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## **Jiayuan Services Holdings Limited**

**佳源服務控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1153)**

### **(1) ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND THE INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE AND (2) RESUMPTION OF TRADING**

This announcement is made by Jiayuan Services Holdings Limited (the “**Jiayuan Services**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong, Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of laws of Hong Kong). Reference is made to the announcement of Jinke Smart Services Group Co., Ltd. (stock code: 9666) dated 24 May 2022 in relation to the same subject matter disclosed in this announcement.

### **PROPOSED TRANSACTION**

The board of directors of Jiayuan Services has been informed by Jiayuan International Group Limited (“**Jiayuan International**”) that, on 22 May 2022, Jiayuan International, Chuangyuan Holdings Limited (which is a wholly-owned subsidiary of Jiayuan International) (“**Chuangyuan Holdings**”) and Jinke Smart Services (Hong Kong) Limited (which is a wholly-owned subsidiary of Jinke Services) (“**Jinke Services HK**”) have entered into a framework agreement (the “**Framework Agreement**”), in which Chuangyuan Holdings intends to sell, and Jinke Services HK intends to acquire, 450,000,000 ordinary shares of Jiayuan Services, representing approximately 73.56% of the entire issued share capital of Jiayuan Services (the “**Jiayuan Stake**”) (the “**Proposed Transaction**”). The Jiayuan Stake represents the entire interest in Jiayuan Services indirectly held by Jiayuan International.

The Framework Agreement does not create any legally binding obligations on the parties thereto to enter into the Proposed Transaction. Save as disclosed above, as at the date of this announcement, no definitive agreement or arrangement in respect of the Proposed Transaction has been entered into, details and terms of the Proposed Transaction are yet to be finalised, no payment has been made and there is no certainty that the Proposed Transaction will proceed. Pursuant to the Framework Agreement, the parties thereto intend to finalise the details and terms of the Proposed Transaction by Thursday, 23 June 2022. Once the terms of the Proposed Transaction are finalised and if the parties thereto decide to proceed with the Proposed Transaction, Jinke Services and Jiayuan Services will issue an announcement with respect to the Proposed Transaction pursuant to Rule 3.5 of the Takeovers Code.

The Proposed Transaction, if materialises, may proceed either (i) through an acquisition of the Jiayuan Stake by Jinke Services HK which will trigger a mandatory unconditional general offer for all the issued shares of Jiayuan Services (other than those already owned by or agreed to be acquired by Jinke Services HK and parties acting in concert with it (as defined under the Takeovers Code)) or (ii) through a voluntary conditional general offer for all the issued shares of Jiayuan Services.

## **SECURITIES IN JIAYUAN SERVICES**

In compliance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Jiayuan Services comprise 611,709,000 shares. Save for the aforesaid, Jiayuan Services has no other outstanding relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

## **DISCLOSURE OF DEALINGS**

For the purpose of the Takeovers Code, the offer period commences on Tuesday, 24 May 2022.

The associates of Jiayuan Services (as defined under the Takeovers Code, including persons holding 5% or more of the relevant securities of Jiayuan Services) are reminded to disclose their dealings in the relevant securities of Jiayuan Services pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

### *“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

### **UPDATES**

Shareholders of Jiayuan Services will be informed of any further development with regard to the Proposed Transaction as and when necessary in accordance with the Listing Rules and the Takeovers Code, and on a monthly basis pursuant to Rule 3.7 of the Takeovers Code until an announcement (i) of a firm intention to make an offer under Rule 3.5 of the Takeovers Code; (ii) of a decision not to proceed with an offer; or (iii) when the matters under the Framework Agreement are terminated (as the case may be).

### **RESUMPTION OF TRADING OF JIAYUAN SERVICES**

Trading in the shares of Jiayuan Services on the Stock Exchange has been halted since 10:30 a.m. on Wednesday, 18 May 2022. An application has been made by Jiayuan Services to the Stock Exchange for the resumption of trading in the shares of Jiayuan Services on the Stock Exchange with effect from 9:00 a.m. on Friday, 27 May 2022.

**WARNING: Shareholders of Jiayuan Services and potential investors should be aware that the Proposed Transaction may or may not proceed. There is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to a general offer for the shares of Jiayuan Services. Shareholders of Jiayuan Services and potential investors are advised to exercise caution when dealing in the shares and/or other securities of Jiayuan Services. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

By order of the board of  
**Jiayuan Services Holdings Limited**  
佳源服務控股有限公司  
**Mr. Zhu Hongge**  
*Chairman*

Hong Kong, 26 May 2022

*As at the date of this announcement, the board of directors of Jiayuan Services comprises seven directors, of which Mr. Zhu Hongge, Mr. Bao Guojun and Mr. Pang Bo are the executive directors, Mr. Huang Fuqing is the non-executive director, and Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin are the independent non-executive directors.*

*The directors of Jiayuan Services jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*