

BY POST

4 July 2025

HKSCC NOMINEES LIMITED

HKSCC NOMINEES LIMITED
35/F One Pacific Place
88 Queensway
Hong Kong

Dear Sirs,

COMPANIES WINDING-UP NO. 317 OF 2022

JIAYUAN INTERANTIONAL GROUP LIMITED (IN LIQUIDATION) (the "Company")

We wish to advise you that a meeting of contributories of the Company will be held on 18th July 2025 at 2:00p.m.

Please find enclosed (i) a notice of the meeting of contributories, (ii) a form of general proxy / special proxy, and (iii) a copy of the disclosure statement of the proposed liquidator.

Please have the form of proxy executed and returned to 35th Floor, One Pacific Place, 88 Queensway, Hong Kong no later than 4:00 p.m. on the day before the meeting or adjourned meeting at which they are to be used.

Should you have any queries, please do not hesitate to contact our Ms. Christina Ip at +852 2531 1551 (chrip@deloitte.com.hk) or the undersigned at +852 2238 7458 (pchau@deloitte.com.hk). Our direct fax number is 2850 8362.

Yours faithfully,

For and on behalf of

Jiayuan International Group Limited

(In Liquidation)



Polly Chau

for Joint and Several Liquidators

(acting without personal liability)

Enclosures

**IN THE MATTER OF THE COMPANIES (WINDING UP AND MISCELLANEOUS
PROVISIONS) ORDINANCE (CHAPTER 32)**

AND

RULES 112, 114 AND 154 OF THE COMPANIES (WINDING-UP) RULES (CHAPTER 32H)

NOTICE OF MEETING OF CONTRIBUTORIES

**COMPANIES WINDING-UP NO. 317 OF 2022
JIAYUAN INTERNATIONAL GROUP LIMITED
(IN LIQUIDATION) (“the Company”)**

Notice is hereby given that a meeting of contributories of the Company will be held at Room 6, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 18th July 2025 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

1. “That the resignation of Mr. Lai Kar Yan (Derek) as Joint and Several Liquidator of the Company be and is hereby accepted.”
2. “That Mr. Ho Kwok Leung Glen of Deloitte Touche Tohmatsu, 35th Floor, One Pacific Place, 88 Queensway, Hong Kong be and is hereby appointed as the Joint and Several Liquidator of the Company.”

If you wish to propose any person(s) for nomination for appointment as the liquidator(s), you must, before the meeting, send to 35th Floor, One Pacific Place, 88 Queensway, Hong Kong the disclosure statement(s) made by such person(s) under Section 262C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

If within half an hour from the time appointed for the above meeting of contributories, a quorum of contributories is not present or represented, the meeting of contributories shall be adjourned to 25th July 2025 at the same time and place as stated above.

A contributory entitled to attend and vote at the above meeting may appoint a proxy to attend and vote instead of him. A proxy need not be a contributory of the Company.

Proxies to be used at the meeting must be lodged at 35th Floor, One Pacific Place, 88 Queensway, Hong Kong by 4:00 p.m. on the day before the meeting or adjourned meeting at which they are to be used.

Dated this 4th day of July 2025

Lai Kar Yan (Derek)
Chan Man Hoi (Ivan)
Hau Kai Ling (Cato)
Joint and Several Liquidators

FORM 80 (Rule 132)
IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
COMPANIES WINDING-UP PROCEEDINGS
NO. 317 OF 2022

IN THE MATTER of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

And

IN THE MATTER of Jiayuan International Group Limited

("Company")

GENERAL PROXY

I/We (Name) of
.....
(address)
and on telephone no a ~~creditor~~-(or contributory), hereby
appoint (1).....
to be my/our general proxy to vote at the meeting of ~~creditors~~-(or contributory) to be held in the above matter on
the 18th day of July 2025, or at any adjournment thereof.

Dated this..... day of.....

(Signed)(2).....

NOTES

- (1) The person appointed general proxy may be any such person as the ~~creditor~~-(or contributory) may approve, and the proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used.
- (2) If a firm, sign the firm's trading title, and add "by A.B., a partner in the said firm". If the appointor is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorized in that behalf, and the fact that the officer is so authorized must be stated.
- (3) This proxy form can also be lodged by way of facsimile transmission on fax number (852) 2850 8362.

