

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 17 June 2014 (the “**Prospectus**”) issued by Jia Yao Holdings Limited (the “**Company**”).

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 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 is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

This announcement is not, and is not intended to be, an offer of securities of the Company for sale in any jurisdiction, including, without limitation, the United Kingdom, Australia, Japan, Canada or the United States. This announcement is not for distribution, directly or indirectly, in or into the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The securities of the Company may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not be and it is not intended to be any public offering of securities of the Company in the United States. This announcement and information contained herein are not for release, publication or distribution, directly or indirectly, in or into the United States.



JIA YAO HOLDINGS LIMITED

嘉耀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PUBLIC OFFER AND PLACING

| | | |
|--------------------------------------|----------|--|
| Number of Offer Shares | : | 75,000,000 Shares |
| Number of Placing Shares | : | 67,500,000 Shares (subject to re-allocation) |
| Number of Public Offer Shares | : | 7,500,000 Shares (subject to re-allocation) |
| Maximum Offer Price | : | HK\$1.46 per Offer Share (payable in full in Hong Kong dollars upon application plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% and subject to refund (if any)) |
| Nominal value | : | HK\$0.01 each |
| Stock code | : | 1626 |

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Public Offer and the Placing (including any Shares which may be issued pursuant to the Capitalisation Issue and the exercise of any options that may be granted under the Share Option Scheme). Assuming the Public Offer becomes unconditional on or before 8:00 a.m. (Hong Kong time) on Friday, 27 June, 2014, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. (Hong Kong time) on Friday, 27 June, 2014.

The Share Offer comprises the Public Offer of initially 7,500,000 Shares (subject to re-allocation), representing 10% of the Offer Shares, and the Placing of initially 67,500,000 Shares (subject to re-allocation), representing 90% of the Offer Shares. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.46 per Offer Share and is expected to be not less than HK\$1.00 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$1.46 per Offer Share plus 1% brokerage, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee, subject to refund if the Offer Price as finally determined is less than HK\$1.46 per Offer Share.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. Applicants who would like to have the allocated Public Offer Shares issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the allocated Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 17 June 2014 until 12:00 noon on Friday, 20 June 2014 from:

(i) the following office of the Public Offer Underwriters:

| | |
|------------------------------------|---|
| First Shanghai Securities Limited | 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong |
| RaffAello Securities (HK) Limited | Room 2002, 20/F Tower Two, Lippo Centre 89 Queensway Hong Kong |
| Yue Xiu Securities Company Limited | 24/F, Siu On Centre 188 Lockhart Road Wanchai Hong Kong |

(ii) any of the following branches of Bank of Communications Co., Ltd. Hong Kong Branch:

| | <u>Branch name</u> | <u>Address</u> |
|-----------------------------|-----------------------------|--|
| Hong Kong Island | Central District Sub-Branch | G/F., Far East Consortium Building, 125A Des Voeux Road C., Central |
| | Taikoo Shing Sub-Branch | Shop 38, G/F., CityPlaza 2, 18 Taikoo Shing Road |
| | Hennessy Road Sub-Branch | G/F., Bank of Communications Building, 368 Hennessy Road |
| Kowloon | Mongkok Sub-Branch | Shops A & B, G/F., Hua Chiao Commercial Centre, 678 Nathan Road |
| | Kwun Tong Sub-Branch | Shop A, G/F., Hong Ning Court, 55 Hong Ning Road, Kwun Tong |
| | Jordan Road Sub-Branch | 1/F., Booman Building, 37U Jordan Road |
| New Territories | Tsuen Wan Sub-Branch | G/F., Shop G9B–G11, Pacific Commercial Plaza, Bo Shek Mansion, 328 Sha Tsui Road, Tsuen Wan |
| | Tuen Mun Sub-Branch | G/F, Lin Won Building, 2–4 Yan Ching Street, Tuen Mun |
| | Yuen Long Sub-Branch | Shop 2B, G/F, Man Yu Building, 2–14 Tai Fung Street, Yuen Long |
| | Ma On Shan Sub-Branch | Shop No. 3062, Level 3, Sunshine City Plaza, Ma On Shan |

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 17 June 2014 until 12:00 noon on Friday, 20 June 2014 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or from your stockbroker, who may have **YELLOW** Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order payable to "Bank of Communications (Nominee) Co. Ltd. — Jia Yao Holdings Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Tuesday, 17 June 2014 — 9:00 a.m. to 5:00 p.m.
Wednesday, 18 June 2014 — 9:00 a.m. to 5:00 p.m.
Thursday, 19 June 2014 — 9:00 a.m. to 5:00 p.m.
Friday, 20 June 2014 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 20 June 2014, the last application day or such later time as described in "How to Apply for the Public Offer Shares — Effect of bad weather on the opening of the applications lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 17 June 2014 until 12:00 noon on Friday, 20 June 2014.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the level of indication of interest under the Placing, the level of applications under the Public Offer and the basis of allocation of the Public Offer Shares on or before Thursday, 26 June 2014 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the Company's website at **www.jiayaoholdings.com** and the website of the Stock Exchange at **www.hkexnews.hk**. The results of allocations of the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer, will be made available through a variety of channels from Thursday, 26 June 2014 in the manner as described in the section headed "How to Apply for the Public Offer Shares — Publication of Results" in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, 27 June 2014 provided that the Share Offer has become unconditional and the right of termination described in the section headed "Underwriting" in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Friday, 27 June 2014, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. (Hong Kong time) on Friday, 27 June 2014. The Shares will be traded in board lots of 2,000 Shares each under the stock code 1626.

By order of the Board
Jia Yao Holdings Limited
Yang Yoong An
Chairman and Executive Director

Hong Kong, 17 June 2014

As at the date of this announcement, the Board comprises Mr. Yang Yoong An (Chairman) and Mr. Feng Bin as executive Directors, Mr. Yang Fan as non-executive Director and Mr. Gong Jinjun, Mr. Zeng Shiquan and Mr. Wang Ping as independent non-executive Directors.

This announcement is available for viewing on the Company's website at www.jiayaoholdings.com and the website of the Stock Exchange at www.hkexnews.hk.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).