

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its 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 announcement.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.



Jiayuan International Group Limited
佳源國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2768 and Debt Stock Code: 40023, 40406, 40552, 40684, 40779)

**EXTENSION OF THE EXTENDED EXPIRATION DEADLINE
AND EXTENDED INSTRUCTION FEE DEADLINE AND
SECOND SUPPLEMENT TO THE EXCHANGE OFFER
AND CONSENT SOLICITATION MEMORANDUM
DATED AUGUST 24, 2022 IN RELATION
TO THE FOLLOWING NOTES**

Description of Debt Securities	ISIN/Common Code	Stock Code
11.375% Senior Notes due October 2022 (the “ First October 2022 Notes ”)	XS2475749300 247574930	Not applicable
12.0% Senior Notes due October 2022 (the “ Second October 2022 Notes ”)	XS2247215283 224721528	Not applicable
13.75% Senior Notes due February 2023 (the “ February 2023 Notes ”)	XS2066357034 206635703	40023
12.5% Senior Notes due April 2023 (the “ April 2023 Notes ”)	XS2233091359 223309135	40406
12.5% Senior Notes Due July 2023 (the “ July 2023 Notes ”)	XS2279822683 227982268	40552
11.0% Senior Notes Due February 2024 (the “ February 2024 Notes ”)	XS2333154867 233315486	40684

Reference is made to the announcements of the Company dated August 24, 2022 and September 2, 2022 (the “**Announcements**”) and the exchange offer and consent solicitation memorandum dated August 24, 2022 (as supplemented by a supplemental exchange offer and consent solicitation memorandum dated September 2, 2022, the “**Exchange and Consent Solicitation Memorandum**”) in relation to the Exchange Offer and Consent Solicitation. Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcements and the Exchange and Consent Solicitation Memorandum.

Second Supplement to the Exchange Offer and Consent Solicitation Memorandum

On the date of this announcement, the Company is modifying the payment schedule of the Deferred Interest Consideration such that Holders can receive such Deferred Interest Consideration earlier than as previously provided and is also improving the terms of the New Notes in favor of Holders. As of the same date, the Company has entered into an amendment deed to the Restructuring Support Agreement to make substantial improvements to the terms of the proposed Restructuring (including the terms of the new notes to be issued pursuant to the Restructuring) pursuant to clause 9.2 of the Restructuring Support Agreement. These modifications are set forth in the second supplemental exchange offer and consent solicitation memorandum dated September 14, 2022 (the “**Second Supplemental Exchange Offer and Consent Solicitation Memorandum**”).

Further Extension of the Extended Expiration Deadline and Extended Instruction Fee Deadline

The Company hereby announces that with immediate effect, the Extended Expiration Deadline is extended from 4:00 p.m., London Time on September 16, 2022 to 4:00 p.m., London Time on September 23, 2022 (the “**Second Extended Expiration Deadline**”). The Extended Instruction Fee Deadline has been extended from 4:00 p.m., London time on September 19, 2022 to 4:00 p.m., London time on September 26, 2022 (the “**Second Extended Instruction Fee Deadline**”). Correspondingly, subject to satisfaction or waiver of the conditions as set forth in the Exchange Offer and Consent Solicitation Memorandum, settlement of the New Notes, delivery of the Exchange and Consent Consideration (or Exchange Consideration in the case of the First October 2022 Notes and the July 2023 Notes) to Eligible Holders whose Existing Notes have been validly tendered and accepted for exchange, and execution of the supplemental indentures giving effect to certain proposed amendments to each of the Consent Notes Indentures (the “**Proposed Amendments**”) are expected to occur on or about September 30, 2022, and listing of the New Notes on the SGX-ST is expected to occur on or about October 3, 2022.

Eligible Holders who have validly already tendered their Existing Notes and validly submitted the Restructuring Support Agreement (or an accession to the Restructuring Support Agreement pursuant to the terms thereof) do not need to take any action. Such instructions in connection with the Exchange Offer and Consent Solicitation and the Restructuring Support Agreement remain valid and irrevocable.

Eligible Holders who have not tendered their Existing Notes may tender their Existing Notes at or prior to the Second Extended Expiration Deadline in accordance with the terms and conditions set forth in the Exchange Offer and Consent Solicitation Memorandum. An Eligible Holder of Existing Notes who wishes to participate in the Exchange Offer and Consent Solicitation must (i) tender the Existing Notes it holds for exchange, and (ii) validly execute (or cause relevant beneficial owners to validly execute) the Restructuring Support Agreement (or an accession to the Restructuring Support Agreement pursuant to the terms thereof), each with respect to the entire holding of Existing Notes and in accordance with the terms, and subject to the conditions, of the Exchange Offer and Consent Solicitation. By validly tendering Existing Notes at or prior to the Second Extended Expiration Deadline, Eligible Holders will be deemed to have given Consent to the Proposed Amendments. Instructions in connection with the Exchange Offer and Consent Solicitation are irrevocable.

Subject to the consummation of the Exchange Offer and Consent Solicitation, the Company will pay, with respect to Existing Notes validly tendered and accepted for exchange at or prior to the Second Extended Expiration Deadline, the Exchange and Consent Consideration (or Exchange Consideration in the case of the First October 2022 Notes and the July 2023 Notes) as set forth in the Exchange Offer and Consent Solicitation Memorandum on or prior to the Second Extended Settlement Date.

Except as set forth in the Second Supplemental Exchange Offer and Consent Solicitation Memorandum, all other terms and conditions of the Exchange Offer and Consent Solicitation as set out in the Exchange Offer and Consent Solicitation Memorandum shall remain unchanged. Eligible Holders who have already validly tendered their Existing and validly submitted the Restructuring Support Agreement (or an accession to the Restructuring Support Agreement pursuant to the terms thereof) do not need to take any action. Their instructions in connection with the Exchange Offer and Consent Solicitation remain valid and irrevocable. All documents and materials related to the Exchange Offer and Consent Solicitation will be made available, subject to eligibility, on the Exchange Website: <https://projects.morrowsodali.com/jiayuan>.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE EXISTING NOTES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE EXCHANGE OFFER AND CONSENT SOLICITATION MEMORANDUM.

SHAREHOLDERS, ELIGIBLE HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE EXCHANGE OFFER AND CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AND CONSENT SOLICITATION AS SET FORTH IN THE EXCHANGE OFFER AND CONSENT SOLICITATION MEMORANDUM AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE EXCHANGE OFFER AND CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE EXCHANGE OFFER AND CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AND CONSENT SOLICITATION. AS THE EXCHANGE OFFER AND CONSENT SOLICITATION MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE EXISTING NOTES.

The Exchange Offer and Consent Solicitation are not being made to (nor will the tender of the Existing Notes and delivery of Consents be accepted from or on behalf of) Holders in any jurisdiction where the making or acceptance of the Exchange Offer and Consent Solicitation would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Exchange Offer and Consent Solicitation or the delivery of Consents would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Exchange Offer and Consent Solicitation will not be made to (nor will tenders or Consents be accepted from or on behalf of) any Holder residing in such jurisdiction.

On behalf of the Board
Jiayuan International Group Limited
Shum Tin Ching
Chairman

Hong Kong, September 14, 2022

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Yi, Mr. Huang Fuqing and Ms. Cheuk Hiu Nam, the non-executive directors of the Company are Mr. Shum Tin Ching, Mr. Shen Xiaodong and Mr. Yu Anqi and the independent non-executive directors of the Company are Dr. Cheung Wai Bun, Charles, Mr. Gu Yunchang, Mr. Lin Shaoyong and Ms. Su Ling.