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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)

PROFIT WARNING

This announcement is made by Jia Yao Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company and potential investors that after a preliminary review on the Group’s unaudited consolidated management accounts for the six months ended 30 June 2014, the Group expects to record a net loss after tax with a range from RMB2 million to RMB4 million for the six months ended 30 June 2014 as compared to the net profit after tax for the six months ended 30 June 2013. This is mainly due to (i) the recognition of the expenses of approximately RMB19.6 million in relation to the listing of the shares of the Company on the Main Board of the Stock Exchange of Hong Kong Limited; and (ii) the decrease in sales in May and June 2014 as a result of a decrease in customers orders.

The Company is still in the process of finalising the unaudited consolidated results of the Group for the six months ended 30 June 2014. This profit warning announcement is only based on the Board's preliminary assessment of the unaudited consolidated management accounts of the Group which is subject to finalisation and other potential adjustments, if any, and have not been confirmed or audited by the Company's auditor. Shareholders of the Company and potential investors are advised to read carefully the interim results announcement of the Company, which is expected to be published on 29 August 2014.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
JIA YAO HOLDINGS LIMITED
Yang Yoong An
Chairman

Hong Kong, 8 August 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.