

THIS COMPOSITE DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the Offer, this Composite Document and/or the accompanying Form of Acceptance or the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jiayuan Services Holdings Limited, you should at once hand this Composite Document and the accompanying Form of Acceptance to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

This Composite Document should be read in conjunction with the accompanying Form of Acceptance, the contents of which form part of the terms of the Offer contained herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Composite Document and the accompanying Form of Acceptance, make no representation as to their 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 Composite Document and the accompanying Form of Acceptance.



Linkto Tech Limited
(incorporated in Hong Kong
with limited liability)

**Valuable Capital
Limited**
華盛資本證券有限公司
(incorporated in
Hong Kong with limited liability)



**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)

COMPOSITE DOCUMENT RELATING TO MANDATORY UNCONDITIONAL CASH OFFER BY VALUABLE CAPITAL LIMITED FOR AND ON BEHALF OF THE JOINT OFFERORS TO ACQUIRE ALL THE ISSUED SHARES OF JIAYUAN SERVICES HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY THE JOINT OFFERORS AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)

Financial adviser to the Joint Offerors
Grande Capital Limited



Independent Financial Adviser to the Independent Board Committee
TC Capital International Limited



Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this Composite Document.

A letter from VCL containing, among other things, details of the terms of the Offer is set out on pages 8 to 19 of this Composite Document.

A letter from the Board is set out on pages 20 to 26 of this Composite Document. A letter from the Independent Board Committee containing its recommendation in respect of the Offer is set out on pages 27 to 28 of this Composite Document. A letter from the Independent Financial Adviser, containing its advice to the Independent Board Committee in respect of the Offer, is set out on pages 29 to 48 of this Composite Document.

The procedures for acceptance and settlement of the Offer and other related information are set out in Appendix I to this Composite Document and in the accompanying Form of Acceptance. Acceptance of the Offer should be received by the Registrar as soon as possible and in any event no later than 4:00 p.m. (Hong Kong time) on Tuesday, 31 December 2024 (or such later time and/or date as the Joint Offerors may decide and the Joint Offerors and the Company may jointly announce in accordance with the requirements under the Takeovers Code).

Any persons including, without limitation, custodians, nominees and trustees, who would, or otherwise intend to, forward this Composite Document and/or the accompanying Form of Acceptance to any jurisdiction outside of Hong Kong should read the details in this regard which are contained in the paragraphs headed "Overseas Shareholders" in the "Letter from VCL" and "OVERSEAS SHAREHOLDERS" in Appendix I to this Composite Document before taking any action. It is the responsibility of each Overseas Shareholder wishing to accept the Offer to satisfy himself, herself or itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required and the compliance with other necessary formalities or legal requirements. Overseas Shareholders are advised to seek professional advice on deciding whether to accept the Offer.

This Composite Document will remain on the websites of the Stock Exchange at www.hkexnews.hk and the Company at <http://jy-fw.cn/>. In case of any inconsistency, the English language texts of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese texts for the purpose of interpretation.

10 December 2024

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EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to change. Further announcement(s) will be made by the Joint Offerors and the Company in the event of any changes to the timetable as and when appropriate. All time and date references contained in this Composite Document and the accompanying Form of Acceptance refer to Hong Kong time and dates.

Event	Time & Date 2024
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Despatch date of this Composite Document and the Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Tuesday, 10 December 2024
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Latest time and date for acceptance of the Offer (<i>Note 2</i>)	By 4:00 p.m. on Tuesday, 31 December 2024
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Closing Date (<i>Note 2</i>)	Tuesday, 31 December 2024
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Announcement of the results of the Offer (or its extension or revision, if any) on the website of the Stock Exchange (<i>Note 2</i>)	By 7:00 p.m. on Tuesday, 31 December 2024
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Latest date for posting of remittances in respect of valid acceptances received at or before the latest time for acceptance of the Offer (<i>Note 3</i>)	Friday, 10 January 2025
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Notes:

1. The Offer, which is unconditional in all respects, is made on the date of posting of this Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Joint Offerors revise or extend the Offer in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the paragraph headed “RIGHT OF WITHDRAWAL” in Appendix I to this Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days after the date of this Composite Document. The latest time and date for acceptance of the Offer is 4:00 p.m. on Tuesday, 31 December 2024 unless the Joint Offerors revise or extend the Offer in accordance with the Takeovers Code. The Joint Offerors have the right under the Takeovers Code to extend the Offer until such date as they may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be jointly issued by the Joint Offerors and the Company on the website of the Stock Exchange by no later than 7:00 p.m. on the Closing Date stating the result of the Offer and whether the Offer has been revised or extended. In the event that the Joint Offerors decide to revise the Offer, all Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms. The revised Offer must be kept open for at least 14 days after the date of the revised offer document(s) and shall not close earlier than the Closing Date.

EXPECTED TIMETABLE

If there is a tropical cyclone warning signal number 8 or above or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal:

- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the Closing Date, the time and date of the close of the Offer will remain at 4:00 p.m. on the same Business Day; or
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Closing Date, the time and date of the close of the Offer will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force at any time after 12:00 noon, or such other day as the Executive may approve.

Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Further details in this regard have been set out in Appendix I to this Composite Document.

- 3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Registrar of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code. The latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances. In such cases, the latest date for posting of remittances will be rescheduled to the following Business Day which does not have either of those warnings in force in Hong Kong at any time after 12:00 noon.

Save as mentioned above, if the latest time for acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Joint Offerors and the Company will notify the Independent Shareholders any changes to the expected timetable as soon as practicable by way of announcement(s).

IMPORTANT NOTICES

NOTICE TO THE OVERSEAS SHAREHOLDERS

The making of the Offer to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. Overseas Shareholders who are citizens or residents or nationals of jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal and regulatory requirements and, where necessary, seek independent legal advice in respect of the Offer. It is the responsibility of any such person who wishes to accept the Offer to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required or compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes or other required payments due by such overseas shareholders in respect of such jurisdictions. The Joint Offerors and parties acting in concert with any of them, the Company, VCL, Grande Capital Limited, the Independent Financial Adviser, the Registrar, their respective ultimate beneficial owners, directors, officers, agents and associates and any other person involved in the Offer shall be entitled to be fully indemnified and held harmless by such person for any taxes as such person may be required to pay. Please refer to the paragraphs headed “Overseas Shareholders” in the “Letter from VCL” and “OVERSEAS SHAREHOLDERS” in Appendix I to this Composite Document for further information.

As confirmed by the Company, as at the Latest Practicable Date, the Company had no Shareholder whose registered address is outside Hong Kong.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Composite Document contains forward-looking statements, which may be identified by words such as “believe”, “expect”, “anticipate”, “intend”, “plan”, “seek”, “estimate”, “will”, “would” or words of similar meaning, that involve risks and uncertainties, as well as assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. The Joint Offerors and the Company assume no obligation and do not intend to update these forward-looking statements, except as required pursuant to applicable laws and regulations, including but not limited to the Listing Rules and/or the Takeovers Code.

DEFINITIONS

In this Composite Document, unless the context otherwise requires, the following expressions have the following meanings:

“acting in concert”	has the meaning ascribed thereto under the Takeovers Code
“associates”	has the meaning ascribed thereto under the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“CCASS”	Central Clearing and Settlement System established and operated by the HKSCC
“Chaohu Xutong”	Chaohu Xutong Business Management Co., Ltd.* (巢湖市旭彤商業管理有限公司), a limited liability company established in the PRC which is indirectly owned by Mr. Shum
“Chuangyuan”	Chuangyuan Holdings Limited, the then controlling shareholder of the Company which was interested in approximately 73.56% of the issued share capital of the Company immediately prior to Completion. Chuangyuan is a wholly-owned subsidiary of Dragon Giant Global Limited, a company incorporated in the British Virgin Islands with limited liability and is in turn indirectly wholly-owned by Jiayuan International Group Limited, a company previously listed on the Main Board of the Stock Exchange (delisted, former Stock Code: 2768). The ultimate controlling shareholder of Jiayuan International Group Limited is Mr. Shum
“Closing Date”	31 December 2024, being the closing date of the Offer which is 21 days following the date on which this Composite Document is despatched (or if the Offer is extended, any subsequent closing date as may be determined by the Joint Offerors and jointly announced by the Joint Offerors and the Company in accordance with the Takeovers Code)

DEFINITIONS

“Company”	Jiayuan Services Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (stock code: 1153)
“Completion”	completion of the Sale and Purchase Agreement in accordance with its terms
“Completion Date”	5 September 2024, being the date on which the Completion took place
“Composite Document”	this composite offer and response document issued jointly by the Joint Offerors and the Company in relation to the Offer in accordance with the Takeovers Code and the Listing Rules
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Deed of Appointment”	the deed of appointment dated 6 September 2023 appointing Mr. Osman Mohammed Arab and Mr. Lai Wing Lun as joint and several receivers and managers of the Sale Shares
“Deed of Set-off”	a deed of set-off dated 5 September 2024 executed between the Purchaser and Receivers confirming that the consideration of the Sale Shares is set-off against HK\$99,000,000 on a dollar-for-dollar basis as part of the Outstanding Debt in the aggregate amount of approximately HK\$319,108,381 as at the Completion Date
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC and any delegate of the Executive Director
“Form of Acceptance”	the form of acceptance and transfer of the Offer Shares in respect of the Offer accompanying this Composite Document

DEFINITIONS

“Grande Capital Limited”	Grande Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) activities under the SFO, being the financial adviser to the Joint Offerors in respect of the Offer
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company, comprising all independent non-executive Directors, namely Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin, established by the Company for the purpose of advising the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer
“Independent Financial Adviser” or “TC Capital”	TC Capital International Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed with approval of the Independent Board Committee for the purpose of advising the Independent Board Committee and the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer
“Independent Shareholders”	the Shareholders, other than the Joint Offerors and parties acting in concert with any of them
“Jiayuan Chuangsheng”	Jiayuan Chuangsheng Holding Group Co., Ltd.* (佳源創盛控股集團有限公司), a limited liability company established in the PRC which is ultimately and beneficially wholly-owned by Mr. Shum
“Joint Announcement”	the announcement dated 27 October 2024 jointly issued by the Joint Offerors and the Company in relation to, among others, the Sale and Purchase Agreement and the Offer

DEFINITIONS

“Joint Offerors”	collectively, Linkto and VCL
“Last Trading Day”	31 March 2023, being the last trading day immediately prior to the suspension of trading in the Shares
“Latest Practicable Date”	6 December 2024, being the latest practicable date prior to the printing of this Composite Document for ascertaining certain information contained herein
“Linkto”	Linkto Tech Limited, a company incorporated in Hong Kong with limited liability, which is beneficially wholly-owned by Madam Gao
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Madam Gao”	Madam Gao Yuanlan, who is the sole director and the sole shareholder of Linkto
“Mr. Shum”	Mr. Shen Yuxing (沈玉興), also known as Mr. Shum Tin Ching (沈天晴), the then ultimate controlling shareholder of the Company
“Offer”	the mandatory unconditional cash offer made by VCL for and on behalf of the Joint Offerors to acquire the Offer Shares in compliance with the Takeovers Code
“Offer Period”	the period from 27 October 2024, being the date of the Joint Announcement, to the Closing Date
“Offer Price”	being HK\$0.22 per Offer Share
“Offer Share(s)”	any and all of the issued Share(s), other than those Shares already owned by or agreed to be acquired by the Joint Offerors and parties acting in concert with any of them
“Outstanding Debt”	the total outstanding debt due from Chuangyuan to VCL under the finance documents in the aggregate amount of approximately HK\$319,108,381 as at the Completion Date
“Overseas Shareholder(s)”	Independent Shareholder(s) whose address(es), as shown in the register of members of the Company, is (are) outside Hong Kong

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this Composite Document, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Receivers”	Mr. Osman Mohammed Arab and Mr. Lai Wing Lun, who have been appointed as joint and several receivers and managers of the Sale Shares under the Deed of Appointment
“Registrar”	Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office at 17 th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Relevant Period”	the period from 27 April 2024, being the date falling six months immediately preceding the commencement of the Offer Period, up to and including the Latest Practicable Date
“Resumption Guidance”	guidance for the resumption of trading in the Shares as set out in the letters from the Stock Exchange dated 28 June 2023, 14 February 2024 and 13 May 2024
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement dated 5 September 2024 and entered into between the Purchaser and the Receivers in relation to the sale and purchase of the Sale Shares
“Sale Shares”	an aggregate of 450,000,000 Shares acquired by the Purchaser from the Receivers pursuant to the Sale and Purchase Agreement
“Security Deed”	the security deed dated 23 November 2022 executed by Chuangyuan in favour of the Purchaser pursuant to which a security interest has been created over the Sale Shares
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Shanghai Jinyuan”	Shanghai Jinyuan Investment Centre (Limited Partnership)* (上海金轅投資中心(有限合夥)), a limited partnership established in the PRC and a party who is independent of the Company and its connected person(s) (as defined in the Listing Rules)
“Shanghai Zhijin”	Shanghai Zhijin Asset Management Co., Ltd.* (上海智金資產管理有限公司), a company established in the PRC with limited liability and a party who is independent of the Company and its connected person(s) (as defined in the Listing Rules)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Takeovers Code
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“VCGL”	Valuable Capital Group Ltd, a limited liability company incorporated in the Cayman Islands, which is owned by not less than six shareholders, none of whom holds 30% or more of the voting rights thereof
“VCL” or “Purchaser”	Valuable Capital Limited, a limited company incorporated in Hong Kong and a licensed corporation to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities under the SFO, and an indirect wholly-owned subsidiary of VCGL
“Zhejiang Heyuan”	Zhejiang Heyuan Property Services Co., Ltd.* (浙江禾源物業服務有限公司), an indirect wholly-owned subsidiary of the Company and a wholly foreign owned enterprise established in the PRC

DEFINITIONS

“Zhejiang Zhixiang Dacheng”	Zhejiang Zhixiang Dacheng Property Services Group Co., Ltd.* (浙江智想大成物業服務集團有限公司) (formerly known as Zhejiang Jiayuan Property Services Group Co., Ltd.* (浙江佳源物業服務集團有限公司) at the material time), an indirect wholly-owned subsidiary of the Company and a limited liability company established in the PRC
“%”	per cent.



10 December 2024

To the Independent Shareholders,

Dear Sir/Madam,

**MANDATORY UNCONDITIONAL CASH OFFER
BY VALUABLE CAPITAL LIMITED FOR AND ON BEHALF OF
THE JOINT OFFERORS TO ACQUIRE ALL THE ISSUED SHARES OF
JIAYUAN SERVICES HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY THE JOINT OFFERORS
AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

INTRODUCTION

Reference is made to the Joint Announcement.

On 5 September 2024, the Receivers and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which the Receivers agreed to sell, and the Purchaser agreed to acquire, the Sale Shares (representing approximately 73.56% of the issued share capital of the Company as at the Latest Practicable Date), at a total consideration of HK\$99,000,000, being HK\$0.22 per Sale Share, free from all encumbrances and together with all rights attaching thereto, including the right to receive all and any dividends, distributions and other rights declared, made, distributed or paid in respect of the Sale Shares the record date for which falls on a date which is on or after the Completion Date.

The consideration in the total amount of HK\$99,000,000 was satisfied by the Purchaser by way of application and set-off of part of the Outstanding Debt in the amount of HK\$99,000,000 on a dollar-for-dollar basis pursuant to the Deed of Set-off against and towards the payment of the consideration on the Completion Date.

Completion took place on 5 September 2024. Immediately before Completion, the Joint Offerors and parties acting in concert with any of them were interested in 450,000,000 Shares in the capacity of holder of a security interest. Immediately after Completion and as at the Latest Practicable Date, the Joint Offerors and parties acting in concert with any of them were interested in 450,000,000 Shares, representing approximately 73.56% of the total issued share capital of the Company.

LETTER FROM VCL

Pursuant to Rule 26.1 of the Takeovers Code, the Joint Offerors are required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by the Joint Offerors and the parties acting in concert with any of them). We, VCL, have been appointed by the Joint Offerors to make the Offer for and on behalf of the Joint Offerors.

This letter forms part of this Composite Document and sets out, among other things, the details of the Offer, certain information on the Joint Offerors and the intention of the Joint Offerors regarding the Group. The terms of the Offer and the procedures of acceptances are set out in this letter, Appendix I to this Composite Document and the Form of Acceptance.

The Independent Shareholders are strongly advised to carefully consider the information contained in the “Letter from the Board”, the “Letter from the Independent Board Committee” and the “Letter from the Independent Financial Adviser” and the appendices as set out in this Composite Document and to consult their professional advisers if in doubt before reaching a decision as to whether or not to accept the Offer.

PRINCIPAL TERMS OF THE OFFER

VCL is making the Offer on behalf of the Joint Offerors in compliance with the Takeovers Code on the following basis:

The Offer

For each Offer Share held HK\$0.22 in cash

The Offer Price of HK\$0.22 per Offer Share is the same as the price per Sale Share payable by the Purchaser under the Sale and Purchase Agreement.

The Offer is unconditional in all respects.

The Joint Offerors will acquire the Offer Shares tendered for acceptance by the Independent Shareholders in accordance with the terms of the Offer. Any and all the Offer Shares tendered for acceptance by the Independent Shareholders will be taken up by Linkto, as has been agreed among the Joint Offerors.

Comparison of value

The Offer Price of HK\$0.22 per Offer Share represents:

- (i) a discount of approximately 20.0% to the closing price of HK\$0.275 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 20.0% to the closing price of HK\$0.275 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 11.6% to the closing price of HK\$0.249 per Share as quoted on the Stock Exchange on 30 March 2023, being the last Business Day immediately preceding the Last Trading Day;

LETTER FROM VCL

- (iv) a discount of approximately 31.6% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 5 consecutive trading days up to and including the Last Trading Day of approximately HK\$0.322 per Share;
- (v) a discount of approximately 39.1% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day of approximately HK\$0.361 per Share;
- (vi) a discount of approximately 47.9% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day of approximately HK\$0.422 per Share;
- (vii) a premium of approximately 361.5% to the unaudited consolidated net liabilities per Share as at 30 June 2024 of approximately HK\$0.08 with reference to the unaudited consolidated net liabilities of the Group of approximately RMB46,836,000 (equivalent to approximately HK\$51,468,000) as at 30 June 2024 and 611,709,000 Shares in issue as at the Latest Practicable Date; and
- (viii) a premium of approximately 209.5% to the audited consolidated net liabilities per Share as at 31 December 2023 of approximately HK\$0.20 with reference to the audited consolidated net liabilities of the Group of approximately RMB111,801,000 (equivalent to approximately HK\$122,858,000) as at 31 December 2023 and 611,709,000 Shares in issue as at the Latest Practicable Date.