INSTRUCTIONS FOR FILLING UP FORM OF GENERAL PROXY

1. If the contributory proposes attending the meeting personally, or to be represented by a special proxy, it is not necessary for him to fill up this form.
2. A company can only vote:-
 - (a) by means of a proxy under its common seal or signed by a person duly authorized under such seal; or
 - (b) by a person authorized by resolution of its directors to act as its representative at the meeting. A copy of such resolution either under its common seal or certified to be a true copy by the secretary or a director of the company must be produced to the chairman of the meeting.
3. If the contributory wishes to appoint a general proxy, this form must be filled up by the contributory personally, or by any manager or clerk or any other person in the regular employment of the contributory, or by a solicitor employed by the contributory in connection with the matter.
4. This form must be signed by the contributory. (Where the contributory is a firm or a corporation, see Note (2) overleaf).
5. A contributory may appoint any person, but not a minor, as his general proxy.

EXTRACT FROM COMPANIES (WINDING-UP) RULES

Rule 138 No person acting either under a general or a special proxy shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the assets of the company otherwise than as creditor rateably with the other creditors of the company:

Provided that where any person holds special proxies to vote for an application to the court in favour of the appointment of himself as liquidator he may use the said proxies and vote accordingly.

FORM 81 (Rule 132)
IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
COMPANIES WINDING-UP PROCEEDINGS
NO. 317 OF 2022

IN THE MATTER of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

And

IN THE MATTER of Jiayuan International Group Limited
("Company")

SPECIAL PROXY

I/We (Name)
of (address)
and on telephone no a ~~creditor~~ (or contributory), hereby
appoint (1).....
.....
.....

as my/our proxy at the meeting of ~~creditors~~ (or contributory) to be held on the 18th day of July 2025, or at any
adjournment thereof, to vote for the resolutions numbered (Note 2)
in Instruction 7 overleaf and (Note 3)
.....
.....

Dated this..... day of.....

(Signed)(4).....

NOTES

- (1) The person appointed proxy may be any such person as the ~~creditor~~ (or contributory) may approve, and the proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used. A ~~creditor~~ (or contributory) may give a special proxy to any person to vote at any specified meeting or adjournment thereof on all or any of the following matters:—
 - (a) any of the resolutions in Instruction 7 overleaf;
 - (b) on all questions relating to any matter, other than those above referred to, arising at a specified meeting or adjournment thereof.
- (2) Insert the numbers of the particular resolutions in Instruction 7 if you so wish.
- (3) Insert any other resolution, if any, or delete the word "and" if you have no other resolution.
- (4) If a firm, sign the firm's trading title, and add "by A.B., a partner in the said firm". If the appointor is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorized in that behalf, and the fact that the officer is so authorized must be stated.
- (5) This proxy form can also be lodged by way of facsimile transmission on fax number (852) 2850 8362.

INSTRUCTIONS FOR FILLING UP FORM OF SPECIAL PROXY

1. If the contributory proposes attending the meeting personally, or to be represented by a general proxy it is not necessary for him to fill up this form.
2. A company can only vote:-
 - (a) by means of a proxy under its common seal or signed by a person duly authorized under such seal; or
 - (b) by a person authorized by resolution of its directors to act as its representative at the meeting. A copy of such resolution either under its common seal or certified to be a true copy by the secretary or a director of the company must be produced to the chairman of the meeting.
3. A contributory may give a special proxy to any person to vote at any specified meeting or adjournment thereof on all or any of the following matters — Companies (Winding-Up) Rules 135 and 137 –
 - (a) for or against the appointment or continuance in office of any specified person as liquidator or member of the committee of inspection; and
 - (b) on all questions relating to any matter other than those referred to in paragraph (a) and arising at the meeting or an adjournment thereof.
4. If the contributory wishes to appoint a special proxy, this form must be filled up by the contributory personally, or by any manager or clerk or any other person in the regular employment, or by the solicitor employed by him in connexion with the matter.
5. This form must be signed by the contributory. (Where the contributory is a firm or a corporation, see Note (4) overleaf).
6. A contributory may appoint any person but not a minor, as his special proxy.
7. Referring to paragraph (3), the resolutions to be voted on may be as follows:-

	For	Against
(a) that the resignation of Mr. Lai Kar Yan (Derek) as Joint and Several Liquidator of the Company be and is hereby accepted;		
(b) that (i) Mr. Ho Kwok Leung Glen of Deloitte Touche Tohmatsu, 35th Floor, One Pacific Place, 88 Queensway, Hong Kong, OR (ii)* <i>(note: please cross out whichever is not appropriate)</i> be and is hereby appointed as the Joint and Several Liquidator of the Company;		

*Insert full name of any person(s) other than the Official Receiver. The person(s) can be appointed only if they consent to act.

