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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

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**Jiayin Group Inc.**  
(Name of Issuer)

**Class A Ordinary Shares, par value US\$0.000000005 per share**  
(Title of Class of Securities)

**47737C104**  
(CUSIP Number)

**December 31, 2021**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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|  |   |                          |
|--|---|--------------------------|
| (1)  | NAME OF REPORTING PERSONS   |                          |
|  | New Dream Capital Holdings Limited                                    |                          |
| (2)  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*                     |                          |
|  | (a) <input type="checkbox"/> (b) <input type="checkbox"/>             |                          |
| (3)  | SEC USE ONLY  |                          |
| (4)  | CITIZENSHIP OR PLACE OF ORGANIZATION                                  |                          |
|  | British Virgin Islands  |                          |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | (5)   | SOLE VOTING POWER        |
|  |   | 109,360,000 (See Item 4) |
|  | (6)   | SHARED VOTING POWER      |
|  |   | 0                        |
|  | (7)   | SOLE DISPOSITIVE POWER   |
|  |   | 109,360,000 (See Item 4) |
|  | (8)   | SHARED DISPOSITIVE POWER |
|  |   | 0                        |
| (9)  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON          |                          |
|  | 109,360,000   |                          |
| (10)   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |                          |
|  | <input type="checkbox"/>  |                          |
| (11)   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                     |                          |
|  | 50.61% <sup>1</sup>   |                          |
| (12)   | TYPE OF REPORTING PERSON*   |                          |
|  | CO  |                          |

<sup>1</sup> As a percentage of 216,100,000 ordinary shares (being the sum of 108,100,000 Class A ordinary shares and 108,000,000 Class B ordinary shares) of the issuer as of December 31, 2021.

|  |   |                          |
|--|---|--------------------------|
| (1)  | NAME OF REPORTING PERSONS   |                          |
|  | Dinggui Yan   |                          |
| (2)  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*                     |                          |
|  | (a) <input type="checkbox"/> (b) <input type="checkbox"/>             |                          |
| (3)  | SEC USE ONLY  |                          |
| (4)  | CITIZENSHIP OR PLACE OF ORGANIZATION                                  |                          |
|  | People's Republic of China  |                          |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | (5)   | SOLE VOTING POWER        |
|  |   | 109,360,000 (See Item 4) |
|  | (6)   | SHARED VOTING POWER      |
|  |   | 0                        |
|  | (7)   | SOLE DISPOSITIVE POWER   |
|  |   | 109,360,000 (See Item 4) |
|  | (8)   | SHARED DISPOSITIVE POWER |
|  |   | 0                        |
| (9)  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON          |                          |
|  | 109,360,000   |                          |
| (10)   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |                          |
|  | <input type="checkbox"/>  |                          |
| (11)   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                     |                          |
|  | 50.61% <sup>1</sup>   |                          |
| (12)   | TYPE OF REPORTING PERSON*   |                          |
|  | IN  |                          |

<sup>1</sup> As a percentage of 216,100,000 ordinary shares (being the sum of 108,100,000 Class A ordinary shares and 108,000,000 Class B ordinary shares) of the issuer as of December 31, 2021.

**Item 1(a). Name of Issuer:**

Jiayin Group Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

18th Floor, Building No. 1, Youyou Century Plaza, 428 South Yanggao Road, Pudong New Area, Shanghai 200122, People's Republic of China

**Item 2(a). Name of Person Filing:**

New Dream Capital Holdings Limited

Dinggui Yan

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The address of New Dream Capital Holdings Limited is Sertus Chambers, P.O. Box 905, Quastisky Building, Road Town, Tortola, British Virgin Islands.

The address of Dinggui Yan is Room 503, No. 7, Lane 1269, Zhangyang Road, Pudong New Area, Shanghai, People's Republic of China.

**Item 2(c). Citizenship or Place of Organization:**

New Dream Capital Holdings Limited - British Virgin Islands

Dinggui Yan - People's Republic of China

**Item 2(d). Title of Class of Securities:**

Class A ordinary shares, par value US\$0.000000005 per share.

The Issuer's ordinary shares consist of Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares and Class B ordinary shares will have the same rights except for voting and conversion rights. Each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to ten votes, voting together as one class. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

**Item 2(e). CUSIP Number:**

47737C104

This CUSIP number applies to the issuer's American depositary shares. Each ADS represents four Class A ordinary shares, par value US\$0.000000005 per share.

**Item 3. Statement Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c):**

Not applicable

**Item 4. Ownership:**

| <u>Reporting Person</u>            | <u>Amount Beneficially Owned</u> | <u>Percent of Class</u> | <u>Percent of Aggregate Voting Power</u> | <u>Number of shares as to which such person has:</u> |   |  |  |
|------------------------------------|----------------------------------|-------------------------|--|--|---|--|--|
|                                    |                                  |                         |  | <u>Sole Power to Vote or Direct the Vote</u>         | <u>Shared Power to Vote or to Direct the Vote</u> | <u>Sole Power to Dispose or to Direct the Disposition of</u> | <u>Shared Power to Dispose or to Direct the Disposition of</u> |
| New Dream Capital Holdings Limited | 109,360,000 <sup>(1)</sup>       | 50.61% <sup>(2)</sup>   | 91.02% <sup>(3)</sup>                    | 109,360,000  | 0   | 109,360,000  | 0  |
| Dinggwei Yan                       | 109,360,000 <sup>(4)</sup>       | 50.61% <sup>(2)</sup>   | 91.02% <sup>(3)</sup>                    | 109,360,000  | 0   | 109,360,000  | 0  |

- (1) Represents 1,360,000 Class A ordinary shares and 108,000,000 Class B ordinary shares directly held by New Dream Capital Holdings Limited. New Dream Capital Holdings Limited is wholly owned by Mr. Dinggui Yan and Mr. Dinggui Yan is its sole director. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.
- (2) The percentage of class is based on a total of 216,100,000 ordinary shares (being the sum of 108,100,000 Class A ordinary shares and 108,000,000 Class B ordinary shares) of the issuer outstanding as of December 31, 2021.
- (3) Percentage of aggregate voting power is calculated by dividing the voting power beneficially owned by such person or group by the voting power of all of the Class A and Class B ordinary shares as a single class. Each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to ten votes. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.
- (4) Represents 1,360,000 Class A ordinary shares and 108,000,000 Class B ordinary shares held through his wholly owned company, New Dream Capital Holdings Limited. Each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to ten votes. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

**Item 5. Ownership of Five Percent or Less of a Class:**

Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

Not applicable

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**Item 8. Identification and Classification of Members of the Group:**

Not applicable

**Item 9. Notice of Dissolution of Group:**

Not applicable

**Item 10. Certifications:**

Not applicable

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2022

New Dream Capital Holdings Limited

By: /s/ Dinggui Yan

Name: Dinggui Yan

Title: Director

Dinggui Yan

/s/ Dinggui Yan

[Signature Page to Schedule 13G]

**LIST OF EXHIBITS**

**Exhibit No.**

**Description**

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99.1

Joint Filing Agreement



**Joint Filing Agreement**

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A ordinary shares, par value US\$0.00000005 per share, of Jiayin Group Inc., a Cayman Islands company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

SIGNATURE

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of January 28, 2022.

New Dream Capital Holdings Limited

By: /s/ Dinggui Yan

Name: Dinggui Yan

Title: Director

Dinggui Yan

/s/ Dinggui Yan

[Signature Page to Joint Filing Agreement, Schedule 13G]