Highest and lowest Share Prices

During the Relevant Period, as the trading in the Shares on the Stock Exchange has remained suspended, the highest closing price and the lowest closing price of the Shares as quoted on the Stock Exchange remained to be HK\$0.275, being the closing price of the Shares as at the Last Trading Day.

Total value of the Offer

Based on the 611,709,000 Shares in issue as at the Latest Practicable Date and excluding the 450,000,000 Shares held by the Purchaser, a total of 161,709,000 Shares will be subject to the Offer. Assuming there is no change in the issued share capital of the Company from the Latest Practicable Date to the close of the Offer, on the basis of the Offer Price of HK\$0.22 per Offer Share, the total consideration of the Offer would be HK\$35,575,980 in the event that the Offer is accepted in full.

Confirmation of financial resources available to the Joint Offerors

The maximum aggregate amount payable by the Joint Offerors for the Offer would be HK\$35,575,980 based on (i) the Offer Price of HK\$0.22 per Offer Share; (ii) 161,709,000 Shares subject to Offer; and (iii) assuming full acceptance of the Offer. The Joint Offerors

LETTER FROM VCL

intend to finance the consideration payable under the Offer by its internal cash resources. The Joint Offerors do not intend that the payment of interest on, repayment of or security for any liability (contingent or otherwise) will depend to any significant extent on the business of the Company.

Grande Capital Limited, being the financial adviser to the Joint Offerors in respect of the Offer, is satisfied that there are sufficient financial resources available to the Joint Offerors to satisfy full acceptances of the Offer.

Effect of accepting the Offer

Acceptance of the Offer by any Shareholder will be deemed to constitute a warranty by such person that all Offer Shares sold by such person under the Offer are fully paid and free from all liens, claims, charges, encumbrances, rights of pre-emption and any third party rights of any nature and together with all rights attached to them, including but not limited to the right to receive all dividends and distributions declared, made or paid, if any, on or after the date the Offer is made, being the date of despatch of the Composite Document.

As at the Latest Practicable Date, the Company confirmed that (i) there was no declared but unpaid dividend by the Board; and (ii) the Board has not declared and does not intend to pay or declare any dividends or distributions during the Offer Period (as defined under the Takeovers Code).

The Offer is unconditional in all respects and will remain open for acceptance from the date of this Composite Document until 4:00 p.m. on the Closing Date unless the Joint Offerors revise or extend the Offer in accordance with the Takeovers Code. Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code, details of which are set out in the paragraph headed “RIGHT OF WITHDRAWAL” in Appendix I to this Composite Document.

Payment

Payment in cash in respect of acceptances of the Offer will be made by the Joint Offerors as soon as possible but in any event no later than seven (7) Business Days after the receipt of duly completed acceptances of the Offer.

No fractions of a cent will be payable and the amount of cash consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

Hong Kong Stamp duty

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Joint Offerors in

LETTER FROM VCL

respect of the relevant acceptances of the Offer, whichever is higher, and the amount of such duty will be deducted from the cash amount payable by the Joint Offerors to the relevant Independent Shareholders accepting the Offer.

The Joint Offerors will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

OVERSEAS SHAREHOLDERS

The availability of the Offer to persons who are not residents in Hong Kong may be affected by the applicable laws of the relevant jurisdiction in which they are residents. Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements in their own jurisdictions and, where necessary, seek their own legal advice. It is the responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Overseas Shareholders in respect of such jurisdictions). There was no overseas Shareholder identified as at the Latest Practicable Date.

Any acceptance of any Shareholders will be deemed to constitute a representation and warranty from such Shareholders to the Joint Offerors that the local laws and requirements have been complied with. The Shareholders should consult their professional advisers if in doubt.

TAXATION ADVICE

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Joint Offerors and parties acting in concert with any of them, the Company, VCL, Grande Capital Limited, and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

LETTER FROM VCL

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the Latest Practicable Date:

	Immediately before Completion		Immediately after Completion and as at the Latest Practicable Date	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
<i>Shareholders</i>				
The Joint Offerors and parties acting in concert				
Linkto	–	–	–	–
VCL	–	–	450,000,000	73.56
Sub-total – the Joint Offerors and parties acting in concert	–	–	450,000,000	73.56
Other Shareholders				
Chuangyuan (<i>Note</i>)	450,000,000	73.56	–	–
Other Public Shareholders	161,709,000	26.44	161,709,000	26.44
Total	611,709,000	100.0	611,709,000	100.0

Note: These Shares were held by the Receivers, Mr. Osman Mohammed Arab and Mr. Lai Wing Lun, acting as receivers and managers of the Sale Shares under the Deed of Appointment. Chuangyuan was a controlling shareholder of the Company which was interested in approximately 73.56% of the issued share capital of the Company immediately prior to Completion. On 23 November 2022, Chuangyuan (as the borrower and chargor), being the then controlling shareholder of the Company, by way of a Security Deed, charged the Sale Shares in favour of the Purchaser (as lender and chargee) to secure all the present and future outstanding liabilities to the Purchaser under certain finance documents. Chuangyuan has maintained securities trading accounts with the Purchaser and has borrowed funds or margin financing from the Purchaser in relation thereto. Chuangyuan has since defaulted in making repayments to the Purchaser on or about 9 May 2023, and the Receivers were appointed as joint and several receivers and managers of the Sale Shares by way of the Deed of Appointment.

As at the Latest Practicable Date, none of the Directors had any interests in any Shares.

INFORMATION ON THE GROUP

Details of the information on the Group are set out in the paragraph headed “INFORMATION ON THE GROUP” in the “Letter from the Board” in this Composite Document.

LETTER FROM VCL

INFORMATION ON THE JOINT OFFERORS

VCL

VCL is a limited company incorporated in Hong Kong and a licensed corporation to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities under the SFO. The directors of VCL are Cheung Ting, Lee Ching, Wong Kwong Tung and Zhou Teng.

VCL is an indirect wholly-owned subsidiary of VCGL. VCGL is a limited liability company incorporated in the Cayman Islands. VCGL is a leading technology-driven financial solution provider. It offers efficient, tailored, comprehensive and quality services to millions of retail individuals, as well as institutional and corporate clients across the globe. Its service has a global presence with operations in Mainland China, Hong Kong SAR, Singapore, the United States and Saudi Arabia. The directors of VCGL are Liu Yunli, Cheung Ting, Xu Ge, Deng Qingxu, Wu Weifa, Li Jinji and Lee Ching.

VCGL is owned by (i) Liu Yunli as to 8.83%; (ii) Xu Ge as to 19.34%; (iii) Wu Weifa as to 7.25%; (iv) Sina Corporation as to 17.46%; (v) Weibo Corporation as to 21.37%; and (vi) other 14 shareholders, which includes Top Prima Group Limited, Ever Torch Limited, Cloud Phoenix Limited, Wisdom River Holding Limited, Absolute Proficient Limited, Yan Wang, Li Kwok Fu, Glory Hunter Limited, Gu Gang, Fenghe Harvest Ltd, JAS Investment Group Limited, Rainbow Asia International Limited, AMG Music Holdings Corporation and SEENER Technology Limited, as to 25.75% in total.

Linkto

Linkto is a company incorporated in Hong Kong with limited liability, which is principally engaged in investment holding.

Madam Gao is the sole director and the sole beneficial shareholder of Linkto. Madam Gao started her career in 1974 as a technician at a paper manufacturing factory in Langxi County, Anhui Province, the PRC. During the period from 2015 to 2021, she served as a director and Supply Chain Manager of Wuhu Guote E-Commerce Company Limited (蕪湖果特電子商務有限責任公司), which is principally engaged in e-commerce business. During such period, she was in charge of the company's supply chain planning, supplier management and procurement, as well as supply chain risk management. She has served as the sole director of Linkto since 2021, responsible for the overall objectives and strategic development of Linkto.

VCL and Linkto are third parties independent from the Company and its connected persons, and are independent from each other but for their acting in concert in connection with the Offer. They have been a business acquaintance to each other for a few years. As VCL intended to purchase the Sale Shares and would be required to make a mandatory offer under the Takeovers Code, it approached and discussed with a few potential investors including Linkto in respect of the sale and purchase of the Sale Shares and financing or investing in the subsequent Offer, whereupon Linkto agreed to act in concert with VCL and accept all the Shares tendered for acceptance in the Offer as Madam Gao is interested in the future business development of the Company. Linkto did not own any Shares in the Company prior to the Completion of the Sale and Purchase Agreement.

LETTER FROM VCL

INTENTION OF THE JOINT OFFERORS IN RELATION TO THE GROUP

Upon Completion, the Joint Offerors became the controlling shareholders of the Company and were interested in approximately 73.56% of the issued share capital of the Company. Upon completion of the Offer, while continuing the principal business of the Group, the Joint Offerors will assist the Group in reviewing its existing capabilities and resources for the purpose of developing detailed business plans and strategies or to tap into new business opportunities. The Joint Offerors will continue to review the business operations and financial position of the Group from time to time for development of a sustainable business plan and strategy to the Group. The Joint Offerors have no intention to introduce major changes to the existing business of the Group. The intention of the Joint Offerors is to maintain the Company's existing principal activities, and as at the Latest Practicable Date, no investment or business opportunity had been identified nor had the Joint Offerors entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any asset or business into the Group.

The Joint Offerors will, depending on the business operations and development of the Group in the future, constantly review the employee structure of the Group so as to meet the needs of the Group from time to time. As at the Latest Practicable Date, the Joint Offerors had no intention to (i) discontinue the employment of any employees of the Group (who are not Directors of the Company); or (ii) redeploy the fixed assets of the Company other than those in its ordinary and usual course of business.

PROPOSED CHANGE TO THE BOARD COMPOSITION

As at the Latest Practicable Date, the Board comprised Mr. Bao Guojun and Mr. Pang Bo as executive Directors; and Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin as independent non-executive Directors.

It is intended that all of the five Directors will resign with effect from (1) the earliest time permitted under the Listing Rules and Rule 7 of the Takeovers Code; or (2) the publication of all outstanding financial results (i.e. the annual results of the Group for the financial years ended 31 December 2022 and 2023 and the interim results of the Group for the six months ended 30 June 2023 and 2024), whichever is later. The Joint Offerors intend to nominate new Directors to the Board immediately after the publication of the Composite Document and before the resumption of trading in the Shares in compliance with Rule 26.4 of the Takeovers Code and/or the Listing Rules. Further announcement(s) will be made as and when appropriate.

LETTER FROM VCL

The Joint Offerors propose to nominate Mr. Xin Bing (辛冰) and Mr. Li Meng (李猛) as executive Directors, and Mr. Zhang Chen (張辰), Ms. Cui Yan (崔艷) and Mr. Cai Sitao (蔡思韜) as independent non-executive Directors. The biographies of the new Directors to be nominated are set out below:

BIOGRAPHIES OF NEW DIRECTORS NOMINATED BY THE JOINT OFFERORS

Mr. Xin Bing (辛冰) (formerly known as Xin Bing 辛兵), aged 57, nominated by the Joint Offerors as an executive Director, obtained a bachelor's degree in engineering from Huazhong University of Science and Technology* (華中科技大學) (formerly known as Huazhong University of Science and Technology* (華中理工大學)) in 1988 and a master's degree in business administration from China Europe International Business School* (中歐國際工商學院) in 2022. Mr. Xin has been the director of Beijing Extreme Experience Travel Service Co., Ltd.* (北京極度體驗旅游服務有限公司) since 2016. Prior to that, he worked as administration general manager at Chongqing Zhongya Zhongli Tax Agents Co., Ltd.* (重慶中亞眾力稅務師事務所有限公司) from 2005 to 2015, and as deputy general manager at Chongqing Chunyu Industrial (Group) Co., Ltd.* (重慶春語實業(集團)有限公司) from 2001 to 2004. He also worked as deputy general manager at Chongqing City Yubei Housing Development Co., Ltd.* (重慶市渝北房屋開發公司) from 1999 to 2001 and as manager of the planning department at Chongqing Jiazhou Property Development Co., Ltd.* (重慶加州物業服務有限公司) from 1992 to 1999. He served as assistant engineer at Chengdu Industrial Economic Technology Development Co., Ltd.* (成都工業經濟技術開發公司) from 1988 to 1991. It is proposed that Mr. Xin will enter into a service contract with the Company for a term of three years and his remuneration will be determined by the Board and the remuneration committee of the Board by reference to his background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates.

Mr. Li Meng (李猛), aged 32, is nominated by the Joint Offerors as an executive Director. Mr. Li has extensive experience in the bond capital market and financing, particularly in various standardized bond issuances and non-standard business financing. Since 2021, Mr. Li has been serving as vice president of the fixed income department at VCL, responsible for the debt capital market business. Mr. Li is currently licensed by the SFC to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO. Prior to that, from 2016 to 2020, Mr. Li worked at Sinotruk (Hong Kong) International Investment Limited* (中國重汽(香港)國際資本有限公司), where he was responsible for financing, investment, and sales in the Hong Kong market, successfully expanding several high-end overseas markets. Mr. Li obtained a bachelor's degree in engineering from Shandong Jiaotong University in 2015. It is proposed that Mr. Li will enter into a service contract with the Company for a term of three years and his remuneration will be determined by the Board and the remuneration committee of the Board by reference to his background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates.

LETTER FROM VCL

Mr. Zhang Chen (張辰), aged 40, nominated by the Joint Offerors as an independent non-executive Director, obtained his bachelor's degree in dental surgery from the University of Hong Kong in November 2008 and his master's degree in dental surgery (periodontology) from the University of Hong Kong in November 2012. He has been a registered dentist in Hong Kong since August 2008. Mr. Zhang has over 9 years of experience in business management. Mr. Zhang has been serving as an independent non-executive director at Beijing UBOX Online Technology Corp.* (北京友寶在線科技股份有限公司) (Stock Code: 2429) since June 2021. Mr. Zhang has established and operated his own clinic, Dr. Johnson's Clinic Limited* (張辰醫生牙科診所有限公司) since 2014. From June 2010 to 2014, he worked as a dentist at Dental World Ltd. It is proposed that Mr. Zhang will enter into a letter of appointment with the Company for a term of three years and his remuneration will be determined by the Board and the remuneration committee of the Board by reference to his background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates.

Ms. Cui Yan (崔艷), aged 43, nominated by the Joint Offerors as an independent non-executive Director, obtained her bachelor's degree in management from the University of Petroleum, Beijing* (石油大學(北京)) in 2003 and her master's degree in management from the China University of Petroleum, Beijing* (中國石油大學(北京)) in 2006. Ms. Cui has been serving as executive director, board secretary and vice president at Beijing UBOX Online Technology Corp.* (北京友寶在線科技股份有限公司) (Stock Code: 2429) since 2016 and worked as financial director in the same company from 2012 to 2016. She worked as manager at Grant Thornton Zhitong Certified Public Accountants LLP* (致同會計師事務所(特殊普通合伙)) from 2006 to 2011. It is proposed that Ms. Cui will enter into a letter of appointment with the Company for a term of three years and her remuneration will be determined by the Board and the remuneration committee of the Board by reference to her background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates.

Mr. Cai Sitao (蔡思韜), aged 39, nominated by the Joint Offerors as an independent non-executive Director, obtained his associate degree in fashion design and craftsmanship from Guangzhou University* (廣州大學) in 2008. Mr. Cai is a multimedia creator with extensive experience in brand positioning and brand design. Mr. Cai has been serving as brand director for Guangzhou City Guangjiu Catering Management Co., Ltd.* (廣州市廣九餐飲管理有限公司) since 2022, and for Guangzhou Songyuan Cuisine Co., Ltd.* (廣州松苑飲食有限公司) since 2023. Additionally, he has been serving as supervisor and executive director at Guangzhou Fastfoot Branding Strategy Co., Ltd.* (廣州急急腳品牌策略有限公司) since 2019, and as executive director at Guangzhou Fastfoot Coffee Co., Ltd.* (廣州急急腳咖啡有限公司) since 2019. Mr. Cai is also the executive director of Guangzhou Zaisan Art and Culture Co., Ltd.* (廣州再叁文化藝術有限公司) since 2016. It is proposed that Mr. Cai will enter into a letter of appointment with the Company for a term of three years and his remuneration will be determined by the Board and the remuneration committee of the Board by reference to his background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates.

LETTER FROM VCL

Save as disclosed above, as at the Latest Practicable Date, each of the new Directors nominated by the Joint Offerors did not (i) hold any other interests in the Shares of the Company within the meaning of Part XV of the SFO; (ii) have any relationship with any other directors, senior management, substantial shareholder or controlling shareholder (as defined under the Listing Rules) of the Company; (iii) hold any other positions with the Company or other members of the Group; and (iv) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the date of this Composite Document.

Save as disclosed above, there are no other matters relating to the appointment of new Directors nominated by the Joint Offerors that need to be brought to the attention of the Shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the offer, less than the minimum prescribed percentage applicable to the listed issuer, being 25% of the issued shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the shares; or
- that there are insufficient shares in public hands to maintain an orderly market;

it will consider exercising its discretion to suspend dealings in the shares.

The Joint Offerors intend the Company to remain listed on the Stock Exchange. The directors of the Joint Offerors and the new Directors to be appointed to the Board of the Company will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Company's Shares.

ACCEPTANCE AND SETTLEMENT OF THE OFFER

Your attention is drawn to the details regarding the procedures for acceptance and settlement of the Offer as set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

COMPULSORY ACQUISITION

The Joint Offerors do not intend to exercise any power of compulsory acquisition of any outstanding Offer Shares not acquired under the Offer after the close of the Offer.

LETTER FROM VCL

GENERAL

All documents and remittances to be sent to the Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent to the Shareholders at their respective addresses as they appear in the registers of the members of the Company and in the case of joint holders, to such holder whose name appears first in the relevant registers. The Joint Offerors and parties acting in concert with any of them, the Company, VCL, Grande Capital Limited, the Independent Financial Adviser, the Registrar and their respective ultimate beneficial owners, directors, officers, agents, advisers and associates or any other parties involved in the Offer will not be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof or in connection therewith.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Composite Document which form part of this Composite Document. In addition, your attention is also drawn to the “Letter from the Board”, the “Letter from the Independent Board Committee”, the “Letter from the Independent Financial Adviser” contained in this Composite Document.

