



**THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF BENEFICIAL OWNERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL, TAX OR LEGAL ADVISER.**

**IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.**

**If you have recently sold or otherwise transferred all or some of your holding(s) of the April 2023 Notes (as defined below), you should immediately forward this document to the purchaser(s) or transferee(s) or the stockbroker, bank or other agent through whom each sale or transfer was effected for transmission to the purchaser(s) or transferee(s).**

#### **NOTICE TO THE HOLDERS**

#### **JIAYUAN INTERNATIONAL GROUP LIMITED**

**(the “Company”)**

**US\$200,000,000 12.5% Senior Notes due April 2023  
(ISIN: XS2233091359; Common Code: 223309135)**

**(the “April 2023 Notes”)**

Reference is made to the indenture (the “**April 2023 Notes Indenture**”) dated as of October 8, 2020 made between, *inter alios*, the Company and Citicorp International Limited as trustee for the holders of the April 2023 Notes (the “**April 2023 Notes Trustee**”) relating to the April 2023 Notes.

All terms and expressions used but not otherwise defined in this notice shall have the meanings given to them in the April 2023 Notes Indenture and/or the notice to Holders of the April 2023 Notes dated December 14, 2022.

#### **Notice of Event of Default in relation to the April 2023 Notes**

Citibank, N.A., London Branch, as paying agent, has not received, as of the date hereof, the full payment of principal and interest which was due and payable on April 8, 2023. Such amounts are due from the Company pursuant to Section 4.01(a) of the April 2023 Notes Indenture and Section 1 of the Global Notes.

Pursuant to Section 6.01(a) of the April 2023 Notes Indenture, an event of default occurs when there is a default in the payment of principal on the April 2023 Notes when the same becomes due and payable, at maturity, upon acceleration, redemption or otherwise (the “**April 2023 Notes Event of Default**”).

#### **Direction from Holders**

Holders of the April 2023 Notes are requested to contact the April 2023 Notes Trustee in accordance with the procedures set out below and provide indemnification and/or security and/or pre-funding to the April 2023 Notes Trustee’s satisfaction and their instructions as to what actions (if any) such Holders require the April 2023 Notes Trustee to take in relation to the April 2023 Notes Event of Default.

## Verification of Holdings

Holders of the April 2023 Notes who wish to communicate with the April 2023 Notes Trustee or direct the April 2023 Notes Trustee to take any action must verify their holdings of April 2023 Notes by arranging for Euroclear or Clearstream to send a SWIFT disclosing the following information:

1. ISIN for the April 2023 Notes;
2. account no.;
3. participant name;
4. nominal amount; and
5. beneficial holder details (including, contact person's name, telephone number and email address),

(such SWIFT, a “**Disclosure SWIFT**”) to Citibank N.A., London Branch as Paying Agent. The Paying Agent will then forward such details to the April 2023 Notes Trustee. The April 2023 Notes Trustee will require the April 2023 Notes of any holder that gives any direction to the April 2023 Notes Trustee to be blocked in the clearing systems if the Disclosure SWIFT does not do so.

Beneficial holders may also direct the April 2023 Notes Trustee but they must first direct their custodian to arrange for Euroclear or Clearstream to send a Disclosure SWIFT to the Paying Agent. The April 2023 Notes Trustee will also require proof of the beneficial ownership of the April 2023 Notes before taking any action based on any such direction from the beneficial holders.

## April 2023 Notes Trustee Contact Details

The April 2023 Notes Trustee may be contacted using the following details:

Address:	Citicorp International Limited  20/F, Citi Tower One Bay East 83 Hoi Bun Road, Kwun Tong Kowloon, Hong Kong
For the attention of:	Agency and Trust
Email:	<a href="mailto:at.tmg.trustee@citi.com">at.tmg.trustee@citi.com</a>

in each case quoting the following reference: “Jiayuan International Group Limited – Defaulted April 2023 Notes”

**The above communication is made without prejudice to any and all of the April 2023 Notes Trustee's rights under the April 2023 Notes Indenture, all of which are expressly reserved.**

**The April 2023 Notes Trustee provides the information above for the information of Holders of the April 2023 Notes but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy therein. The April 2023 Notes Trustee expresses no opinion as to the action (if any) that Holders of the April 2023 Notes should take in relation to the matters set out above. Holders of the April 2023 Notes should not rely on the Company as their sole source of information and are encouraged to review notices and announcements published by the Company on The Hong Kong Stock Exchange and their own website on a regular basis. The April 2023 Notes Trustee makes no recommendations and gives no legal, accounting, financial, tax or investment advice herein or as to the April 2023 Notes generally. Holders of the April 2023 Notes should take and rely on their own independent legal, financial or**

other professional advice, and may not rely on advice or information provided to the April 2023 Notes Trustee, statements as to the legal position included in notices issued by the April 2023 Notes Trustee relating to the April 2023 Notes or otherwise or the views of the April 2023 Notes Trustee expressed herein or otherwise.

ISIN and Common Code numbers appearing herein have been included solely for the convenience of the Holders of the April 2023 Notes. The April 2023 Notes Trustee assumes no responsibility for the selection or use of such number and makes no representation as to the correctness of the numbers listed above.

The April 2023 Notes Trustee may conclude that a specific response to particular inquiries from individual Holders of the April 2023 Notes is not consistent with equal and full dissemination of significant information to all Holders of the April 2023 Notes or parties in interest. In such event, the April 2023 Notes Trustee may decline to provide a response to a particular inquiry when presented in favour of sending a notice to all Holders of the April 2023 Notes setting forth such specific response.

This notice is given by  
**CITICORP INTERNATIONAL LIMITED**  
in its capacity as April 2023 Notes Trustee

April 18, 2023