accordance with the requirements under 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 1,207,300,742 Shares.

- (c) 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. 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
Zhang Yi
*Vice Chairman, President and
Executive Director*

Hong Kong, 18 July 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.