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JIA YAO HOLDINGS LIMITED

嘉耀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01626)

POLL RESULTS OF THE 2015 ANNUAL GENERAL MEETING HELD ON 25 MAY 2016

The Board is pleased to announce that all Resolutions were duly passed by the Shareholders by way of poll at the AGM held on 25 May 2016.

Reference is made to the circular (the “Circular”) and notice (the “AGM Notice”) of the 2015 annual general meeting (the “AGM”) both dated 15 April 2016 of Jia Yao Holdings Limited (the “Company”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

RESULTS OF AGM

As at the date of the AGM, a total of 300,000,000 Shares were in issue, which was the total number of Shares entitling the holders to attend and vote at the AGM. There was no Share entitling the holders to attend and abstain from voting in favour of any of the resolutions (the “Resolutions”) as set out in the AGM Notice. None of the Shareholders were required to abstain from voting on the Resolutions. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions.

At the AGM held at Forum Room II & III, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on 25 May 2016 at 10:00 a.m., all Resolutions were approved by the Shareholders by poll. The Board is pleased to announce the results in respect of the Resolutions passed at the AGM as follows:

Upon approval by more than half of the Shareholders (including proxies) with voting rights who attended the AGM, each of the following Resolutions shall be passed as ordinary resolutions by poll. The results of the poll were as follows:

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2015	225,006,200 (100%)	0 (0%)	225,006,200
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
2.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors to the Company and to authorise the board of directors of the Company to fix their remuneration	225,006,200 (100%)	0 (0%)	225,006,200
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
3.	(a) To re-elect Mr. Feng Bin as an executive director of the Company	225,006,200 (100%)	0 (0%)	225,006,200
	(b) To re-elect Mr. Zeng Shiquan as an independent non-executive director of the Company	225,006,200 (100%)	0 (0%)	225,006,200
	(c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company	225,006,200 (100%)	0 (0%)	225,006,200
The above resolutions were duly passed by the Shareholders as ordinary resolutions.				

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution	225,002,200 (99.9982%)	4,000 (0.0018%)	225,006,200
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution	225,006,200 (100%)	0 (0%)	225,006,200
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company	225,002,200 (99.9982%)	4,000 (0.0018%)	225,006,200
The above resolution was duly passed by the Shareholders as an ordinary resolution.				

Please refer to the AGM Notice for details of the Resolutions.

The Company's Hong Kong branch share registrar, Union Registrars Limited, was appointed as the scrutineer for the poll voting at the AGM.

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

Hong Kong, 25 May 2016

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.

Notes:

- (a) As at the date of the AGM, the issued share capital of the Company comprised 300,000,000 Shares of HK\$0.01 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM.*
- (b) The total number of Shares entitling the holders to attend and vote only against the Resolutions at the AGM: Nil.*
- (c) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the AGM: 300,000,000 Shares.*