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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)

**TERMINATION OF DISCLOSEABLE TRANSACTION
IN RELATION TO ACQUISITION OF 80% OF
THE ISSUED SHARES OF
THE TARGET COMPANY INVOLVING THE ISSUE OF
CONSIDERATION SHARES UNDER THE GENERAL MANDATE**

Reference is made to the announcement of Jia Yao Holdings Limited (the “**Company**”) dated 12 August 2026 (the “**Announcement**”) in relation to, among other things, the Acquisition of 80% of the total number of issued shares of the Target Company. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

TERMINATION OF THE ACQUISITION

Following the entering into of the Sale and Purchase Agreement, the Company conducted further due diligence on the Target Group and further assessed the potential tax implications of the Acquisition. Having considered the uncertainties regarding the potential enterprise income tax and related withholding obligations arising from the Acquisition and its potential impact on future business cooperation, following arm’s length discussions, on 4 September 2026, the Company, the Vendor and the Guarantor entered into a termination agreement to the Sale and Purchase Agreement (the “**Termination Agreement**”), pursuant to which the parties mutually agreed to terminate the Sale and Purchase Agreement with effect from the date of the Termination Agreement. Accordingly, the Acquisition will not proceed.

Pursuant to the Termination Agreement, no party is required to pay any compensation or penalty to any other party in connection with the termination. The Board considers that the termination of the Sale and Purchase Agreement will not have any material adverse impact on the financial position and operations of the Group.

The Group will continue to explore suitable business opportunities and further enhance its diversified revenue streams and overall competitiveness.

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

Hong Kong, 4 September 2026

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