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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION

This announcement is made by Jia Yao Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 1 January 2022, the Listing Rules were amended to introduce, among others, a uniform set of 14 core standards for shareholder protection as set out in Appendix 3 to the Listing Rules, which are applicable to issuers regardless of their place of incorporation. The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum of association and the articles of association of the Company (the “**Existing Memorandum and Articles**”) by way of adoption of an amended and restated memorandum of association and the articles of association of the Company (the “**New Memorandum and Articles**”) to (i) bring its Existing Memorandum and Articles to be in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) make other miscellaneous and housekeeping changes to update or clarify the provisions of the Existing Memorandum and Articles, including consequential amendments in line with the above amendments to the Existing Memorandum and Articles, where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of the Cayman Islands.

The proposed adoption of the New Memorandum and Articles shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting (the “AGM”) of the Company. A circular containing, among others, details of the New Memorandum and Articles and a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 14 April 2023

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