

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jia Yao Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice of the Extraordinary General Meeting of Jia Yao Holdings Limited to be held at Level 3, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong on 10 January 2018 (Wednesday) at 11:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use by the Shareholders at the Extraordinary General Meeting is enclosed with this circular.

Whether or not you intend to attend and vote at the Extraordinary General Meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

Hong Kong, 18 December 2017

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Board”	the board of Directors;
“Company”	Jia Yao Holdings Limited, a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and approve the Proposed Change of Company Name;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Jia Yao Holdings Limited” to “Tourism International Holdings Limited” and the proposed change of the dual foreign name in Chinese of the Company from “嘉耀控股有限公司” to “旅業國際控股有限公司”;
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Stock Short Name”	the stock short name of the Company for trading in the securities on the Stock Exchange; and
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong.

LETTER FROM THE BOARD



Jia Yao Holdings Limited

嘉耀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01626)

Executive Directors:

Mr. Li Tie (Chairman)
Mr. Liu Daoqi (Chief Executive Officer)
Mr. Huang Erwei

Registered office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Non-executive Director:

Mr. Yang Yoong An

Principal place of business in Hong Kong:

Suite 3212, 32nd Floor
Tower One, Times Square
No. 1 Matheson Street
Causeway Bay
Hong Kong

Independent Non-executive Directors:

Mr. Gong Jinjun
Mr. Wang Ping
Mr. Zeng Shiquan

18 December 2017

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information on the Proposed Change of Company Name and the notice of Extraordinary General Meeting.

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 11 December 2017 regarding the Proposed Change of Company Name. The Board proposes (i) to change the English name of the Company from “Jia Yao Holdings Limited” to “Tourism International Holdings Limited”; and (ii) to change the dual foreign name in Chinese of the Company from “嘉耀控股有限公司” to “旅業國際控股有限公司”, subject to the conditions of the Proposed Change of Company Name set out below being fulfilled.

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board believes that the new name of the Company will not only provide the Company with fresh corporate identity, but will also better reflect the relationship between the Company and its new controlling Shareholder, being China Civil Aviation (Cayman) Investment Group Limited.

The Board considers that the Proposed Change of Company Name is in the interests of the Company and its Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the Extraordinary General Meeting and the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name for the Company. Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies in place of the former English name of the Company and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders or the Company's daily business operations or its financial position. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be good evidence of legal title to such Shares and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English Stock Short Name will be changed and a Chinese Stock Short Name will be adopted after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made in relation to the results of the Extraordinary General Meeting, the effective date of the Proposed Change of the Company Name, and the new Stock Short Names of the Company for trading in the Shares on the Stock Exchange as and when appropriate.

EXTRAORDINARY GENERAL MEETING

A notice of the Extraordinary General Meeting is set out on pages 6 to 7 of this circular, containing, inter alia, the special resolution in relation to approving the Proposed Change of Company Name at the Extraordinary General Meeting.

LETTER FROM THE BOARD

For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from 5 January 2018 (Friday) to 10 January 2018 (Wednesday), both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all properly completed transfer document(s), accompanied by the relevant share certificate(s), must be lodged with Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on 4 January 2018 (Thursday).

FORM OF PROXY

A form of proxy for the Extraordinary General Meeting is despatched to the Shareholders with this circular. Whether or not you intend to attend and vote at the Extraordinary General Meeting in person, you are requested to complete and sign the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion of a form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof in person should you so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution set out in the notice of Extraordinary General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the Extraordinary General Meeting to approve the Proposed Change of Company Name.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,
By order of the Board
Jia Yao Holdings Limited
Li Tie
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



Jia Yao Holdings Limited **嘉耀控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01626)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of **JIA YAO HOLDINGS LIMITED** (the “**Company**”) will be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 10 January 2018 (Wednesday) at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution (with or without modifications) as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands having been obtained, (i) the English name of the Company be changed from “Jia Yao Holdings Limited” to “Tourism International Holdings Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “嘉耀控股有限公司” to “旅業國際控股有限公司”, and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

Yours faithfully,
By order of the Board
Jia Yao Holdings Limited
Li Tie
Chairman

18 December 2017

Notes:

- (1) Any shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (2) In the case of joint holders of any share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Extraordinary General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) To be valid, the instrument appointing a proxy and (if required by the board of the directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjourned meeting thereof) if they so wish.
- (4) For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from 5 January 2018 (Friday) to 10 January 2018 (Wednesday), both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all properly completed transfer document(s), accompanied by the relevant share certificate(s), must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on 4 January 2018 (Thursday).
- (5) As at the date of this notice, the Board comprises Mr. Li Tie, Mr. Liu Daoqi and 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.
- (6) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the Extraordinary General Meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.jiayaoholdings.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.