Yours faithfully,
for and on behalf of
Valuable Capital Limited
Cheung Ting
Chief Executive Officer

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Pang Bo
Mr. Bao Guojun

Independent non-executive Directors:

Ms. Liang Yunxu
Mr. Wang Huimin
Mr. Wong Kwok Yin

*Registered office in
the Cayman Islands:*

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Unit 205, 2/F One Vista Summit
3 San Hop Lane, Tuen Mun
Hong Kong

10 December 2024

To the Independent Shareholders:

Dear Sir/Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
VALUABLE CAPITAL LIMITED
FOR AND ON BEHALF OF THE JOINT OFFERORS
TO ACQUIRE ALL THE ISSUED SHARES OF
JIAYUAN SERVICES HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY THE JOINT OFFERORS
AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

INTRODUCTION

Reference is made to the Joint Announcement.

As disclosed in the Joint Announcement, the Board was notified by the Purchaser that on 5 September 2024, the Purchaser and the Receivers entered into the Sale and Purchase Agreement, pursuant to which the Receivers, acting as receivers and managers of the Sale Shares, agreed to sell, and the Purchaser agreed to acquire, the Sale Shares (representing approximately 73.56% of the issued share capital of the Company as at the Latest Practicable Date), at a total consideration of HK\$99,000,000, being HK\$0.22 per Sale Share, free from all

LETTER FROM THE BOARD

encumbrances and together with all rights attaching thereto, including the right to receive all and any dividends, distributions and other rights declared, made, distributed or paid in respect of the Sale Shares the record date for which falls on a date which is on or after the Completion Date.

Completion of the Sale and Purchase Agreement took place on 5 September 2024. Immediately before Completion, the Joint Offerors and parties acting in concert with any of them were interested in 450,000,000 Shares in the capacity of holder of a security interest. Immediately upon Completion and as at the Latest Practicable Date, the Joint Offerors and parties acting in concert with any of them were interested in 450,000,000 Shares, representing approximately 73.56% of the total issued share capital of the Company.

As at the Latest Practicable Date, there were 611,709,000 Shares in issue, of which 450,000,000 Shares are held by the Joint Offerors and parties acting in concert with any of them (representing approximately 73.56% of the total issued share capital of the Company), and the Company did not have any outstanding Shares, options, warrants or derivatives which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), and has not entered into any agreement for the issue of such Shares, options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

The purpose of this Composite Document (of which this letter forms part) is to provide you with, among other things, (i) further information relating to the Group, the Joint Offerors and the Offer; (ii) the letter from VCL containing details of the Offer; (iii) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders in relation to the Offer; and (iv) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in connection with the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

PRINCIPAL TERMS OF THE OFFER

As disclosed in the section headed “Letter from VCL” in this Composite Document, VCL is making the Offer for and on behalf of the Joint Offerors on the following basis:

For each Offer Share HK\$0.22 in cash

The Offer Price of HK\$0.22 per Offer Share is the same as the price per Sale Share payable by the Purchaser under the Sale and Purchase Agreement.

The Offer is unconditional in all respects.

LETTER FROM THE BOARD

The Offer will be extended to all Shareholders other than the Joint Offerors and parties acting in concert with any of them (i.e. the Independent Shareholders) in accordance with the Takeovers Code. Under the terms of the Offer, the Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrances and together with all rights and benefits attached thereto, including all right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the Offer is made, that is, the date of despatch of this Composite Document.

The Company confirms that, as at the Latest Practicable Date, (i) it did not have any outstanding dividend or other distribution which has been declared but not yet paid; and (ii) it did not have any intention to make, declare or pay any future dividend or other distributions during the Offer Period.

Further details of the Offer

Further details of the Offer are set out in the section headed “Letter from VCL” in this Composite Document and the additional information contained in the appendices to this Composite Document and the accompanying Form of Acceptance.

INFORMATION ON THE GROUP

The Company is an investment company incorporated in the Cayman Islands with limited liability. The Group principally engages in the provision of property management services in the PRC.

Your attention is drawn to the financial and general information in relation to the Group as set out in Appendix II and Appendix IV to this Composite Document.

Resumption plan and progress

As disclosed in the announcements of the Company dated 24 March 2023, 28 April 2023, 19 May 2023, 23 June 2023, 14 July 2023, 27 July 2023, 30 August 2023, 31 October 2023, 12 January 2024, 28 March 2024, 28 June 2024 and 2 September 2024, the Company announced that the publication of the annual results of the Group for the years ended 31 December 2022 and 2023 and the interim results for the six months ended 30 June 2023 and 2024 respectively was delayed and additional time was required for the Company to prepare the financial information. Such delay in the publication of the financial results of the Group for the year ended 31 December 2022 (the “**2022 Annual Results**”) and for the year ended 31 December 2023 (the “**2023 Annual Results**”) and for the six months ended 30 June 2023 and 2024 respectively constituted a non-compliance with Rules 13.49(1) and 13.49(6) of the Listing Rules and pursuant to Rule 13.50 of the Listing Rules, the Stock Exchange requires suspension of trading in an issuer’s securities if an issuer fails to publish periodic financial information in accordance with the Listing Rules and the suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information. Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 April 2023, and will remain suspended until further notice.

LETTER FROM THE BOARD

The Company has been taking appropriate steps to comply with the Resumption Guidance and the Listing Rules as soon as practicable. On 25 September 2024, an application has been made by the Company to the Stock Exchange for an extension of the remedial period prescribed under Rule 6.01A(1) of the Listing Rules (the “**Remedial Period**”). On 1 November 2024, the Company received a letter from the Stock Exchange stating that after considering the Company’s case, the Listing Committee of the Stock Exchange decided to extend the Remedial Period to 31 December 2024. Please refer to the quarterly update announcements of the Company dated 2 September 2024 and 2 October 2024 and the announcement of the Company dated 1 November 2024 for further details. As at the Latest Practicable Date, the Company considered that it has fulfilled the Resumption Guidance in full after publishing its outstanding financial results. The Company will make an application to the Stock Exchange for the resumption of trading in the Shares as soon as practicable and will publish further announcement(s) in due course to inform the Shareholders and potential investors of the Company of the status and development of the Company as and when appropriate.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the Latest Practicable Date are as follows:

	(i) Immediately before Completion		(ii) Immediately after Completion and as at the Latest Practicable Date	
<i>Shareholders</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Joint Offerors and parties acting in concert				
Linkto	–	–	–	–
VCL	–	–	450,000,000	73.56
Sub-total – the Joint Offerors and parties acting in concert	–	–	450,000,000	73.56
Other Shareholders				
Chuangyuan (<i>Note</i>)	450,000,000	73.56	–	–
Other Public Shareholders	161,709,000	26.44	161,709,000	26.44
Total	611,709,000	100.00	611,709,000	100.00

As at the Latest Practicable Date, none of the Directors had any interests in any Shares.

LETTER FROM THE BOARD

Note: These Shares were held by the Receivers, Mr. Osman Mohammed Arab and Mr. Lai Wing Lun, acting as receivers and managers of the Sale Shares under the Deed of Appointment. Chuangyuan was a controlling shareholder of the Company which was interested in approximately 73.56% of the issued share capital of the Company immediately prior to Completion. On 23 November 2022, Chuangyuan (as the borrower and chargor), being the then controlling shareholder of the Company, by way of a Security Deed, charged the Sale Shares in favour of the Purchaser (as lender and chargee) to secure all the present and future outstanding liabilities to the Purchaser under certain finance documents. Chuangyuan has maintained securities trading accounts with the Purchaser and has borrowed funds or margin financing from the Purchaser in relation thereto. Chuangyuan has since defaulted in making repayments to the Purchaser on or about 9 May 2023, and the Receivers were appointed as joint and several receivers and managers of the Sale Shares by way of the Deed of Appointment.

INFORMATION ON THE JOINT OFFERORS

Your attention is drawn to the section headed “Letter from VCL – Information on the Joint Offerors” in this Composite Document and Appendices I and III to this Composite Document.

INTENTIONS OF THE JOINT OFFERORS IN RELATION TO THE GROUP

Your attention is drawn to the section headed “Letter from VCL – Intentions of the Joint Offerors in relation to the Group” in this Composite Document.

The Board is aware of the Joint Offerors’ intentions in relation to the Group set out in the section headed “Letter from VCL – Intentions of the Joint Offerors in relation to the Group” in this Composite Document. The Board is willing to render reasonable cooperation with the Joint Offerors and continue to act in the best interests of the Company and the Shareholders as a whole.

CHANGES TO THE COMPOSITION OF THE BOARD

As at the Latest Practicable Date, the Board comprised two executive Directors, namely Mr. Bao Guojun and Mr. Pang Bo, and three independent non-executive Directors, namely Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin.

The Board is aware that the Joint Offerors intended that all of the five Directors will resign with effect from (1) the earliest time permitted under the Listing Rules and Rule 7 of the Takeovers Code; or (2) the publication of all outstanding financial results (i.e. the annual results of the Group for the financial years ended 31 December 2022 and 2023 and the interim results of the Group for the six months ended 30 June 2023 and for the six months ended 30 June 2024), whichever is later. The Board is also aware that the Joint Offerors intended to nominate new Directors to the Board in compliance with Rule 26.4 of the Takeovers Code and/or the Listing Rules immediately after the publication of the Composite Document and before the resumption of trading in the Shares. Further announcement(s) will be made as and when appropriate.

LETTER FROM THE BOARD

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Board is aware that the Joint Offerors intend the issued Shares to remain listed on the Stock Exchange after the close of the Offer.

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- (a) a false market exists or may exist in the trading of the Shares; or
- (b) that there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares.

In order to ensure that within a reasonable period after the close of the Offer, there will be not less than 25% of the Company's total number of issued Shares held by the public, the Joint Offerors, the new Director(s) (if any) proposed by the Joint Offeror and the Directors of the Company have undertaken to the Stock Exchange to take appropriate steps within a reasonable period following the close of the Offer to ensure that at least 25% of the total number of issued Shares will be held by the public, which may include but not limited to placing down of sufficient number of accepted Shares held by the Joint Offerors or issue of additional Shares by the Company for this purpose. No arrangements have been confirmed or put in place as at the Latest Practicable Date. Further announcement(s) will be made in accordance with the requirements of the Listing Rules and the Takeovers Code as and when appropriate.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Under Rule 2.1 of the Takeovers Code, a board which receives an offer or is approached with a view to an offer being made, must, in the interests of shareholders, establish an independent committee of the board to make a recommendation (i) as to whether the offer is, or is not, fair and reasonable; and (ii) as to acceptance.

The Company has established the Independent Board Committee, comprising all independent non-executive Directors, namely Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin, all of whom have no direct or indirect interest in the Offer, to advise the Independent Shareholders in relation to the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

As announced in the Joint Announcement, with the approval of the Independent Board Committee and pursuant to Rule 2.1 of the Takeovers Code, TC Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

The full texts of the letter from the Independent Board Committee addressed to the Independent Shareholders and the letter from the Independent Financial Adviser addressed to the Independent Board Committee and the Independent Shareholders are set out in this Composite Document.

LETTER FROM THE BOARD

You are advised to read both letters and the additional information contained in the appendices to this Composite Document carefully before taking any action in respect of the Offer.

RECOMMENDATION

Your attention is drawn to (i) the section headed “Letter from the Independent Board Committee” as set out on pages 27 to 28 of this Composite Document, which contains its advice and recommendations to the Independent Shareholders in relation to the Offer and in particular as to whether the Offer is fair and reasonable and as to acceptance of the Offer; and (ii) the section headed “Letter from the Independent Financial Adviser” set out on pages 29 to 48 of this Composite Document, which contains its advice and recommendations to the Independent Board Committee and the Independent Shareholders in connection with the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer, and the principal factors considered by it in arriving at its advice and recommendation.

The Independent Shareholders are urged to read those letters carefully before taking any action in respect of the Offer.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this Composite Document. You are also recommended to read carefully Appendix I to this Composite Document and the accompanying Form of Acceptance for further details in respect of the procedures for acceptance of the Offer.

In considering what action to take in connection with the Offer, you should consider your own tax positions, if any, and, in case of any doubt, consult your professional advisers.

By order of the Board of
Jiayuan Services Holdings Limited
Pang Bo
Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer prepared for the purpose of inclusion in this Composite Document.



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)

10 December 2024

To the Independent Shareholders:

Dear Sir/Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
VALUABLE CAPITAL LIMITED
FOR AND ON BEHALF OF THE JOINT OFFERORS
TO ACQUIRE ALL THE ISSUED SHARES OF
JIAYUAN SERVICES HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY THE JOINT OFFERORS
AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

INTRODUCTION

We refer to the Composite Document dated 10 December 2024 of which this letter forms part. Unless the context requires otherwise, capitalised terms used in this letter shall have the same meanings as those defined in the Composite Document.

We have been appointed by the Board to form the Independent Board Committee to consider the terms of the Offer and to make a recommendation to you as to whether, in our opinion, the Offer is fair and reasonable and to make recommendation as to acceptance thereof. We have declared that we are independent and have no direct or indirect interests in the Offer, and therefore are able to consider the Offer and to make recommendations to the Independent Shareholders.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

TC Capital has been appointed with our approval as the Independent Financial Adviser to advise us in respect of the Offer and, in particular, whether the Offer is fair and reasonable, and as to the acceptance thereof. Your attention is drawn to the section headed “Letter from the Independent Financial Adviser” set out on pages 29 to 48 of the Composite Document which contains the details of the Independent Financial Adviser’s advice and the principal factors and reasons taken into consideration in arriving at its recommendation in respect of the Offer.

We also wish to draw your attention to the section headed “Letter from VCL” set out on pages 8 to 19 of the Composite Document, the section headed “Letter from the Board” set out on pages 20 to 26 of the Composite Document and the additional information set out in the Composite Document, including the appendices to the Composite Document and the accompanying Form of Acceptance in respect of the terms of the Offer and acceptance and settlement procedures for the Offer.

RECOMMENDATION

Having taken into account the Offer and the independent advice from the Independent Financial Adviser, as well as the principal factors and reasons considered in arriving at its recommendation, we concur with the view of the Independent Financial Adviser and consider that the Offer is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Independent Shareholders as a whole. As such, we recommend the Independent Shareholders to accept the Offer.

Notwithstanding our recommendation, the Independent Shareholders are strongly advised that the decision to accept the Offer or to hold your investment in the Shares is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult your own professional advisers for professional advice. Furthermore, the Independent Shareholders who wish to accept the Offer are recommended to read carefully the terms and procedures for acceptance of the Offer as detailed in the Composite Document and the accompanying Form of Acceptance.

Yours faithfully,
The Independent Board Committee of
Jiayuan Services Holdings Limited

Liang Yunxu
*Independent non-executive
Director*

Wang Huimin
*Independent non-executive
Director*

Wong Kwok Yin
*Independent non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is the text of a letter received from TC Capital International Limited to the Independent Board Committee in respect of the Offer, for the purpose of inclusion in this Composite Document.



10 December 2024

*The Independent Board Committee
Jiayuan Services Holdings Limited*

Dear Sirs,

**MANDATORY UNCONDITIONAL CASH OFFER BY
VALUABLE CAPITAL LIMITED
FOR AND ON BEHALF OF THE JOINT OFFERORS
TO ACQUIRE ALL THE ISSUED SHARES OF
JIAYUAN SERVICES HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY THE JOINT OFFERORS
AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee with respect to the Offer, details of which are set out in the Composite Document, of which this letter forms part. Capitalised terms used herein shall have the same meanings as defined in the Composite Document unless the context requires otherwise.

On 5 September 2024, the Receivers and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which the Receivers agreed to sell, and the Purchaser agreed to acquire, the Sale Shares (representing approximately 73.56% of the issued share capital of the Company as at the Latest Practicable Date), at a total consideration of HK\$99,000,000, being HK\$0.22 per Sale Share, free from all encumbrances and together with all rights attaching thereto, including the right to receive all and any dividends, distributions and other rights declared, made, distributed or paid in respect of the Sale Shares the record date for which falls on a date which is on or after the Completion Date.

Completion took place on 5 September 2024. Immediately before Completion, the Joint Offerors and parties acting in concert with any of them were interested in 450,000,000 Shares in the capacity of holder of a security interest. Immediately after Completion and as at the Latest Practicable Date, the Joint Offerors and parties acting in concert with any of them were

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

interested in 450,000,000 Shares, representing approximately 73.56% of the total issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Joint Offerors are required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by the Joint Offerors and the parties acting in concert with any of them).

THE INDEPENDENT BOARD COMMITTEE

The Company has established the Independent Board Committee comprising all independent non-executive Directors, namely Ms. Liang Yunxu, Mr. Wang Huimin and Mr. Wong Kwok Yin, all of whom have no direct or indirect interest in the Offer, to advise the Independent Shareholders in relation to the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

We, TC Capital International Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code. Our appointment as the Independent Financial Adviser has been approved by the Independent Board Committee.

OUR INDEPENDENCE

As at the Latest Practicable Date, we are not in the same group as the financial or other professional advisers (including a stockbroker) to the Joint Offerors or the Company.

Save as our appointment as the Independent Financial Adviser by the Company to issue a comfort letter in relation to the disclosure of material change of the financial and trading position of the Group in the Composite Document as required under Rule 10.11 of the Takeovers Code, and apart from the normal professional fees paid or payable to us in connection with the current engagement as the Independent Financial Adviser in respect to the Offer, we do not and did not have any relationship that amounted to a significant connection with the Company or the Joint Offerors within the past two years which could create, or be perceived as creating, a conflict of interest for us or which is reasonably likely to affect the objectivity of our advice.

As at the Latest Practicable Date, none of the circumstances set out in Rule 13.84 of the Listing Rules existed that could reasonably be regarded as a hindrance to our independence to act as the Independent Financial Adviser in respect of the Offer.

Accordingly, we consider that we are independent pursuant to Rule 2.6 of the Takeovers Code and Rule 13.84 of the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

BASIS OF OUR OPINION

In formulating our opinion and recommendation in respect of the Offer, we have considered and reviewed, among other things, (i) the Composite Document; (ii) the annual results announcement of the Company for the year ended 31 December 2023 (the “**2023 Annual Results**”); (iii) the interim results announcement of the Company for the six months ended 30 June 2024 (the “**2024 Interim Results**”); (iv) the relevant market data and information available from public sources; and (v) the other information as set out in the Composite Document.