Record your vote by means of a “✓” symbol where appropriate in the boxes above.

EXTRACT FROM COMPANIES (WINDING-UP) RULES

Rule 138 No person acting either under a general or a special proxy shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the assets of the company otherwise than as creditor rateably with the other creditors of the company:

Provided that where any person holds special proxies to vote for an application to the court in favour of the appointment of himself as liquidator he may use the said proxies and vote accordingly.

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
COMPANIES (WINDING-UP) NO. 317 OF 2022

IN THE MATTER of the Companies (Winding Up
and Miscellaneous Provisions) Ordinance (Cap. 32)
of the Laws of Hong Kong

and

IN THE MATTER of JIAYUAN
INTERNATIONAL GROUP LIMITED

DISCLOSURE STATEMENT

I, **Ho Kwok Leung Glen**, of Deloitte Touche Tohmatsu of 35/F, One Pacific Place, 88 Queensway, Hong Kong hereby state as follows:-

1. I confirm that I am not disqualified under section 262B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) (the “CWUMPO”).
2. To the best of my knowledge, information and belief, none of the relationships set out in subsection 2 of Section 262D of CWUMPO exists except for the following:

(i) Independent financial advisory services

Deloitte & Touche Financial Advisory Services Ltd., an affiliate of Deloitte Touche Tohmatsu (the “Firm” or “Deloitte”), entered into an agreement dated 10 November 2022 with Jiayuan International Holding (Zhuhai) Group Co., Ltd (佳源國際控股（珠海）集團有限公司, “Jiayuan Zhuhai”), a wholly-owned subsidiary of the Company, and entered into a supplementary agreement dated 17 January 2023 with Jiayuan Zhuhai and Qingdao Lingshihua Real Estate Co., Ltd. (青島領世華府地產有限公司), a wholly-owned subsidiary of the Company, to provide financial advisory services to the Company and its subsidiaries (the “Group”). The scope of services included (a) conducting a high-level analysis of the financial position of the Group; and (b) conducting a high-level analysis on the estimated recoveries in respect of the offshore debts of the Group under a liquidation scenario. The engagement was completed in April 2023. The services performed did not constitute an audit and did not

involve the provision of attestation or any assurance services; and did not involve the Firm or its relevant affiliates taking up a management role in the Group.

(ii) Tax services

Deloitte Advisory (Hong Kong) Limited, an affiliate of Deloitte, entered into an agreement dated 4 March 2019 with Hong Kong Jia Yuan Holdings Limited (“HKJY”), a wholly-owned subsidiary of the Company, to assist HKJY to submit a Country-by-Country Reporting (“CbCR”) notification to the Inland Revenue Department (“IRD”) for the financial years ended 31 March 2019, 2020 and 2021. The engagement was completed in July 2021. The services performed did not constitute an audit and did not involve the provision of attestation or any assurance services; and did not involve the Firm or its relevant affiliates taking up a management role in the Group.

(iii) ESG reporting services

In March 2022, Deloitte Advisory (Hong Kong) Limited was engaged by the Company to perform a ESG reporting service. The engagement was completed in April 2022. The services performed did not constitute an audit and did not involve the provision of attestation or any assurance services; and did not involve the Firm or its relevant affiliates taking up a management role in the Group.

3. For the avoidance of doubt and as a matter of prudence, I wish to advise that Lai Kar Yan (Derek) (“Mr. Lai”), formerly of Deloitte, and Chan Man Hoi (Ivan) and Hau Kai Ling (Cato), both of Deloitte, were appointed as Joint and Several Liquidators of the Company on 3 January 2024 by the High Court of the Hong Kong Special Administrative Region. On 2 December 2024, Mr. Lai tendered his resignation as Joint and Several Liquidator of the Company and nominated me as his replacement.
4. I wish to advise that an internal independence/ conflict check within Deloitte was performed and no conflict of interest or duty was identified in connection with the proposed appointment of myself as Joint and Several Liquidator of the Company, if so appointed by the Court.

Dated this 4th day of July 2025.



Ho Kwok Leung Glen

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
COMPANIES (WINDING-UP) NO.317 OF 2022

IN THE MATTER of the Companies (Winding-Up
and Miscellaneous Provisions) Ordinance (Cap. 32)
of the Laws of Hong Kong

and

IN THE MATTER of JIAYUAN
INTERNATIONAL GROUP LIMITED

DISCLOSURE STATEMENT

Deloitte Touche Tohmatsu
35/F., One Pacific Place
88 Queensway
Hong Kong

Tel no. 2238 7458
Fax no. 2850 8362