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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 2022 ANNUAL GENERAL MEETING HELD ON 16 JUNE 2023

The Board is pleased to announce that all Resolutions were duly passed by the Shareholders by way of poll at the AGM held on 16 June 2023.

Reference is made to the circular (the “**Circular**”) and notice (the “**AGM Notice**”) in relation to the 2022 annual general meeting (the “**AGM**”) both dated 23 May 2023 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 600,000,000 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.

The poll results for the respective Resolutions are set out as follows:

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2022.	422,576,057 (100%)	0 (0%)	422,576,057
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
2.	To declare and pay a final dividend of HKD0.056 per Share for the year ended 31 December 2022 out of share premium account of the Company and to authorise the board of directors of the Company to execute the payment of the final dividend.	422,576,057 (100%)	0 (0%)	422,576,057
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
3.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	422,576,057 (100%)	0 (0%)	422,576,057
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
4.	(a) To re-elect Mr. Yang Yoong An as an executive director of the Company.	422,576,057 (100%)	0 (0%)	422,576,057
	(b) To appoint Ms. Guo Wei as an independent non-executive director of the Company.	422,576,057 (100%)	0 (0%)	422,576,057
	(c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	422,576,057 (100%)	0 (0%)	422,576,057
The above resolutions were duly passed by the Shareholders as ordinary resolutions.				

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
5.	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 shares of the Company as at the date of passing this resolution.	422,576,057 (100%)	0 (0%)	422,576,057
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
6.	To grant a general mandate to the directors of the Company to buy back shares not exceeding 10% of the issued shares of the Company as at the date of passing this resolution.	422,576,057 (100%)	0 (0%)	422,576,057
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company by a number not exceeding the number of the shares bought back by the Company.	422,576,057 (100%)	0 (0%)	422,576,057
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
Special Resolution		Number of Votes (%)		Total Votes
		For	Against	
8.	To consider and approve the proposed amendments (the “ Proposed Amendments ”) to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company, incorporating and consolidating the Proposed Amendments, in substitution for and the exclusion of, the existing amended and restated memorandum and articles of association of the Company.	422,576,057 (100%)	0 (0%)	422,576,057
The above resolution was duly passed by the Shareholders as a special resolution.				

The description of the Resolutions above is by way of summary only. 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.

Mr. Yang Yoong An, Mr. Feng Bin, Mr. Yang Fan, Mr. Gong Jinjun and Mr. Wang Ping attended the AGM by electronic means; and Mr. Zeng Shiquan was not able to attend the AGM due to other work commitment.

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

Hong Kong, 16 June 2023

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