We have relied on the statements, information and representations contained or referred to in the Composite Document and the information provided and representations made to us by the Directors and the management of the Company. We have assumed that all the statements, information and representations contained or referred to in the Composite Document and all the information provided and representations made by the Directors and the management of the Company for which they are solely responsible, are true and accurate in all material respects as at the Latest Practicable Date. We have no reason to doubt the truth, accuracy and completeness of the information provided and representations made to us by the Directors and the management of the Company. Where information in this letter has been extracted from published or otherwise publicly available sources, the sole responsibility of us is to ensure that such information has been correctly and fairly extracted, reproduced or presented from the relevant stated sources and not be used out of context. Our opinions are necessarily based on the financial, economic, market, regulatory and other conditions in effect, and the facts, information, representations and opinions made available to us as at the Latest Practicable Date. The Shareholders will be notified of material changes, if any, to the information contained or referred to herein and our opinions as soon as possible in accordance with Rule 9.1 of the Takeovers Code.

We consider that the information provided and representations made to us are sufficient for us to form a reasonable basis for our opinion. We are not aware of any reason to suspect any relevant information has been withheld; nor are we aware of any fact or circumstance which would render the information provided and representations made to us untrue, inaccurate or misleading. The Directors have confirmed that, having made all reasonable enquiries and to the best of their knowledge, they believe there are no other facts or representations the omission of which would make any statement (other than the information relating to the Joint Offerors and the parties acting in concert with any of them) in the Composite Document, including this letter, incorrect or misleading. We have not, however, carried out any independent verification of the information provided; nor have we conducted any independent investigation into the business and affairs of the Group and the Joint Offerors.

We have not considered the tax implications on the Independent Shareholders of the acceptance or non-acceptance of the Offer since these are dependent on their individual circumstances. In particular, the Independent Shareholders who are residents overseas or subject to overseas or Hong Kong taxation on securities dealings should consider their own tax position and, if in any doubt, consult their own professional advisers.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS CONSIDERED

In arriving at our recommendation in respect to the Offer, we have taken into consideration the following principal factors:

1. Business, financial performance and prospects of the Group

(i) Business of the Group

As stated in the Composite Document, the Company is an investment company incorporated in the Cayman Islands with limited liability. The Group principally engages in the provision of property management services in the PRC.

(ii) Historical financial results and positions of the Group

Set out below is the financial results of the Group for (i) the years ended 31 December 2022 and 2023 (“FY2022” and “FY2023”, respectively) as extracted from the 2023 Annual Results; and (ii) the six months ended 30 June 2023 and 2024 (“1H2023” and “1H2024”, respectively) as extracted from the 2024 Interim Results:

	For six months ended 30 June 2024 RMB'000 (Unaudited)	For six months ended 30 June 2023 RMB'000 (Unaudited)	For the year ended 31 December 2023 RMB'000 (Audited)	For the year ended 31 December 2022 RMB'000 (Audited)
Revenue	434,364	442,007	868,211	944,793
Cost of services and sales	(288,349)	(280,792)	(626,136)	(664,853)
Gross profit	146,015	161,215	242,075	279,940
Other income and expenses, net	(399)	3,588	4,650	13,398
Other gains and losses, net	(1,584)	658	5,183	37,327
Impairment losses on financial assets	(13,183)	(46,708)	(100,035)	(186,423)
Impairment losses on goodwill	–	–	–	(14,557)
Loss on the Abnormal Transactions (Note 1)	–	–	–	(643,819)
Loss on unauthorised Pledged Shares (Note 2)	(5,881)	(5,952)	(11,833)	(37,482)
Loss on unauthorised guarantee	(753)	–	(123,000)	–
Selling and marketing expenses	(3,209)	(3,097)	(7,582)	(11,263)
Administrative expenses	(30,420)	(19,685)	(64,746)	(81,902)

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	For six months ended 30 June 2024 RMB'000 (Unaudited)	For six months ended 30 June 2023 RMB'000 (Unaudited)	For the year ended 31 December 2023 RMB'000 (Audited)	For the year ended 31 December 2022 RMB'000 (Audited)
Finance costs	(655)	(866)	(1,682)	(2,299)
Share of results of associate(s)	(100)	(200)	20	541
Profit/(loss) before taxation	89,831	88,953	(56,950)	(646,539)
Income tax expense	(23,843)	(22,588)	(20,444)	(14,012)
Profit/(loss) and total comprehensive income/(expense) for the period/year	65,988	66,365	(77,394)	(660,551)
Other information				
Gross profit margin	33.6%	36.5%	27.9%	29.6%

Notes:

- During the continuation of the audit process for the year ended 31 December 2022, the Company discovered that there has been a number of abnormal payments and receipts recorded for the years ended 31 December 2021 and 2022 between the Group and certain entities, who were former and current employees, related parties and independent third parties of the Company at the material time (the “**Abnormal Transactions**”) that required further investigation. The details of the Abnormal Transactions and related investigation are set out in the announcement the Company dated 25 September 2024.
- As detailed in the announcement of the Company dated 30 September 2024, without the permission or authorisation of the Board and the senior management of the Company, the former management of certain subsidiaries of the Group, acted upon instructions from China Jiayuan, entered into an unauthorised and undisclosed share pledge agreement, pursuant to which Zhejiang Heyuan Property Services Co., Ltd. (浙江禾源物業服務有限公司), an indirect wholly-owned subsidiary of the Company, agreed to pledge its equity interest in Zhejiang Jiayuan Property Services Group Co., Ltd. (浙江佳源物業服務集團有限公司), currently known as Zhejiang Zhixiang Dacheng Property Services Group Co., Ltd (浙江智想大成物業服務集團有限公司), an indirect wholly-owned subsidiary of the Company, and all underlying interest thereof (the “**Pledged Shares**”).

As demonstrated in the above table, the revenue of the Group showed a decreasing trend since FY2022. The Group recorded a decrease in revenue of approximately 8.1% from FY2022 to FY2023. According to the 2023 Annual Results, such decrease was due to (i) the significant decrease in revenue generated from value-added services to property developers primarily attributable to the decrease in the number of venue services items and new projects delivered; and (ii) the decrease in revenue generated from property management services primarily attributable to the decrease in average property service fee. The Group recorded a slight decrease in revenue of approximately 1.7% from 1H2023 to 1H2024. According to the 2024 Interim Results, such movement was due to (i) the significant decrease in revenue generated from value-added services to property developers primarily attributable to the decrease in the number of newly-added venue services items; and (ii) the decrease in revenue generated from

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

community value-added services primarily attributable to (a) the decrease in gross floor area and (b) the decrease in revenue from common area value-added services compared with last year due to the decrease revenue from assisting property owners with rental of common area and advertising in common area.

The gross profit margin of the Group for each of FY2023 and 1H2024 also decreased as compared with that of the corresponding prior year/period. The Group recorded a deterioration in gross profit margin from approximately 29.6% for FY2022 to approximately 27.9% for FY2023. According to the 2023 Annual Results, such decrease was primarily attributable to the reduction of income from property management services. The Group recorded a decrease in gross profit margin from approximately 36.5% for 1H2023 to approximately 33.6% for 1H2024. According to the 2024 Interim Results, such decrease was primarily due to (i) the increase in employee benefits expenses; and (ii) the continuous implementation of cost measures as a result of improvement in the operation process.

The Group recorded a decrease of approximately RMB583 million in net loss from approximately RMB661 million for FY2022 to approximately RMB77 million for FY2023, which was mainly attributable to (i) the absence of the impairment losses on goodwill and the loss on the Abnormal Transactions for FY2023 of which were recorded for FY2022, (ii) the decrease in the impairment losses on financial assets and the loss on unauthorised Pledged Shares from FY2022 to FY2023. The decrease in net loss resulted from point (i) and (ii) above was partially offset by the loss on unauthorised guarantee recorded in FY2023 of which were not recorded for FY2022. The net profit of Group recorded a slight decrease of approximately RMB377 thousand from approximately RMB66.4 million for 1H2023 to approximately RMB66.0 million for 1H2024 mainly due to the decrease in revenue and gross profit which was partially offset by the decrease in the impairment losses on financial assets in the same period.

In light of the above in particular the decreasing trend in revenue, gross profit and gross profit margin of the Group from FY2022 to 1H2024, we consider that the Company's historical financial results were unsatisfactory.

Set out below is a summary of the financial positions of the Group as at 31 December 2022, 31 December 2023 and 30 June 2024:

	As at 30 June 2024 <i>RMB'000</i> <i>(Unaudited)</i>	As at 31 December 2023 <i>RMB'000</i> <i>(Audited)</i>	As at 31 December 2022 <i>RMB'000</i> <i>(Audited)</i>
ASSETS			
Non-current assets	194,027	197,041	211,881
Current assets	454,314	429,773	390,035
– Trade and other receivables	390,458	377,920	365,401
– Restricted bank deposits	249	3,241	1,374
– Cash and cash equivalents	63,078	48,041	22,722
Total assets	648,341	626,814	601,916

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	As at 30 June 2024 <i>RMB'000</i> <i>(Unaudited)</i>	As at 31 December 2023 <i>RMB'000</i> <i>(Audited)</i>	As at 31 December 2022 <i>RMB'000</i> <i>(Audited)</i>
Non-current liabilities	14,181	19,792	31,703
Current liabilities	680,996	718,823	604,332
Total liabilities	695,177	738,615	636,035
 Net current liabilities	 226,682	 289,050	 214,297
 Total (deficit in equity)/equity	 (46,836)	 (111,801)	 (34,119)

The Group consistently recorded net current liabilities and deficit in equity as at 31 December 2022, 31 December 2023 and 30 June 2024. In particular, we noted that as at 30 June 2024, the Group's cash and cash equivalents was only approximately RMB63 million, which was far below its current liabilities balance of approximately RMB681 million. The cash ratio (calculated as the cash and cash equivalents over the current liabilities) as at 30 June 2024 was only approximately 0.09. In any event that the Group is unable to recover its trade and other receivables in a timely manner for any reason, the Group might face risk of defaulting on its payments to suppliers, creditors, or employees and might lead to bankruptcy or insolvency issue at the worst case and if this happened, the price of the Shares might face significant downward pressure.

According to note 2.1.3 in the 2023 Annual Results, the Group incurred a net loss during the year ended 31 December 2023, and as of that date, the Group had net current liabilities, capital deficiency and accumulated losses. Further, should the Pledged Shares be auctioned or sold, resulting in the Group losing control over Zhejiang Jiayuan Services and its subsidiaries, these entities will therefore be de-consolidated from the consolidated financial statements of Group in accordance with the requirements of HKFRS 10 Consolidated Financial Statements. These events and conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of its business.

Notwithstanding the measures taken by the directors of the Company to address the above events and conditions (for details, please refer to note 2.1.3 in the 2023 Annual Results), as stated in note 2.1.3 in the 2023 Annual Results, significant uncertainties exist as to whether the management will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate operating cash flows in the near future and obtain the continuous financial support from its beneficial owner, at a level sufficient to finance the working capital requirements of the Group. Should the Group be unable to continue as a going concern,

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

adjustments would have to be made to restate the values of the assets to their recoverable amounts, to provide for any further liabilities which might arise and to classify non-current assets and liabilities as current assets and liabilities respectively.

Based on the foregoing, we are therefore of the view that the Offer provides a good exit opportunity to the Independent Shareholders who do not wish to assume the potential risks of bankruptcy or insolvency or inability to continue as a going concern of the Company.

(iii) Business prospects of the Group

As confirmed by the Group, the provision of property management services for residential properties in the PRC was and is expected to contribute the majority of the Group's revenue going forward, we are therefore of the view that the business prospects of the Group will be significantly influenced by the residential property market and the residential property management industry in the PRC.

According to the National Bureau of Statistics of the PRC, the floor area of residential properties newly started, which indicated the future potential supply of floor area of new residential projects available for the property management, decreased by approximately 40% from approximately 1,464 million square meters in 2021 to approximately 876 million square meters in 2022 and further decreased by approximately 21% to approximately 693 million square meters in 2023. The floor area of residential properties newly started for the 10 months ended 31 October 2024 continued to decrease by approximately 23% as compared to that for the corresponding period in 2023.

Moreover, according to the National Bureau of Statistics of the PRC, the floor area of residential properties sold, which is another indicator of the future potential supply of floor area of new residential projects available for the property management, also decreased by approximately 27% from approximately 1,496 million square meters in 2021 to approximately 1,096 million square meters in 2022 and further decreased by approximately 14% to approximately 948 million square meters in 2023. The floor area of residential properties sold for the 10 months ended 31 October 2024 continued to decrease by approximately 18% as compared to that for the corresponding period in 2023.

Though the decrease in the floor area of residential properties newly started and sold in 2022 might be resulted from the then lockdowns and other restrictive measures implemented throughout China in relation to the then COVID-19 pandemic, such decrease continued after the Chinese government lifted such measures since December 2022 as shown in the data for 2023 and the 10 months ended 31 October 2024. We are therefore of the view that the recent continued decrease in the floor area of residential properties newly started and sold shall reduce the potential floor area available for the Group to provide property management services and might therefore affect the revenue of the Group going forward.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Our view above is further supported by an article titled “2024上半年中國物業管理行業總結與下半年趨勢展望” (the “Summary of China’s property management industry in the first half of 2024 and its outlook for the second half of 2024”) (the “**Article**”) published on 4 July 2024 by China Index Academy. China Index Academy is an independent real estate research institution founded by experts with over 500 professional analysts. China Index Academy has extensive experience in researching and tracking the property management industry in the PRC and has conducted research on the Top 100 Property Management Companies since 2008. China Index Academy also cooperated with National Bureau of Statistics of the PRC in publishing “中國房地產統計年鑒” (the “China real estate statistics yearbook”), and was commissioned by listing applicants engaged in the property management industry for their application of listing on the Main Board and GEM of the Stock Exchange. According to the Article, the growth of the property management industry, being the service and operation segment in the real estate industry chain, will likely be affected by the development of upstream industries such as construction and sales of properties. Due to the recent slowdown of the upstream construction and sales activities of properties in the PRC, the properties available for property management are expected to be lesser and therefore the growth rate of the property management industry is expected to continue to slow down in the future. China Index Academy expected the growth rate of the total management area of China’s property management industry will decrease to approximately 3% and 3% for 2024 and 2025 respectively from approximately 7% and 5% for 2021 and 2022 respectively. Notwithstanding that the view of China Index Academy in the Article above was referring to the overall property management industry in China, given that the residential properties segment accounted for majority of the overall upstream property activities in China (according to the National Bureau of Statistics of the PRC, the floor area of residential properties newly started accounted for over 70% of the relevant total market for the three years ended 31 December 2023 and the 10 months ended 31 October 2024 while the floor area of residential properties sold also accounted for over 80% of the relevant total market in the same periods), we are of the view that the above view of China Index Academy in the Article is also applicable to the Group in a large extent.

Considering the expected slowdown in the growth of the property management industry in the PRC, we are of the view that the business prospect of the Group will remain uncertain going forward.

2. Potential uncertainty in restoring public float of the Company after the close of the Offer

The Stock Exchange has stated that if, at the close of the offer, less than the minimum prescribed percentage applicable to the listed issuer, being 25% of the issued shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:–

- a false market exists or may exist in the trading of the shares; or
- that there are insufficient shares in public hands to maintain an orderly market;

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

it will consider exercising its discretion to suspend dealings in the shares.

Considering that as at the Latest Practicable Date, the Joint Offerors and parties acting in concert with any of them were interested in 450,000,000 Shares, representing approximately 73.56% of the total issued share capital of the Company, there is a high possibility that after the close of the Offer, there will be less than 25% of the Company's total number of issued Shares held by the public. Pursuant to the Rule 13.32(3) of the Listing Rules, if the percentage falls below the minimum, the Stock Exchange reserves the right to require suspension of trading in an issuer's securities until appropriate steps have been taken to restore the minimum percentage of securities in public hands. In this connection, the Stock Exchange will normally require suspension of trading in an issuer's securities where the percentage of its public float falls below 15%.

It is possible that a listed issuer may fail to restore its public float for a prolonged period. Reference has been made to the scheme document jointly published on 22 December 2023 by Diamond Ridge Holdings Limited and Pine Care Group Limited (delisted from the Main Board of the Stock Exchange on 29 February 2024). Following the closing of the mandatory unconditional cash offers made by Rainbow Capital (HK) Limited for and on behalf of Diamond Ridge Holdings Limited to acquire all the issued shares in and to cancel all outstanding share options of Pine Care Group Limited on 28 October 2022, trading of the shares of Pine Care Group Limited had been suspended since 31 October 2022 pending the restoration of the minimum public float requirement of 25% pursuant to the Listing Rules. As disclosed, Pine Care Group Limited and Diamond Ridge Holdings Limited had been facing difficulties and challenges, which are out of their control, in order to procure potential investors for the purpose of meeting the public float requirement pursuant to the Listing Rules. It was further disclosed that if the public float of Pine Care Group Limited cannot be restored on or before 30 April 2024, the Stock Exchange may exercise its discretion to cancel the listing of the shares of Pine Care Group Limited. At the end, Pine Care Group Limited was privatized by Diamond Ridge Holdings Limited and the shares of Pine Care Group Limited was delisted from the Main Board of the Stock Exchange on 29 February 2024.

Based on the potential uncertainty in restoring public float of the Company after the close of the Offer, we are therefore of the view that the Offer provides a good exit opportunity to the Independent Shareholders who do not wish to assume the potential risk of the trading suspension of the Shares and delisting of the Shares due to potential failure for the Company and the Joint Offerors to restore the public float of the Company pursuant to the Listing Rules after the close of the Offer.

3. Information of the Joint Offerors and its intentions regarding the Group

(i) Information on the Joint Offerors

VCL

As stated in the Composite Document, VCL is a limited company incorporated in Hong Kong and a licensed corporation to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities under the SFO. The directors of VCL are Cheung Ting, Lee Ching, Wong Kwong Tung and Zhou Teng.

VCL is an indirect wholly-owned subsidiary of VCGL. VCGL is a limited liability company incorporated in the Cayman Islands. VCGL is a leading technology-driven financial solution provider. It offers efficient, tailored, comprehensive and quality services to millions of retail individuals, as well as institutional and corporate clients across the globe. Its service has a global presence with operations in Mainland China, Hong Kong SAR, Singapore, the United States and Saudi Arabia. The directors of VCGL are Liu Yunli, Cheung Ting, Xu Ge, Deng Qingxu, Wu Weifa, Li Jinji and Lee Ching.

VCGL is owned by (i) Liu Yunli as to 8.83%; (ii) Xu Ge as to 19.34%; (iii) Wu Weifa as to 7.25%; (iv) Sina Corporation as to 17.46%; (v) Weibo Corporation as to 21.37%; and (vi) other 14 shareholders, which includes Top Prima Group Limited, Ever Torch Limited, Cloud Phoenix Limited, Wisdom River Holding Limited, Absolute Proficient Limited, Yan Wang, Li Kwok Fu, Glory Hunter Limited, Gu Gang, Fenghe Harvest Ltd, JAS Investment Group Limited, Rainbow Asia International Limited, AMG Music Holdings Corporation and SEENER Technology Limited, as to 25.75% in total.

