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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 2016 ANNUAL GENERAL MEETING
HELD ON 9 JUNE 2017 AND CHANGE OF AUDITORS**

The Board is pleased to announce that all Resolutions were duly passed by the Shareholders by way of poll at the AGM held on 9 June 2017.

Reference is made to the circular (the “Circular”) and notice (the “AGM Notice”) of the 2016 annual general meeting (the “AGM”) both dated 25 April 2017 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 9 June 2017 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 2016.	225,002,200 (100%)	0 (0%)	225,002,200
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
2.	To appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	225,002,200 (100%)	0 (0%)	225,002,200
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
3.	(a) To re-elect Mr. Li Tie as an executive director of the Company.	225,002,200 (100%)	0 (0%)	225,002,200
	(b) To re-elect Mr. Liu Daoqi as an executive director of the Company.	225,002,200 (100%)	0 (0%)	225,002,200
	(c) To re-elect Mr. Huang Erwei as an executive director of the Company.	225,002,200 (100%)	0 (0%)	225,002,200
	(d) To re-elect Mr. Yang Yoong An as a non-executive director of the Company.	225,002,200 (100%)	0 (0%)	225,002,200

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
(e)	To re-elect Mr. Wang Ping as an independent non-executive director of the Company.	225,002,200 (100%)	0 (0%)	225,002,200
(f)	To re-elect Mr. Gong Jinjun as an independent non-executive director of the Company.	225,002,200 (100%)	0 (0%)	225,002,200
(g)	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	225,002,200 (100%)	0 (0%)	225,002,200
The above resolutions were duly passed by the Shareholders as ordinary resolutions.				
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 (100%)	0 (0%)	225,002,200
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.	225,002,200 (100%)	0 (0%)	225,002,200
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 (100%)	0 (0%)	225,002,200
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.

CHANGE OF AUDITORS

Following the passing of resolution no. 2 at the AGM, HLB Hodgson Impey Cheng Limited has retired as the auditors of the Company and PricewaterhouseCoopers has been appointed as the auditors of the Company with effect from the conclusion of the AGM.

By order of the Board
JIA YAO HOLDINGS LIMITED
Li Tie
Chairman

Hong Kong, 9 June 2017

As at the date of this announcement, the Board comprises Mr. Li Tie (Chairman), Mr. Liu Daoqi, Mr. Huang Erwei as executive Directors, Mr. Yang Yoong An as non-executive Director and Mr. Gong Jinjun, Mr. Zeng Shiquan and Mr. Wang Ping as independent non-executive Directors.