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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)

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was exercised in full by the Sole Global Coordinator (on behalf of the International Underwriters) on 30 March 2016 in respect of an aggregate of 67,500,000 Shares (the “**Over-allotment Shares**”), representing 15% of the total number of the Offer Shares initially available under the Global Offering before the exercise of the Over-allotment Option to cover over-allocations under the International Placing. The Over-allotment Shares have been allotted and issued by the Company at HK\$2.48 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

The Company announces that the Over-allotment Option described in the Prospectus was exercised in full by the Sole Global Coordinator (on behalf of the International Underwriters) on 30 March 2016 in respect of an aggregate of 67,500,000 Shares, representing 15% of the total number of the Offer Shares initially available under the Global Offering before the exercise of the Over-allotment Option to cover over-allocations under the International Placing. The Over-allotment Shares have been issued and allotted by the Company at HK\$2.48 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

Approval for the listing of and permission to deal in the Over-allotment Shares has been granted by the Listing Committee. Listing of and dealings in the Over-allotment Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on 31 March 2016.

The Over-allotment Shares will be used to facilitate the return of the 67,500,000 Shares borrowed by the Stabilising Manager from Mingyuan Investment under the Stock Borrowing Agreement, which were used to cover over-allocations in the International Placing. Immediately after the allotment and issue of the Over-allotment Shares by the Company, approximately 27.7% of the issued share capital of the Company will be held by the public in compliance with Rule 8.08(1)(a) of the Listing Rules.

The shareholding structure of the Company immediately before and immediately after the completion of the allotment and issue by the Company of the Over-allotment Shares is as follows:

	Immediately before the exercise of the Over-allotment Option		Immediately after the exercise of the Over-allotment Option	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Shareholders				
Mingyuan Investment	1,350,000,000	75%	1,350,000,000	72.3%
Public Shareholders	450,000,000	25%	517,500,000	27.7%
Total	<u>1,800,000,000</u>	<u>100%</u>	<u>1,867,500,000</u>	<u>100%</u>

The additional net proceeds of approximately HK\$167.4 million (based on HK\$2.48 per Share (being the Offer Price per Share under the Global Offering)) from the issue of the Over-allotment Shares after deducting the underwriting fees and commissions, transaction levy and trading fee relating to the exercise of the Over-allotment Option will be used by the Company on a pro rata basis for the purposes as set out in the section headed “Future plans and use of proceeds” in the Prospectus.

A further announcement will be made by the Company after the end of the stabilisation period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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

Hong Kong, Wednesday, 30 March 2016

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.