Linkto

As stated in the Composite Document, Linkto is a company incorporated in Hong Kong with limited liability, which is principally engaged in investment holding.

Madam Gao is the sole director and the sole beneficial shareholder of Linkto. Madam Gao started her career in 1974 as a technician at a paper manufacturing factory in Langxi County, Anhui Province, the PRC. During the period from 2015 to 2021, she served as a director and supply chain manager of Wuhu Guote E-Commerce Company Limited (蕪湖果特電子商務有限責任公司), which is principally engaged in e-commerce business. During such period, she was in charge of the company's supply chain planning, supplier management and procurement, as well as supply chain risk management. She has served as the sole director of Linkto since 2021, responsible for the overall objectives and strategic development of Linkto.

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VCL and Linkto are third parties independent from the Company and its connected persons, and are independent from each other but for their acting in concert in connection with the Offer. They have been a business acquaintance to each other for a few years. As VCL intended to purchase the Sale Shares and would be required to make a mandatory offer under the Takeovers Code, it approached and discussed with a few potential investors including Linkto in respect of the sale and purchase of the Sale Shares and financing or investing in the subsequent Offer, whereupon Linkto agreed to act in concert with VCL and accept all the Shares tendered for acceptance in the Offer as Madam Gao is interested in the future business development of the Company. Linkto did not own any Shares in the Company prior to the Completion of the Sale and Purchase Agreement.

(ii) Intentions of the Joint Offerors regarding the Group

As stated in the Composite Document, upon Completion, the Joint Offerors became the controlling shareholders of the Company and were interested in approximately 73.56% of the issued share capital of the Company. Upon completion of the Offer, while continuing the principal business of the Group, the Joint Offerors will assist the Group in reviewing its existing capabilities and resources for the purpose of developing detailed business plans and strategies or to tap into new business opportunities. The Joint Offerors will continue to review the business operations and financial position of the Group from time to time for development of a sustainable business plan and strategy to the Group. The Joint Offerors have no intention to introduce major changes to the existing business of the Group. The intention of the Joint Offerors is to maintain the Company's existing principal activities, and as at the Latest Practicable Date, no investment or business opportunity had been identified nor had the Joint Offerors entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any asset or business into the Group.

As stated in the Composite Document, it is intended that all of the five Directors will resign with effect from (1) the earliest time permitted under the Listing Rules and Rule 7 of the Takeovers Code; or (2) the publication of all outstanding financial results (i.e. the annual results of the Group for the financial years ended 31 December 2022 and 2023 and the interim results of the Group for the six months ended 30 June 2023 and 2024), whichever is later. The Joint Offerors intend to nominate new Directors to the Board immediately after the publication of the Composite Document and before the resumption of trading in the Shares in compliance with Rule 26.4 of the Takeovers Code and/or the Listing Rules. Further announcement(s) will be made as and when appropriate. Details of the biographies of the new Directors to be nominated by the Joint Offerors were set out in the Letter from VCL in the Composite Document.

Taking into consideration that (i) all of the five Directors will resign according to the schedule disclosed above; and (ii) the Joint Offerors and the new Directors to be nominated by the Joint Offerors were either do not have experience in property management industry or do not engage in property management industry in the last nineteen years according to the

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biographies or the information disclosed in the Composite Document, we are of the view that there is uncertainty on the future performance of the Group under the leadership of the Joint Offerors and new Director(s) to be nominated.

4. Principal terms of the Offer

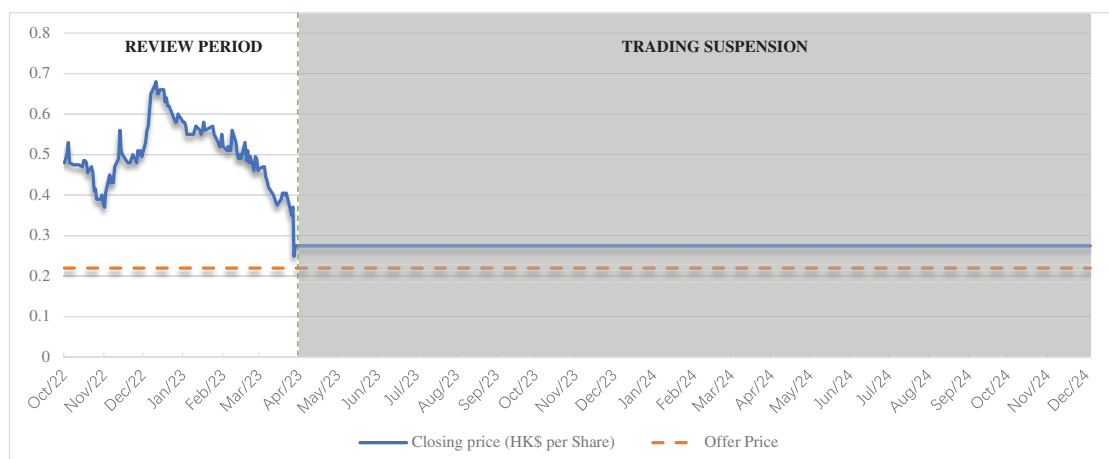
As stated in the Composite Document, the Offer Price of HK\$0.22 per Offer Share represents:

- (i) a discount of approximately 20.0% to the closing price of HK\$0.275 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 20.0% to the closing price of HK\$0.275 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 11.6% to the closing price of HK\$0.249 per Share as quoted on the Stock Exchange on 30 March 2023, being the last Business Day immediately preceding the Last Trading Day;
- (iv) a discount of approximately 31.6% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 5 consecutive trading days up to and including the Last Trading Day of approximately HK\$0.322 per Share;
- (v) a discount of approximately 39.1% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day of approximately HK\$0.361 per Share;
- (vi) a discount of approximately 47.9% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day of approximately HK\$0.422 per Share;
- (vii) a premium of approximately 361.5% to the unaudited consolidated net liabilities per Share as at 30 June 2024 of approximately HK\$0.08 with reference to the unaudited consolidated net liabilities of the Group of approximately RMB46,836,000 (equivalent to approximately HK\$51,468,000) as at 30 June 2024 and 611,709,000 Shares in issue as at the Latest Practicable Date; and
- (viii) a premium of approximately 209.5% to the audited consolidated net liabilities per Share as at 31 December 2023 of approximately HK\$0.20 with reference to the audited consolidated net liabilities of the Group of approximately RMB111,801,000 (equivalent to approximately HK\$122,858,000) as at 31 December 2023 and 611,709,000 Shares in issue as at the Latest Practicable Date.

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(i) *Historical Share price movement analysis*

The chart below illustrates the movement of the daily closing prices of the Shares as quoted on the Stock Exchange during the last six months preceding 31 March 2023 (being the Last Trading Day) (i.e. from 1 October 2022 to 31 March 2023 with both days inclusive, the “**Review Period**”). Given that (i) as at the Latest Practicable Date, the trading in securities of the Company had been suspended for over 20 months which means the price movement of the Shares earlier than 1 October 2022 was aged over 2 years as at the Latest Practicable Date, and (ii) the overall economy of China and the property management industry in China as well as the financial performances and conditions of the Group have changed materially since then, details of which were set out in the subsection headed “Business, financial performance and prospects of the Group – Business prospects of the Group” and “Business, financial performance and prospects of the Group – Historical financial results and positions of the Group”, we considered that the price movement of the Shares for the period earlier than 1 October 2022 would be outdated and irrelevant to our analysis on whether the Offer Price is fair and reasonable. As such, we considered the Review Period is an appropriate and adequate period to reflect the then latest market sentiment on the Shares before the Last Trading Day.



As shown in the chart above, during the Review Period, the lowest closing price of the Shares was HK\$0.249 per Share on 30 March 2023 (the “**Lowest Closing Price**”), while the highest closing price of the Shares was HK\$0.680 per Share on 13 December 2022. The Offer Price of HK\$0.22 per Share is lower than the Lowest Closing Price of the Shares during the Review Period, and represents a discount of approximately 11.6% to the Lowest Closing Price. The Offer Price of HK\$0.22 per Share also represents a discount of approximately 20.0% to the closing price of HK\$0.275 per Share as quoted on the Stock Exchange as at the Last Trading Day.

In assessing the fairness and reasonableness of the Offer Price, we have researched the share price performance of the Comparable Companies (defined as below) from 31 March 2023 (i.e. the Last Trading Day) to the Latest Practicable Date (the “**Assessment Period**”). We have compared the closing price of each of the Comparable Companies as at the 31 March 2023 with the closing price of each of the Comparable Companies as at the Latest Practicable Date, and noted that the share prices of the Comparable Companies during the Assessment Period decreased by approximately 67.1% on average, which is higher than the discount of the Offer Price of approximately 20.0% to the closing price of the Company as at the Last Trading Day.

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As (i) the discount of the Offer Price to the closing price of the Company as at the Last Trading Day of approximately 20.0% is less than the average decline of the share price of the Comparable Companies during the Assessment Period of approximately 67.1% and (ii) to a large extent that the share price performances of the companies in the same industry tend to be similar because they are affected by similar market and regulatory conditions with similar business model and therefore investors' expectation and valuation to them are similar, we are therefore of the view that there is no assurance on the price of the Share which, when trading of the Shares is resumed, will sustain at a level comparable to or even higher than the Offer Price.

(ii) Historical trading volume and liquidity analysis

The following table sets out (i) the average daily trading volume of the Shares; (ii) the respective percentages of the average daily trading volume of the Shares as compared to the total number of Shares in issue; and (iii) the respective percentages of the average daily trading volume of the Shares as compared to the total number of Shares in issue held by the public for each month or period during the Review Period, which we considered it an appropriate and adequate period to reflect the then latest trading activities of the Shares in the market.

	Number of trading days (Note 1)	Approximate average daily trading volume (Number of Shares)	Approximate% of the average daily trading volume to the total number of Shares in issue (Note 2)	Approximate% of the average daily trading volume to the total number of Shares held by the public (Note 3)
2022				
October (from 3 October)	20	124,110	0.020%	0.077%
November	22	621,227	0.102%	0.384%
December	20	787,250	0.129%	0.487%
2023				
January	18	238,333	0.039%	0.147%
February	20	264,450	0.043%	0.164%
March (up to the Last Trading Day)	23	1,772,435	0.290%	1.096%
Maximum		1,772,435	0.290%	1.096%
Minimum		124,110	0.020%	0.077%
Average		634,634	0.104%	0.392%

Source: The website of the Stock Exchange (www.hkex.com.hk)

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Notes:

1. Number of trading days of the Shares represents the number of trading days during the month or period which excludes any trading day on which trading of the Shares on the Stock Exchange was suspended for the whole trading day.
2. Based on the total number of Shares in issue at the end of each month or period as disclosed in the monthly returns of the Company.
3. Based on the number of Shares held by public shareholders as calculated by deducting the Shares held by the Joint Offerors from the total number of Shares in issue at the end of each month or period.

As illustrated in the table above, the trading liquidity of the Shares remains thin with the percentage of the average daily trading volume to the total number of Shares in issue ranged from approximately 0.020% to 0.290%, and approximately 0.077% to 1.096% of the total number of Shares held by the public shareholders during the Review Period. The average daily trading volume of the Shares during the Review Period was approximately 634,634 Shares, representing approximately 0.104% of the total number of Shares in issue and approximately 0.392% of the total number of Shares held by the public shareholders.

(iii) Comparable companies analysis

To further assess the fairness and reasonableness of the Offer Price, we have considered comparison on price-to-sales ratio (“**P/S Ratio**”), which is the benchmark commonly adopted in the evaluation of a company. Price-to-earnings ratio and price-to-book ratio were not applicable as the Company recorded loss in FY2023 and net liabilities as at 30 June 2024.

Given that (a) the majority of the revenue of the Group is derived from property management business in the PRC; (b) the majority of the revenue of property management services derived from the residential properties; and (c) the majority of the revenue of property management services derived in Shanghai, Jiangsu Province, Zhejiang Province, Anhui Province, Hunan Province, Jiangxi Province and Shandong Province, which were located in the east China and the central China (the east China and the central China include Shanghai, Jiangsu Province, Zhejiang Province, Anhui Province, Fujian Province, Jiangxi Province, Shandong Province, Taiwan Province, Hubei Province, Hunan Province and Henan Province according to the Encyclopedia of China, the largest publication project in China with more than 20,000 authors from universities and research institutes contributing to articles in more than 100 disciplines), we have researched for comparable companies with business and financial characteristics similar to the Group so that we can form a view that the selected comparable companies are able to serve as fair and representative samples for comparison purposes, and such selection criteria are as follows: (i) companies that are assigned to the subsector named “Properties & Construction – Properties – Property Service & Management”, according to the Hang Seng Industry Classification System; (ii) companies with at least 90% of revenue derived from the PRC, according to their latest published annual reports or prospectus; (iii) companies with at least 75% of revenue derived from the provision of property management services, according to their latest published annual reports or prospectus; (iv) companies with at least 60% of revenue of the provision of property management services derived from the residential

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properties or with at least 60% of gross floor area under management derived from the residential properties, according to their latest published annual reports or prospectus; (v) companies with at least 60% of revenue of the provision of property management services or with at least 60% of gross floor area under management derived from the east China and the central China, or with description of the provision of property management services mainly in the east China and the central China, according to their latest published annual reports or prospectus; (vi) companies of comparable size to the Company with market capitalisation between HK\$50 million and HK\$300 million considering the Company's implied market capitalisation of approximately HK\$135 million and the number of comparable companies available for us; and (vii) the shares of which are listed on the Main Board of the Stock Exchange.

Based on the above selection criteria, we have identified an exhaustive list of three comparable companies (the “**Comparable Companies**”). The details of the Comparable Companies are set forth below:

Stock code	Company name	Principal businesses	Major geographic presence of the properties under management <i>(Note 1)</i>	Market capitalisation as at the Latest Practicable Date <i>(HK\$)</i> <i>(Note 2)</i>	P/S Ratio <i>(Note 3)</i>
01538.HK	Zhong Ao Home Group Limited	Provision of property management services, provision of cleaning and greening services, and other services	East and central China	247,819,500	0.13
01965.HK	Landsea Green Life Service Company Limited	Provision of property management services, community value-added services, value-added services to non-property owners and apartment operation and management services	Yangtze river delta <i>(Note 4)</i>	78,045,350	0.08

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Stock code	Company name	Principal businesses	Major geographic presence of the properties under management (Note 1)	Market capitalisation as at the Latest Practicable Date (HK\$) (Note 2)	P/S Ratio (Note 3)
01971.HK	Redsun Services Group Limited	Provision of property management services, value-added services to non-property owners and community value-added services	Jiangsu Province, Shanghai, Anhui Province, Zhejiang Province, Shandong Province, Hunan Province, Jiangxi Province	203,350,000	0.18
				Maximum	0.18
				Minimum	0.08
				Average	0.13
				Median	0.13
	The Company Based on Offer Price (Note 5)			134,575,980	0.14

Source: The website of the Stock Exchange (www.hkex.com.hk)

Notes:

1. The major geographic presence of the properties under management of each of the Comparable Companies and the Company was located in the east China and the central China.
2. The market capitalisation of the Comparable Companies is calculated based on the respective closing prices of their shares and the total number of issued shares as at the Latest Practicable Date.
3. The P/S Ratios of the Comparable Companies are calculated based on their respective market capitalisation and operating revenue as disclosed in the latest published financial statements on or before the Latest Practicable Date.
4. According to the Encyclopedia of China, Yangtze river delta includes Shanghai and certain cities in Jiangsu Province and Zhejiang Province, and is part of the east China.
5. The implied market capitalisation of the Company is calculated based on the Offer Price of HK\$0.22 per Offer Share and the total number of issued Shares of 611,709,000 as at the Latest Practicable Date. The implied P/S Ratio of the Company is calculated based on the implied market capitalisation implied by the Offer Price, divided by the operating revenue of the Company disclosed in the 2023 Annual Results.
6. For the purpose of calculation, the translation into HK\$ is based on the exchange rate of HK\$1.00 to RMB0.9232 as of the Latest Practicable Date according to the People's Bank of China, and is provided solely for illustrative purposes.

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As illustrated in the table above, the P/S Ratios of the Comparable Companies range from approximately 0.08 times to 0.18 times, with an average of approximately 0.13 times and a median of approximately 0.13 times. The implied P/S Ratio of the Company based on Offer Price is approximately 0.14 times, which is higher than the average the P/S Ratios of the Comparable Companies and therefore we are of the view that the Offer Price is fair and reasonable so far as the Independent Shareholders are concerned from this perspective.

(iv) Conclusion on the Offer Price

Despite the Offer Price represented discounts to all closing prices as at the relevant dates and that derived from different metrics as detailed in the subsection headed “Principal terms of the Offer” above, considering (i) the Offer Price represents premium over the consolidated net liabilities per Share as at 31 December 2023 and 30 June 2024 as detailed in the subsection headed “Principal terms of the Offer” above; (ii) the discount of the Offer price to the closing price of the Company as at the Last Trading Day is less than the average decline of the share price of the Comparable Companies during the Assessment Period, (iii) the implied P/S Ratio of the Company based on Offer Price is higher than the average the P/S Ratio of the Comparable Companies, and the market comparable analysis in relation to the Comparable Companies selected based on the abovementioned yardsticks are fair and reasonable, and (iv) the closing price of the Shares on the Last Trading Day did not reflect the potential market concern towards certain important updates of the Group including the fact that the Group recorded deficit in equity and net current liabilities as at 31 December 2022, 31 December 2023 and 30 June 2024, and if it did, we are of the view that the price of the Shares, other things being constant, might face downward pressure to make the Offer Price less discount to the closing price of the Shares on the Last Trading Day, we are of the view that the Offer Price is fair and reasonable so far as the Independent Shareholders are concerned.

In addition, given the thin trading liquidity of the Shares in the Review Period, a sufficiently active market may not exist to enable the Independent Shareholders to sell the Shares in bulk quantity after the resumption of trading of the Shares without exerting a downward pressure on the price of the Shares in the short term. In such circumstance, the Offer may represent an alternative exit for the Independent Shareholders with significant shareholding in the Company to realise their investments in the Company at the Offer Price.

RECOMMENDATION

Having considered that (i) the unsatisfactory of the historical financial results of the Group and the potential risks of bankruptcy or insolvency or inability to continue as a going concern of the Group as detailed in the subsection headed “Business, financial performance and prospects of the Group – Historical financial results and positions of the Group”, (ii) the expected slowdown of the property management industry in the PRC as detailed in the subsection headed “Business, financial performance and prospects of the Group – Business prospects of the Group”, (iii) the potential uncertainty in restoring public float of the Company after the close of the Offer as detailed in the section headed “Potential uncertainty in restoring public float of the Company after the close of the Offer”, (iv) the uncertainty on the future

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performance of the Group under the leadership of the Joint Offerors and new Director(s) to be nominated by the Joint Offerors as detailed in the section headed “Information of the Joint Offerors and its intentions regarding the Group – Intentions of the Joint Offerors regarding the Group”, and (v) our view on the Offer Price as detailed in the section headed “Principal terms of the Offer”, we are of the opinion that the Offer is fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Independent Shareholders as a whole and we recommend the Independent Board Committee to advise the Independent Shareholders to accept the Offer.

Those Independent Shareholders who wish to retain some or all of their investments in the Shares and/or are confident in the future prospects of the Group or otherwise are reminded to closely monitor the development of the Group and the publication of the Company (including the Composite Document) in this regard.

The Independent Shareholders are strongly advised that the decision to accept the Offer or to hold their investments in the Shares is subject to individual circumstances and investment objectives. As different Independent Shareholders would have different investment criteria, objectives, risk preferences and tolerance levels and/or circumstances, we would recommend any Independent Shareholder who may require advice in relation to any aspect of the Composite Document, or as to the action to be taken, to consult a licensed securities dealer, bank manager, solicitor, professional accountant, tax adviser or other professional adviser before making the decision to, whether or not, accept the Offer. The Independent Shareholders are also reminded to read carefully the procedures for accepting the Offer as detailed in the Composite Document, the appendices to the Composite Document and the relevant Form(s) of Acceptance, if they wish to accept the Offer.

Yours faithfully

For and on behalf of

TC Capital International Limited

Edward Wu

Chairman

Keiven Chan

Managing Director

Note:

Mr. Edward Wu has been a responsible officer of Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance since 2005. He has participated in and completed various advisory transactions in respect of connected transactions of listed companies in Hong Kong.

Mr. Keiven Chan has been a responsible officer of Type 6 (advising on corporate finance) regulated activities under the SFO since 2018. He has participated in and completed various advisory transactions in respect of connected transactions of listed companies in Hong Kong.

* *For identification purpose only*

1. PROCEDURES FOR ACCEPTANCE OF THE OFFER

- (a) To accept the Offer, you should complete and sign the accompanying Form of Acceptance in accordance with the instructions printed thereon, which instructions form part of the terms of the Offer.
- (b) If the Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in your name, and you wish to accept the Offer, you must send the duly completed and signed Form of Acceptance together with the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the Registrar, being Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by post or by hand, marked “Jiayuan Services Holdings Limited General Offer” on the envelope, as soon as possible and in any event not later than 4:00 p.m. on the Closing Date or such later time and/or date as the Joint Offerors may determine and announce in accordance with the Takeovers Code.
- (c) If the Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in the name of a nominee company or a name other than your own, and you wish to accept the Offer whether in full or in part of your Shares, you must either:
 - (i) lodge your Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares with the nominee company, or other nominee, with instructions authorising it to accept the Offer on your behalf and requesting it to deliver in an envelope marked “Jiayuan Services Holdings Limited General Offer” the duly completed and signed Form of Acceptance together with the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares to the Registrar; or
 - (ii) arrange for the Shares to be registered in your name by the Company through the Registrar, and deliver in an envelope marked “Jiayuan Services Holdings Limited General Offer” the duly completed and signed Form of Acceptance together with the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares to the Registrar no later than 4:00 p.m. on the Closing Date or such later time and/or date as the Joint Offerors may determine and announce in accordance with the Takeovers Code; or

- (iii) if your Shares have been lodged with your licensed securities dealer/registered institution in securities/custodian bank through CCASS, instruct your licensed securities dealer/registered institution in securities/custodian bank to authorise HKSCC Nominees Limited to accept the Offer on your behalf on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer/registered institution in securities/custodian bank for the timing on the processing of your instruction, and submit your instruction to your licensed securities dealer/registered institution in securities/custodian bank as required by them; or
 - (iv) if your Shares have been lodged with your investor participant's account maintained with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set out by HKSCC Nominees Limited.
- (d) If the Share certificate(s) and/or transfer receipts and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are not readily available and/or is/are lost, as the case may be, and you wish to accept the Offer in respect of your Shares, the Form of Acceptance should nevertheless be completed, signed and delivered in an envelope marked "Jiayuan Services Holdings Limited General Offer" to the Registrar together with a letter stating that you have lost one or more of your Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) or that it/they is/are not readily available. If you find such document(s) or if it/they become(s) available, it/they should be forwarded to the Registrar as soon as possible thereafter. If you have lost your Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title, you should also write to the Registrar for a letter of indemnity which, when completed in accordance with the instructions given, should be returned to the Registrar.
- (e) If you have lodged transfer(s) of any of your Shares for registration in your name and have not yet received your Share certificate(s), and you wish to accept the Offer in respect of your Shares, you should nevertheless complete and sign the Form of Acceptance and deliver it in an envelope marked "Jiayuan Services Holdings Limited General Offer" to the Registrar together with the transfer receipt(s) duly signed by yourself and other document(s) of title (as the case may be). Such action will be deemed to be an irrevocable authority to the Joint Offerors and/or VCL and/or their respective agent(s) to collect from the Company or the Registrar on your behalf the relevant Share certificate(s) when issued and to deliver such Share certificate(s) to the Registrar on your behalf and to authorise and instruct the Registrar to hold such Share certificate(s), subject to the terms and conditions of the Offer, as if it was/they were delivered to the Registrar with the Form of Acceptance.

- (f) Acceptance of the Offer will be treated as valid only if the completed and signed Form of Acceptance is received by the Registrar by no later than 4:00 p.m. on the Closing Date (or such later time and/or date as the Joint Offerors may determine and announce in accordance with the Takeovers Code) and the Registrar has recorded the Form of Acceptance and any relevant documents required by the Takeovers Code have been so received, and is:
- (i) accompanied by the relevant Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and, if that/those Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) is/are not in your name, such other documents (e.g. a duly stamped transfer of the relevant Share(s) in blank or in your favour executed by the registered holder) in order to establish your right to become the registered holder of the relevant Shares; or
 - (ii) from a registered Shareholder or his/her/its personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to the Shares which are not taken into account under another sub-paragraph of this paragraph (f)); or
 - (iii) certified by the Registrar or the Stock Exchange. If the Form of Acceptance is executed by a person other than the registered Shareholder, appropriate documentary evidence of authority (e.g. grant of probate or certified copy of a power of attorney) to the satisfaction of the Registrar must be produced.
- (g) No acknowledgement of receipt of any Form of Acceptance, Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

2. SETTLEMENT OF THE OFFER

Provided that a valid Form of Acceptance and the relevant certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and in good order in all respects in accordance with the Takeovers Code and have been received by the Registrar no later than 4:00 p.m. on the Closing Date or such later time and/or date as the Joint Offerors may determine and announce in accordance with the Takeovers Code, a cheque for the amount (rounding up to the nearest cent) representing the cash consideration due to each of the Independent Shareholders who accepts the Offer less seller's ad valorem stamp duty in respect of the Shares tendered by it/him/her under the Offer will be despatched to such Independent Shareholder by ordinary post at its/his/her own risk as soon as possible but in any event no later than seven (7) Business Days after the date on which all the relevant documents which render such acceptance complete and valid are received by the Registrar in accordance with the Takeovers Code.

Settlement of the consideration to which any accepting Independent Shareholder is entitled under the Offer will be implemented in full in accordance with the terms of the Offer (save for with respect to the payment of seller's ad valorem stamp duty), without regard to any lien, right of set-off, counterclaim or other analogous right to which the Joint Offerors may otherwise be, or claim to be, entitled against such accepting Independent Shareholder.

3. ACCEPTANCE PERIOD AND REVISIONS

- (a) In order to be valid for the Offer, the Form of Acceptance must be received by the Registrar in accordance with the instructions printed thereon by 4:00 p.m. on the Closing Date, unless the Offer is extended or revised in accordance with the Takeovers Code. The Offer is unconditional.
- (b) The Joint Offerors reserve the right to revise the terms of the Offer in accordance with the Takeovers Code. If the Joint Offerors revise the terms of the Offer, all the Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms.
- (c) If the Offer is extended or revised, the announcement of such extension or revision will state the next closing date or a statement that the Offer will remain open until further notice. In the latter case, at least 14 days' notice in writing will be given before the Offer is closed to the Independent Shareholders who have not accepted the Offer, and an announcement will be released jointly by the Joint Offerors and the Company. The revised Offer will be kept open for at least 14 days thereafter.
- (d) If the Closing Date of the Offer is extended, any reference in this Composite Document and in the Form of Acceptance to the Closing Date shall, except where the context otherwise requires, be deemed to refer to the closing date of the Offer as so extended.
- (e) Any acceptance of the relevant revised Offer shall be irrevocable unless and until the Independent Shareholders who accept the Offer become entitled to withdraw their acceptance under the paragraph headed "RIGHT OF WITHDRAWAL" of this appendix below and duly do so.

4. NOMINEE REGISTRATION

To ensure equality of treatment of all Independent Shareholders, those registered Independent Shareholders who hold the Shares as nominees for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. It is essential for the beneficial owners of the Shares whose investments are registered in the names of nominees to provide instructions to their nominees of their intentions with regard to the Offer.

5. ANNOUNCEMENT

- (a) By 6:00 p.m. on the Closing Date (or such later time and/or date as the Executive may in exceptional circumstances permit), the Joint Offerors must inform the Executive and the Stock Exchange of its decision in relation to the revision, extension or expiry of the Offer. The Joint Offerors must post an announcement in accordance with the requirement of the Listing Rules and the Takeovers Code by 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been revised or extended.

The announcement will state the total number of Shares and rights over Shares:

- (i) for which acceptances of the Offer have been received;
- (ii) held, controlled or directed by the Joint Offerors and/or parties acting in concert with them before the Offer Period; and
- (iii) acquired or agreed to be acquired during the Offer Period by the Joint Offerors and/or parties acting in concert with them.

The announcement must include details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Joint Offerors and/or any parties acting in concert with them have borrowed or lent, save for any borrowed shares which have been either on-lent or sold and specify the percentages of the issued share capital of the Company and the percentages of voting rights of the Company represented by these numbers.

The announcement must also specify the percentages of the issued share capital of the Company and the percentages of voting rights of the Company represented by the number of securities as referred to above in this paragraph.

In computing the total number of Shares represented by acceptances, only valid acceptances that are complete, in good order and fulfil the acceptance conditions set out in this appendix, and which have been received by the Registrar respectively no later than 4:00 p.m. on the Closing Date, unless the Offer is extended or revised in accordance with the Takeovers Code, shall be included.

- (b) As required under the Takeovers Code, all announcements in relation to the Offer which the Executive and the Stock Exchange have confirmed that they have no further comments thereon must be made in accordance with the requirements of the Takeovers Code and the Listing Rules.

6. RIGHT OF WITHDRAWAL

- (a) Acceptance of the Offer tendered by the Independent Shareholders shall be irrevocable and cannot be withdrawn, except in the circumstances set out in sub-paragraph (b) below.
- (b) If the Joint Offerors are unable to comply with the requirements set out in the paragraph headed “ANNOUNCEMENT” of this appendix above, as set out in Rule 19.2 of the Takeovers Code, the Executive may require that the Independent Shareholders who have tendered acceptances to the Offer be granted a right of withdrawal on terms that are acceptable to the Executive until the requirements set out in that rule are met.

In such case, when the Independent Shareholders withdraw their acceptance(s), the Joint Offerors shall, as soon as possible but in any event no later than seven (7) Business Days after receipt of the notice of withdrawal, return by ordinary post the Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the Shares lodged with the Form of Acceptance to the relevant Independent Shareholder(s) at his/her/its own risks.

7. OVERSEAS SHAREHOLDERS

The availability of the Offer to persons who are not resident in Hong Kong may be affected by the laws of the relevant overseas jurisdictions. The making of the Offer to the Independent Shareholders whose registered addresses are in jurisdictions outside Hong Kong may be prohibited or affected by the laws or regulations of the relevant jurisdictions. Such Independent Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe relevant applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibility of the individual Independent Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including but not limited to the obtaining of any regulatory or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such overseas shareholders in respect of the acceptance of Offer in such jurisdictions).

As confirmed by the Company, as at the Latest Practicable Date, the Company had no Shareholder whose registered address is outside Hong Kong.

Acceptance of the Offer by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Joint Offerors that all the laws and requirements of the relevant jurisdictions have been complied with. The Overseas Shareholders should consult their professional advisers in case of any doubt.

8. HONG KONG STAMP DUTY

Seller's ad valorem stamp duty calculated at a rate of 0.1% of the market value of the Offer Shares or consideration payable by the Joint Offerors in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to the relevant Shareholder on acceptance of the Offer.

The Joint Offerors will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders who accept the Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptances of the Offer and the transfers of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

9. TAXATION ADVICE

Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Joint Offerors and parties acting in concert with them, the Company, VCL, Grande Capital Limited, the Independent Financial Adviser, the Registrar and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer accepts any responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

10. GENERAL

- (a) All communications, notices, Form of Acceptance, Share certificate(s), transfer receipt(s), other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and remittances to settle the consideration payable under the Offer to be delivered by or sent to or from the Independent Shareholders will be delivered by or sent to or from them, or their designated agents, by ordinary post at their own risk. None of the Joint Offerors, the Company, VCL, Grande Capital Limited, the Independent Financial Adviser, the Registrar, any of their respective directors and professional advisers and any other parties involved in the Offer and any of their respective agents accepts any liability for any loss or delay in postage or any other liabilities that may arise as a result thereof.
- (b) The provisions set out in the Form of Acceptance form part of the terms and conditions of the Offer.
- (c) The accidental omission to despatch this Composite Document and/or Form of Acceptance or any of them to any person to whom the Offer is made will not invalidate the Offer in any way.

- (d) The Offer is, and all acceptances will be, governed by and construed in accordance with the laws of Hong Kong.
- (e) Due execution of the Form of Acceptance will constitute an irrevocable authority to the Joint Offerors, VCL, the Registrar or such person or persons as the Joint Offerors may direct to complete, amend and execute any document on behalf of the person or persons accepting the Offer and to do any other act that may be necessary or expedient for the purposes of vesting in the Joint Offerors, or such person or persons as they may direct, the Shares in respect of which such person or persons has/have accepted the Offer.
- (f) Acceptance of the Offer by any person or persons will be deemed to constitute a warranty by such person or persons to the Joint Offerors, the Company, VCL, that the Shares acquired under the Offer are sold by such person or persons free from all encumbrances and together with all rights accruing or attaching thereto including (without limitation) the rights to receive in full any and all dividends and distributions declared, made or paid on or after the date on which the Offer is made.
- (g) References to the Offer in this Composite Document and the Form of Acceptance shall include any revision and/or extension thereof.
- (h) Acceptance of the Offer by any person who is an Overseas Shareholder will be deemed to constitute a warranty by such person to the Joint Offerors and the Company that he, she or it has observed the laws of all relevant jurisdictions in connection therewith, obtained all requisite governmental, exchange control or other consents, complied with other necessary formalities or legal requirements and paid any transfer or other taxes due from him, her or it in connection with such acceptance in all relevant jurisdictions, that he, she or it has not taken or omitted to take any action which will, or which may result in the Joint Offerors, the Company, VCL, Grande Capital Limited or any other persons acting or being in breach of the legal or regulatory requirements of any jurisdiction in connection with the Offer or his or her or its acceptance, and he, she or it is permitted under all applicable laws to accept the Offer and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws.
- (i) Acceptances of the Offer by any persons will be deemed to constitute a warranty by such persons that such persons are permitted under all applicable laws and regulations to receive and accept the Offer, and any revision thereof, and such acceptances shall be valid and binding in accordance with all applicable laws and regulations. Any such persons will be responsible for any such issue, transfer and other applicable taxes or other governmental payments payable by such persons.

- (j) Subject to the Takeovers Code, the Joint Offerors reserve the right to notify any matter (including the making of the Offer) to all or any Independent Shareholders with registered address(es) outside Hong Kong or whom the Joint Offerors or VCL knows to be nominees, trustees or custodians for such persons by announcement in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any such Independent Shareholders to receive or see such notice, and all references in this Composite Document to notice in writing shall be construed accordingly.
- (k) In making their decision, the Independent Shareholders must rely on their own examination of the Joint Offerors, the Group and the terms of the Offer, including the merits and risks involved. The contents of this Composite Document, including any general advice or recommendation contained herein, together with the Form of Acceptance, shall not be construed as any legal or business advice on the part of the Company, the Joint Offerors and parties acting in concert with them, VCL, Grande Capital Limited, the Independent Financial Adviser, the Registrar or any of their respective ultimate beneficial owners, directors, officers, agents, professional advisers or associates or any other persons involved in the Offer. The Independent Shareholders should consult their own professional advisers for professional advice.
- (l) Acceptance of the Offer by any nominee will be deemed to constitute a warranty by such nominee to the Joint Offerors that the number of Offer Shares, in respect of which it is indicated in the Form of Acceptance, is the aggregate number of Offer Shares held by such nominee for such beneficial owners who accept the Offer.
- (m) All acceptances, instructions, authorities and undertakings given by the Independent Shareholders in the Form(s) of Acceptance shall be irrevocable except as permitted under the Takeovers Code.
- (n) The English text of this Composite Document and the Form of Acceptance shall prevail over the respective Chinese text for the purpose of interpretation.

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Set out below is a summary of (i) the audited consolidated financial information of the Group for each of the three years ended 31 December 2021, 2022 and 2023 (as extracted from Company's annual report for the year ended 31 December 2021 (the "**2021 Annual Report**"), and the Company's annual results announcements for the year ended 31 December 2022 (the "**2022 Annual Results**") and for the year ended 31 December 2023 (the "**2023 Annual Results**")) and (ii) the unaudited consolidated financial information of the Group for the six months ended 30 June 2023 and 2024 (as extracted from the Company's interim results announcements for the six months ended 30 June 2023 (the "**2023 Interim Results**") and for the six months ended 30 June 2024 (the "**2024 Interim Results**")), being the latest published financial information of the Company as at the Latest Practicable Date:

	For the six months ended 30 June		For the year ended 31 December		
	2024	2023	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(unaudited)	(unaudited)	(audited)	(audited)	(audited)
Revenue	434,364	442,007	868,211	944,793	820,542
Cost of services and sales	(288,349)	(280,792)	(626,136)	(664,853)	(562,397)
Gross profit	146,015	161,215	242,075	279,940	258,145
Other income and expenses, net	(399)	3,588	4,650	13,398	18,320
Other gains and losses, net	(1,584)	658	5,183	37,327	(5,367)
Impairment losses on financial assets	(13,183)	(46,708)	(100,035)	(186,423)	(31,480)
Impairment losses on goodwill	–	–	–	(14,557)	–
Loss on the Abnormal Transactions	–	–	–	(643,819)	–
Loss on unauthorised Pledged Shares	(5,881)	(5,952)	(11,833)	(37,482)	–
Loss on unauthorised guarantee	(753)	–	(123,000)	–	–
Selling and marketing expenses	(3,209)	(3,097)	(7,582)	(11,263)	(12,532)
Administrative expenses	(30,420)	(19,685)	(64,746)	(81,902)	(86,779)
Finance costs	(655)	(866)	(1,682)	(2,299)	(1,546)
Share of results of an associate	(100)	(200)	20	541	–
Profit/(Loss) before taxation	89,831	88,953	(56,950)	(646,539)	138,644
Income tax expense	(23,843)	(22,588)	(20,444)	(14,012)	(34,464)
Profit/(Loss) and total comprehensive income/(expense) for the period/year	<u>65,988</u>	<u>66,365</u>	<u>(77,394)</u>	<u>(660,551)</u>	<u>104,180</u>

	For the six months ended 30 June		For the year ended 31 December		
	2024	2023	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(unaudited)	(unaudited)	(audited)	(audited)	(audited)
Profit/(Loss) and total comprehensive income/(loss) for the period/year attributable to					
– Owners of the Company	63,178	63,558	(80,914)	(664,336)	100,478
– Non-controlling interests	2,810	2,807	3,520	3,785	3,702
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	RMB	RMB	RMB	RMB	RMB
Earnings/(Loss) per share attributable to owners of the Company (expressed in RMB per share)					
– Basic and diluted	0.10	0.10	(0.13)	(1.09)	0.16
Dividend declared (per 10 ordinary Shares)					
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	–	–	–	–	79

Save as disclosed above, there was no item of any income or expense which was material in respect of the consolidated financial information of the Group for the years ended 31 December 2021, 31 December 2022 and 31 December 2023 and the six months ended 30 June 2023 and the six months ended 30 June 2024.

The auditor's reports issued by PricewaterhouseCoopers in respect of the Group's audited consolidated financial statements for each of the years ended 31 December 2020 and 31 December 2021 did not contain any modified opinion, emphasis of matter or material uncertainty related to going concern.

The audit opinions of RSM Hong Kong on the Company for the two years ended 31 December 2022 and 2023 contained modified opinion and/or material uncertainty related to going concern, details of which are extracted from the 2022 Annual Results and the 2023 Annual Results as set out below:

For the year ended 31 December 2022 as extracted from the 2022 Annual Results

“Disclaimer of Opinion on the Group's Consolidated Financial Performance and Consolidated Cash Flows

Because of the significance of the matters described in the following paragraphs, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Group's consolidated financial performance and consolidated cash flows for the year ended 31 December 2022. Accordingly, we do not express an opinion on the Group's consolidated financial performance and consolidated cash flows for the year ended 31 December 2022.

[...] Basis for Disclaimer of Opinion on the Group's Consolidated Financial Performance and Consolidated Cash Flows

As described in Notes 2.1.1 and 2.1.2 to the consolidated financial statements, during the audit process for year ended 31 December 2022, the Company discovered that there has been a number of abnormal payments and receipts recorded between the Group and certain entities (the “**Abnormal Transactions**”). The Audit Committee of the Company appointed an independent investigator to carry out independent investigation (the “**Independent Investigation**”) on the Abnormal Transactions. The Independent Investigation was completed and the investigation report was issued on 19 September 2024. The Group has taken into account the findings of the Independent Investigation when it prepared the consolidated financial statements for the year ended 31 December 2022. However, when we conducted our audit work of the Abnormal Transactions, we encountered the scope limitations outlined below.

Unauthorised deposit and fund transfers

As described in Note 2.1.2 to the consolidated financial statements, the Abnormal Transactions consisted of both offshore and onshore transactions. In the view of the board of the directors of the Company (the “**Board**”), all these transactions are the results of the wrongdoings by China Jiayuan Group Limited (“**China Jiayuan**”), a company then indirectly held approximately 74.09% of the issued Shares of the Company and ultimately controlled by Mr. Shum Tin Ching (“**Mr. Shum**”). These transactions were not properly authorised and had bypassed the then corporate governance and internal control of the Group. The Abnormal Transactions were effected by unauthorised and undisclosed debt and fund transfers without the permission or authorisation of the Board and senior management of the Company. The former management of certain subsidiaries of the Group directly executed instructions from China Jiayuan, without any written records and justifications. During the year ended 31 December 2022, unauthorised deposits transfer under the offshore transactions amounted to approximately RMB159,007,000, and unauthorised fund inflows and outflows under the onshore transactions amounted to approximately RMB465,163,000 and RMB949,975,000, respectively.

As a consequence of the above unauthorised deposit and fund transfers, as at 31 December 2022, the Group recorded total net outflows of approximately RMB643,819,000 as amounts due from related parties in respect of the Abnormal Transactions which have been included in other receivables. The Group recognised a loss on the Abnormal Transactions of approximately RMB643,819,000 to fully write down the balances. This loss is recorded separately in an item in the consolidated financial statement of comprehensive income for the year ended 31 December 2022.

Due to the absence of supporting documentation and proper authorisations, we were unable to obtain sufficient appropriate audit evidence to ascertain:

- (i) the business rationale and commercial substance of the Abnormal Transactions;
- (ii) the completeness, accuracy and validity of the underlying documents of the Abnormal Transactions;
- (iii) the counterparties of the Abnormal Transactions;
- (iv) the classification and presentation of the loss on the Abnormal Transactions of approximately RMB643,819,000 for the year ended 31 December 2022; and
- (v) whether the Abnormal Transactions were properly disclosed.

As a result of these matters, we were unable to determine whether any adjustments might have been found necessary in respect of the Abnormal Transactions and the elements making up the Group's consolidated financial performance and consolidated cash flows for the year ended 31 December 2022 and the related disclosures.

Material uncertainty related to going concern

We draw attention to Note 2.1.3 to the consolidated financial statements, which indicates that the Group incurred a net loss of approximately RMB660,551,000 during the year ended 31 December 2022 and, as of that date, the Group had net current liabilities of approximately RMB214,297,000, capital deficiency of approximately RMB34,119,000 and accumulated losses of approximately RMB450,433,000, respectively. These conditions, along with other matters set forth in Note 2.1.3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

For the year ended 31 December 2023 as extracted from the 2023 Annual Results

"Qualified Opinion

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Qualified Opinion

The consolidated financial statements for the year ended 31 December 2022, which form the basis for the comparative figures presented in the consolidated financial statements for the year ended 31 December 2023, included a disclaimer of opinion on the consolidated financial performance and consolidated cash flows of the Group, as we were unable to obtain sufficient appropriate audit evidence to ascertain the business rationale, commercial substance, counterparties and disclosure of the Abnormal Transactions; the completeness, accuracy and validity of the underlying documents of the Abnormal Transactions and the classification and presentation of the loss on the Abnormal Transactions of approximately RMB643,819,000 for the year ended 31 December 2022. These issues were stated in the section of “Unauthorised debt and funds transfers” in Note 2.1.2 to the consolidated financial statements. Our opinion on the current period’s financial statements is also modified because of the possible effects of the matter on the comparability of the current period’s figures and the comparative figures.

Material Uncertainty Related to Going Concern

We draw attention to Note 2.1.3 to the consolidated financial statements, which indicates that the Group incurred a net loss of approximately RMB77,394,000 during the year ended 31 December 2023 and, as of that date, the Group had net current liabilities of approximately RMB289,050,000, capital deficiency of approximately RMB111,801,000 and accumulated losses of approximately RMB532,904,000, respectively. These conditions, along with other matters set forth in Note 2.1.3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.”

2. CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP

The Company is required to set out or refer to in this Composite Document the consolidated statements of financial position, consolidated statements of cash flows and any other primary statements as shown in the consolidated financial statements of the Group for each of the years ended 31 December 2021, 2022 and 2023 and the six months ended 30 June 2023 and the six months ended 30 June 2024, together with the notes to the relevant published consolidated financial statements which are of major relevance to the appreciation of the above consolidated financial information.

The audited consolidated financial statements of the Group for the year ended 31 December 2021 are set out from pages 55 to 135 in the 2021 Annual Report which was published on 28 April 2022. The 2021 Annual Report is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://jy-fw.cn/>) and is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0428/2022042800584.pdf>

The audited consolidated financial statements of the Group for the year ended 31 December 2022 are set out from pages 1 to 24 in the 2022 Annual Results which was dated 4 December 2024. The 2022 Annual Results is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://jy-fw.cn/>) and is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1205/2024120500092.pdf>

The audited consolidated financial statements of the Group for the year ended 31 December 2023 are set out from pages 1 to 19 in the 2023 Annual Results which was dated 4 December 2024. The 2023 Annual Results is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://jy-fw.cn/>) and is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1205/2024120500098.pdf>

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2023 are set out from pages 1 to 10 in the 2023 Interim Results which was dated 4 December 2024. The 2023 Interim Results is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://jy-fw.cn/>) and is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1205/2024120500094.pdf>

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2024 are set out from pages 1 to 10 in the 2024 Interim Results which was dated 4 December 2024. The 2024 Interim Results is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://jy-fw.cn/>) and is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1205/2024120500100.pdf>

3. INDEBTEDNESS STATEMENT

At the close of business on 30 September 2024, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this Composite Document, the Group had a bank borrowing with a principal amount of approximately RMB24.2 million and related interests, which was guaranteed by Mr. Shum Tin Ching (“**Mr. Shum**”) and was secured by the shares of Shanghai Jiayuan Baoji Property Services Co., Ltd. (上海佳源保集物業服務有限公司), a subsidiary of the Company.

As at 30 September 2024, the shares of Zhejiang Zhixiang Dacheng Property Services Group Co., Ltd.* (浙江智想大成物業服務集團有限公司) (formerly known as Zhejiang Jiayuan Property Services Group Co., Ltd.* (浙江佳源物業服務集團有限公司)) (“**Zhejiang Zhixiang Dacheng**”), an indirect wholly-owned subsidiary of the Company, were pledged by Zhejiang Heyuan Property Services Co., Ltd.* (浙江禾源物業服務有限公司) (“**Zhejiang Heyuan**”), an indirect wholly-owned subsidiary of the Company, to an independent third party (the “**Lender**”) to secure the repayment obligation of Mr. Shum, a former ultimate controlling Shareholder, in respect of the borrowing from the Lender with outstanding principal and interests of approximately RMB57.6 million as at 30 September 2024.

Pursuant to the guarantee agreements (the “**Guarantee Agreements**”) dated 27 July 2023, each of Jiayuan Chuangsheng Holding Group Co., Ltd.* (佳源創盛控股集團有限公司) (“**Jiayuan Chuangsheng**”), Zhejiang Heyuan and Zhejiang Zhixiang Dacheng has agreed to provide joint liability guarantees for the payment obligations of Chaohu Xutong Business Management Co., Ltd.* (巢湖市旭彤商業管理有限公司) (a company indirectly owned by Mr. Shum) under the equity transfer agreement, the details of which were disclosed in the announcement of the Company dated 13 November 2024. According to the settlement agreement, Chaohu Xutong, Jiayuan Chuangsheng, Zhejiang Heyuan and Zhejiang Zhixiang Dacheng shall collectively, inter alia, compensate the creditors under the Guarantee Agreements a total amount of approximately RMB124 million.

The Director confirmed that, save as aforesaid, and apart from intra-group liabilities and normal trade and other payable, the Group did not have any outstanding bank overdrafts, loans, debt securities, borrowings or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, other recognised lease liabilities or lease commitments (whether are either guaranteed, unguaranteed, secured or unsecured), guarantees or other material contingent liabilities at the close of business on 30 September 2024.

The Directors confirmed that there had been no material changes in the indebtedness and contingent liabilities of the Group since 30 September 2024 and up to and including the Latest Practicable Date.

* For identification purpose only

4. MATERIAL CHANGE

Save as disclosed below, the Directors confirm that there has been no material change in the financial or trading position or outlook of the Group since 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up, up to and including the Latest Practicable Date:

1. The other income and expenses, net of the Group decreased significantly for the ten months ended 31 October 2024 as compared to that for the ten months ended 31 October 2023, which was principally due to (i) the decrease in government grants and (ii) the increase in late fees and penalties in the same period;
2. The impairment losses on financial assets of the Group for the ten months ended 31 October 2024 decreased significantly as compared to that for the ten months ended 31 October 2023, which was principally due to the decrease in impairment losses on trade receivables;
3. The total deficit in equity of the Group as at 31 October 2024 decreased significantly as compared to that as at 31 December 2023, which was principally due to (i) the decrease in current liabilities which was mainly attributable to the decrease in contract liabilities in the same period and (ii) the increase in reserves due to the profit-making position in the same period;
4. The Group recorded net decrease in cash and cash equivalents for the ten months ended 31 October 2024 while it recorded net increase in cash and cash equivalents for the ten months ended 31 October 2023, which was principally due to the fact that the Group recorded net cash generated from operating activities for the ten months ended 31 October 2023 while it recorded net cash used in operating activities for the ten months ended 31 October 2024 and it was mainly attributable to the decrease in trade and other payables in the same period.

1. RESPONSIBILITY STATEMENT

The directors of each of VCL and VCGL jointly and severally accept full responsibility for the accuracy of the information contained in this Composite Document (other than those relating to the Group and Linkto), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than those expressed by the Directors and the director of Linkto) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement in this Composite Document misleading.

The director of Linkto accept full responsibility for the accuracy of the information contained in this Composite Document (other than those relating to the Group, VCL and VCGL), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than those expressed by the Directors and directors of each of VCL and VCGL) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement in this Composite Document misleading.

2. DISCLOSURE OF INTERESTS

Save as disclosed below, as at the Latest Practicable Date, none of the Joint Offerors nor any party acting in concert with them owned or controlled any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Name of Shareholders	Capacity	Number of Shares held/interested	Approximate percentage of interest in the issued share capital of the Company (Note 1)
VCL (Note 2)	Beneficial owner	450,000,000	73.56%
Consolidated Capital Group Holding Limited (“CCGHL”) (Note 2)	Interest in controlled corporation	450,000,000	73.56%
VCGL (Note 2)	Interest in controlled corporation	450,000,000	73.56%
Linkto (Note 3)	Party acting in concert with VCL	450,000,000	73.56%

Notes:

- The percentages had been calculated on the basis of 611,709,000 Shares in issue as at the Latest Practicable Date.
- VCL is directly and wholly owned by CCGHL, which is in turn directly and wholly owned by VCGL. Accordingly, each of CCGHL and VCGL is deemed to be interested in the 450,000,000 Shares beneficially held by VCL by virtue of Part XV of the SFO.
- Linkto and VCL are concert parties to an agreement to buy shares described in s.317(1)(a) of the SFO, and accordingly, pursuant to ss.317 and 318 of the SFO, Linkto is deemed to be interested in the 450,000,000 Shares beneficially owned by VCL.

3. INTERESTS AND DEALINGS IN THE COMPANY'S SECURITIES AND OTHER ARRANGEMENTS

Save for the acquisition of the Sale Shares under the Sale and Purchase Agreement, none of the Joint Offerors and parties acting in concert with any of them had dealt in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the six months prior to the Offer Period and up to and including the Latest Practicable Date.

As at the Latest Practicable Date:

- (a) save as disclosed in the paragraph headed "2. DISCLOSURE OF INTERESTS" above in this appendix, none of the Joint Offerors and parties acting in concert with any of them owned or had control or direction over any voting rights or rights over the Shares, options, derivatives, warrants or other securities convertible into Shares;
- (b) save as disclosed in the paragraph headed "2. DISCLOSURE OF INTERESTS" above in this appendix, none of the Joint Offerors and parties acting in concert with any of them held any convertible securities, warrants or options in respect of the Company's Shares;
- (c) none of the Joint Offerors and parties acting in concert with any of them had borrowed or lent any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) of the Company;
- (d) there was no outstanding derivative in respect of securities in the Company which had been entered into by the Joint Offerors and parties acting in concert with any of them;
- (e) there was no arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to shares of the Company or the shares of the Joint Offerors between the Joint Offerors or parties acting in concert with any of them and any other person;
- (f) there was no agreement or arrangement to which the Joint Offerors or any of the parties acting in concert with any of them is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or condition to the Offer;
- (g) none of the Joint Offerors and parties acting in concert with any of them had received any irrevocable commitment(s) to accept or reject the Offer;

- (h) apart from the consideration for the sale and purchase of the Sale Shares, there was no other consideration, compensation or benefits in whatever form paid or to be paid by the Joint Offerors or any parties acting in concert with any of them to the Receivers or Chuangyuan and any party acting in concert with any of them in connection with the sale and purchase of the Sale Shares under the Sale and Purchase Agreement;
- (i) there was no agreement, arrangement or understanding which may result in the securities of the Company to be acquired pursuant to the Offer being transferred, charged or pledged to any other persons;
- (j) the Joint Offerors and the Receivers confirm that there was no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Joint Offerors and parties acting in concert with any of them on one hand and the Receivers, Chuangyuan and parties acting in concert with any of them on the other hand;
- (k) there was no understanding, arrangement or agreement or special deal between any Shareholder and the Joint Offerors and any parties acting in concert with any of them;
- (l) the Company confirms that there was no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeover Code) between any Shareholder and the Company, its subsidiaries or associated companies;
- (m) there was no agreement, arrangement or understanding (including any compensation arrangement) exists between the Joint Offerors or any of the parties acting in concert with them and any Directors, recent Directors, Shareholders or recent Shareholders having any connection with or dependence upon the Offer; and
- (n) there was no benefit given or to be given to any Director as compensation for loss of office or otherwise in connection with the Offer;

4. MARKET PRICES

The table below shows the closing prices of the Shares quoted on the Stock Exchange on (i) the last trading day in each of the calendar months during the Relevant Period; (ii) the Last Trading Day; and (iii) the Latest Practicable Date.

Date	Closing price per Share (HK\$)
31 March 2023 (i.e. the Last Trading Day)	0.275
30 April 2024	N/A
31 May 2024	N/A
28 June 2024	N/A
31 July 2024	N/A
30 August 2024	N/A
30 September 2024	N/A
31 October 2024	N/A
30 November 2024	N/A
6 December 2024 (the Latest Practicable Date)	N/A

Note: Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 April 2023, and will remain suspended until the Company fulfills the Resumption Guidance.

During the Relevant Period, as the trading in the Shares on the Stock Exchange has remained suspended, the highest closing price and the lowest closing price of the Shares as quoted on the Stock Exchange remained to be HK\$0.275, being the closing price of the Shares as at the Last Trading Day.

5. QUALIFICATIONS OF EXPERTS AND CONSENTS

The following are the qualifications of the experts to the Joint Offerors whose advice is contained in this Composite Document:

Name	Qualifications
VCL	a limited company incorporated in Hong Kong and a licensed corporation to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities under the SFO
Grande Capital Limited	a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) activities under the SFO

Each of VCL and Grande Capital Limited has given and has not withdrawn its written consent to the issue of this Composite Document with the inclusion of its letter and/or references to its name in the form and context in which they are respectively included.

6. MISCELLANEOUS

As at the Latest Practicable Date:

- (a) the correspondence address of VCL is Room 3601-06 & 3617-19, 36/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong;
- (b) the correspondence address of VCGL is Room 3601-06 & 3617-19, 36/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong;
- (c) the correspondence address of Linkto is Room 1702, 17F, Hong Kong Trade Centre, Nos. 161-167 Des Voeux Road Central, Hong Kong; and
- (d) the registered address of Grande Capital Limited is Room 2701, 27/F., Tower One, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong.

7. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of (i) the Company (<http://jy-fw.cn/>); and (ii) the SFC (www.sfc.hk), from the date of this Composite Document up to and including the Closing Date:

- (a) the amended and restated articles of association of VCL and the articles of association of Linkto;
- (b) the “Letter from VCL”, the text of which is set out in this Composite Document;
- (c) the written consents referred to under the paragraph headed “QUALIFICATIONS OF EXPERTS AND CONSENTS” in this appendix; and
- (d) the Sale and Purchase Agreement.

1. RESPONSIBILITY STATEMENT

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Composite Document (other than information relating to the Joint Offerors and the parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than those expressed by the director(s) of each of the Joint Offerors in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document the omission of which would make any statement in this Composite Document misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company of HK\$0.01 each as at the Latest Practicable Date were as follows:

<i>Authorised share capital:</i>		HK\$
<u>2,000,000,000</u>	Shares	<u>20,000,000</u>
<i>Issued and fully paid share capital:</i>		
<u>611,709,000</u>	Shares	<u>6,117,090</u>

All the existing issued Shares are fully paid up or credited as fully paid and rank *pari passu* in all respects with each other, including the rights as to voting, dividends and return of capital. The Shares are listed on the Stock Exchange and none of the securities of the Company is listed or dealt in on any other stock exchange and no such listing or permission to deal is being or is proposed to be sought.

Since 31 December 2023 (being the date to which the Company's latest published audited consolidated financial statements were made up) and up to and including the Latest Practicable Date, no Shares had been issued by the Company.

Save for the aforementioned issued Shares, as at the Latest Practicable Date, the Company had no other outstanding shares, options, derivatives, warrants or securities which are convertible or exchangeable into Shares and had not entered into any agreement for the issue of such shares, options, derivatives, warrants or securities of the Company.

3. MARKET PRICE

The table below shows the closing price of the Shares as quoted on the Stock Exchange on (i) the last trading day of the Stock Exchange for each calendar month during the Relevant Period; (ii) the Last Trading Day; and (iii) the Latest Practicable Date:

Date	Closing price per Share (HK\$)
31 March 2023 (i.e. the Last Trading Day)	0.275
30 April 2024	N/A
31 May 2024	N/A
28 June 2024	N/A
31 July 2024	N/A
30 August 2024	N/A
30 September 2024	N/A
31 October 2024	N/A
30 November 2024	N/A
6 December 2024 (the Latest Practicable Date)	N/A

Note: Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 April 2023, and will remain suspended until the Company fulfills the Resumption Guidance.

During the Relevant Period, the trading in the Shares on the Stock Exchange has remain suspended and thus, the highest closing price and the lowest closing price of the Shares as quoted on the Stock Exchange remained to be HK\$0.275, being the closing price of the Shares as at the Last Trading Day.

4. DISCLOSURE OF INTERESTS

(a) Interests and short positions of the Directors and chief executive of the Company

As at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register required to be kept referred to therein; or (c) pursuant to the Model Code for Securities Transaction by Directors of Listed Companies contained in the Listing Rules; or (d) to be disclosed in this Composite Document pursuant to the Takeovers Code.

As at the Latest Practicable Date, none of the Directors is a director or employee of a company which has interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

(b) Interests and short positions of substantial Shareholders

As at the Latest Practicable Date, so far as is known to the Director or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares or debentures of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein:

Shareholder(s)	Capacity	Number of Shares held/ interested	Approximate percentage shareholding (Note 1)
VCL (Note 2)	Beneficial owner	450,000,000	73.56%
Consolidated Capital Group Holding Limited (“CCGHL”) (Note 2)	Interest in controlled corporation	450,000,000	73.56%
VCGL (Note 2)	Interest in controlled corporation	450,000,000	73.56%
Linkto (Note 3)	Party acting in concert with VCL	450,000,000	73.56%
First Leading Trading Limited	Beneficial owner	32,124,000	5.25%

Notes:

1. The percentages had been calculated on the basis of 611,709,000 Shares in issue as at the Latest Practicable Date.
2. VCL is directly and wholly owned by CCGHL, which is in turn directly and wholly owned by VCGL. Accordingly, each of CCGHL and VCGL is deemed to be interested in the 450,000,000 Shares beneficially held by VCL by virtue of Part XV of the SFO.
3. Linkto and VCL are concert parties to an agreement to buy shares described in s.317(1)(a) of the SFO, and accordingly, pursuant to ss.317 and 318 of the SFO, Linkto is deemed to be interested in the 450,000,000 Shares beneficially owned by VCL.

Save as disclosed above, as at the Latest Practicable Date, the Company has not been notified of any other person (other than the Directors and chief executives of the Company) who had, or was deemed to have, an interest or short position in the Shares and/or underlying Shares which fell to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or pursuant to section 336 of the SFO, which would have to be recorded in the register referred to therein.

5. ADDITIONAL DISCLOSURE OF SHAREHOLDINGS AND DEALINGS PURSUANT TO THE TAKEOVERS CODE

- (i) the Directors did not have any dealing in any Shares, warrants, options, derivatives and securities carrying conversion or subscription rights into Shares during the Relevant Period;
- (ii) none of the Company nor the Directors had any dealings in the shares, warrants, options, derivatives and securities carrying conversion or subscription rights into shares of the Joint Offerors during the Relevant Period;
- (iii) as at the Latest Practicable Date, none of the Company nor any of the Directors was interested in any shares of the Joint Offerors or any convertible securities, warrants, options, or derivatives in respect of any shares of the Joint Offerors;
- (iv) none of the subsidiaries of the Company or the pension funds of the Company or any member of the Group or any persons who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of class (2) of the definition of “associate” under the Takeovers Code (excluding exempt principal traders and exempt fund managers) owned or controlled, or had dealt for value in any Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company during the Relevant Period and up to the Latest Practicable Date;
- (v) no person had any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Company or with any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of “associate” under the Takeovers Code and no person who had such an arrangement had any dealings in any Shares, warrants, options, derivatives and securities carrying conversion or subscription rights into Shares during the Offer Period and up to the Latest Practicable Date;
- (vi) no Shares, convertible securities, warrants, options or derivatives of the Company were managed on a discretionary basis by fund managers (other than exempt fund managers, if any) connected with the Company, and no such person had dealt in the Shares or any convertible securities, warrants, options or derivatives in respect of any Shares during the Offer Period and up to the Latest Practicable Date;
- (vii) none of the Company or the Directors had borrowed or lent any Shares or any convertible securities, warrants, options or derivatives or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in respect of any Shares as at the Latest Practicable Date;
- (viii) as at the Latest Practicable Date, none of the Directors held any beneficial shareholdings in the Company which would otherwise entitle them to accept or reject the Offer; and

- (ix) as at the Latest Practicable Date, there is no understanding, arrangement or agreement which would constitute a special deal (as defined under Rule 25 of the Takeovers Code) between (1) any Shareholders on the one hand, and (2) the Company, its subsidiaries or associated companies on the other hand.

6. ARRANGEMENTS AFFECTING DIRECTORS

As at the Latest Practicable Date:

- (i) no arrangement was in place for any benefit (other than statutory compensation) to be given to any Director as compensation for loss of office or otherwise in connection with the Offer;
- (ii) there was no agreement or arrangement between any Director and any other person which was conditional on or dependent upon the outcome of the Offer or otherwise connected with the Offer; and
- (iii) there was no material contracts entered into by the Joint Offerors in which any Director has a material personal interest.

7. DIRECTORS' SERVICE AGREEMENTS

As at the Latest Practicable Date, none of the Directors had entered into any service agreements with the Company or any of its subsidiaries or associated companies which (i) (including both continuous and fixed term contracts) have been entered into or amended within 6 months before the Offer Period; (ii) are continuous contracts with notice period of 12 months or more; or (iii) are fixed term contracts with more than 12 months to run irrespective of the notice period.

8. MATERIAL LITIGATION

As at the Latest Practicable Date, save as disclosed below, no member of the Group was engaged in any litigation or arbitration or claims which would materially and adversely affect the operations of the Group and no litigation, arbitration or claims which would materially and adversely affect the operations of the Group was known to the Directors to be pending or threatened by or against any members of the Group:

- (a) the Company has filed civil complaints (民事起訴狀) with the Jiaxing City People's Intermediate Court in August 2024 against each of (i) Shanghai Xiangyuan Real Estate Development Co., Ltd.* (上海祥源房地產開發有限公司); (ii) Nanjing Jiafeng Consultancy Management Co., Ltd.* (南京嘉豐諮詢管理有限公司); and (iii) Zhejiang Jiayuan Shencheng Real Estate Group Co., Ltd.* (浙江佳源申城房地產集團有限公司), respectively, for the outstanding amount of approximately RMB192 million, approximately RMB153 million and approximately RMB158 million,

respectively. Please refer to the key findings announcement of the Company dated 25 September 2024 and the announcement of the Company dated 30 September 2024 in relation to the provision of financial assistance for further details.

- (b) in December 2023, two Independent Third Parties, Shanghai Jinyuan and Shanghai Zhijin filed a request for arbitration (“**Arbitration Request**”) to the Shanghai Arbitration Commission (the “**SAC**”) in relation to:
- (1) the equity transfer agreement dated 27 July 2023 (the “**Equity Transfer Agreement**”) entered into between (i) Shanghai Jinyuan, (ii) Shanghai Zhijin, (iii) Chaohu Xutong, pursuant to which, among others, Shanghai Jinyuan and Shanghai Zhijin agreed to transfer, and Chaohu Xutong agreed to acquire, the entire equity interest in Hefei Hongguo Hotel Management Co., Ltd.* (合肥弘果酒店管理有限公司) (an Independent Third Party) at a consideration of RMB123 million (the “**Consideration**”); and
 - (2) the guarantee agreements dated 27 July 2023 (the “**Guarantee Agreements**”) entered into between (i) Shanghai Jinyuan, (ii) Shanghai Zhijin, (iii) Jiayuan Chuangsheng, (iv) Zhejiang Heyuan and (v) Zhejiang Zhixiang Dacheng, pursuant to which, among others, each of Jiayuan Chuangsheng, Zhejiang Heyuan and Zhejiang Zhixiang Dacheng agreed to be jointly liable for the payment obligations of Chaohu Xutong under the Equity Transfer Agreement (the “**Guarantee**”).

Pursuant to the Arbitration Request, Shanghai Jinyuan and Shanghai Zhijin requested, among others, (a) Chaohu Xutong to pay the Consideration; and (b) Jiayuan Chuangsheng, Zhejiang Heyuan and Zhejiang Zhixiang Dacheng to be jointly liable for the liability of Chaohu Xutong under the Equity Transfer Agreement.

In April 2024, the legal adviser of Zhejiang Heyuan and Zhejiang Zhixiang Dacheng, without being properly authorised, attended the arbitration hearing and entered into a settlement agreement (the “**Settlement Agreement**”). Subsequently, the SAC issued the Arbitration Mediation Statement ((2024) Huzhonganzi No. 0279 ((2024)滬仲案字第0279號)) to confirm the terms of the Settlement Agreement, being Chaohu Xutong, Jiayuan Chuangsheng, Zhejiang Heyuan and Zhejiang Zhixiang Dacheng shall collectively, *inter alia*, compensate Shanghai Jinyuan and Shanghai Zhijin a total amount of approximately RMB124 million, being the Consideration and the arbitration fee by instalments (the “**Arbitration Mediation Statement**”). On 8 October 2024, based on the Arbitration Mediation Statement, the Shanghai No. 2 Intermediate People’s Court (the “**Shanghai No. 2 Court**”) accepted the Arbitration Request and issued an enforcement notice (the “**Enforcement Notice**”) to Zhejiang Heyuan and Zhejiang Zhixiang Dacheng ordering for the compulsory enforcement of the Arbitration Mediation Statement and certain bank accounts of Zhejiang Heyuan and Zhejiang Zhixiang Dacheng of up to the amount of approximately RMB124 million be frozen. On 14 October 2024, the Shanghai No.

2 Court named each of Zhejiang Heyuan and Zhejiang Zhixiang Dacheng as “a dishonest person subject to enforcement” (失信被執行人) and imposed consumption restriction orders on the legal representatives of each of Zhejiang Heyuan and Zhejiang Zhixiang Dacheng to refrain from certain specified consumption activities (the “**Enforcement Orders**”).

Pursuant to Chapter 14A of the Listing Rules, Mr. Shum and Chaohu Xutong at the material time were connected persons of the Company under the Listing Rules, the provision of the Guarantee (if authorised) would have constituted non-exempt connected transaction of the Company and be subject to the reporting, announcement, annual review, circular (including independent financial advice) and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules, however, the Board only became aware of the Arbitration Mediation Statement and the Enforcement Orders upon discovering that certain bank accounts of Zhejiang Heyuan and Zhejiang Zhixiang Dacheng have been frozen. The Board has sought legal advices on potential and necessary follow up actions to be taken by the Group, and has taken legal actions such as applying for the withdrawal of the Arbitration Mediation Statement and the non-enforcement of the Arbitration Mediation Statement to rigorously defend to protect and safeguard the legitimate interest of the Group and the Company is still assessing the financial impact of the Arbitration Mediation Statement and the Enforcement Orders on the Group. Please refer to the announcement of the Company dated 13 November 2024 for further details of the Arbitration Mediation Statement and the Enforcement Orders.

9. MATERIAL CONTRACTS

Save as disclosed below, there was no contract (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Group) which was entered into by the members of the Group within two years before the Offer Period and up to the Latest Practicable Date.

- (a) during the financial year ended 31 December 2022, Zhejiang Heyuan as the pledgor and Mr. Zang Ping (“**Mr. Zang**”) (a PRC individual who is an Independent Third Party) as the pledgee have entered into the share pledge agreement, pursuant to which Zhejiang Heyuan has agreed to pledge its equity interest in Zhejiang Zhixiang Dacheng and all underlying interest thereof to secure the repayment obligation of Mr. Shum as borrower in respect of the loan with a principal amount of RMB80,000,000 (the “**Loan**”) made available by Mr. Zang to Mr. Shum pursuant to a loan agreement date 30 March 2022 entered into between (1) Mr. Zang as the lender; (2) Mr. Shum as the borrower; and (3) Jiayuan Chuangsheng as the guarantor in respect of the Loan. Please refer to the announcement of the Company dated 30 September 2024 for further details.

- (b) each of Zhejiang Heyuan and Zhejiang Zhixiang Dacheng entered into Guarantee Agreements dated 27 July 2023 with Shanghai Jinyuan and Shanghai Zhijin, respectively, pursuant to which, among others, each of Zhejiang Heyuan and Zhejiang Zhixiang Dacheng has agreed to provide joint liability guarantees for the payment obligations of Chaohu Xutong under the Equity Transfer Agreement in relation to, among others, the transfer of the entire equity interest in Hefei Hongguo to Chaohu Xutong at the consideration of RMB123 million. Please refer to the section headed “8. Material Litigation” above and the announcement of the Company dated 13 November 2024 for further details.

10. EXPERT’S QUALIFICATION AND CONSENT

The following is the name and qualification of the expert who has given its opinions and advice which are contained or referred to in this Composite Document:

Name	Qualification
TC Capital International Limited	a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

The above expert has given and has not withdrawn its written consent to the issue of this Composite Document, with the inclusion of its opinion or recommendation and references to its name in the forms and context in which they appear.

As at the Latest Practicable Date, the above expert did not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Group were made up.

11. MISCELLANEOUS

As at the Latest Practicable Date:

- (a) the registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands;
- (b) the principal place of business of the Company in Hong Kong is Unit 205, 2/F One Vista Summit, 3 San Hop Lane, Tuen Mun, Hong Kong;

- (c) the Company's branch share registrar and transfer office in Hong Kong is Tricor Investor Services Limited whose registered address is situated at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong;
- (d) the registered address of TC Capital is situated at Unit A2, 21/F, OfficePlus@Mong Kok, 998 Canton Road, Mongkok, Kowloon, Hong Kong; and
- (e) in case of inconsistency, the English text of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese text.

12. DOCUMENTS ON DISPLAY

Copies of the following documents are available for inspection (i) on the website of the Company (<http://jy-fw.cn/>); and (ii) on the website of the SFC (www.sfc.hk), during the period from the date of this Composite Document up to and including the Closing Date:

- (a) the amended and restated memorandum of association and amended and restated articles of association of the Company;
- (b) the 2021 Annual Report;
- (c) the 2022 Annual Results;
- (d) the 2023 Annual Results;
- (e) the 2023 Interim Results;
- (f) the 2024 Interim Results;
- (g) the letter from the Board, the text of which is set out in this Composite Document;
- (h) the letter from the Independent Board Committee containing its advice to the Independent Shareholders, the text of which is set out in this Composite Document;
- (i) the letter from TC Capital, the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders, the text of which is set out in this Composite Document;
- (j) the letter of consent referred to under the paragraph headed "10. Expert's Qualification and Consent" in this appendix;
- (k) the material contracts as referred to in the paragraph headed "9. Material Contracts" in this appendix; and
- (l) this Composite Document and the accompanying Form of Acceptance.