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TAYANG 大洋

TA YANG GROUP HOLDINGS LIMITED

大洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1991)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
CHANGE IN COMPOSITION OF THE BOARD COMMITTEES;
AND
RE-COMPLIANCE WITH THE LISTING RULES**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Ta Yang Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announce Mr. Zheng Changxing (“**Mr. Zheng**”) has resigned as an independent non-executive Director with effect from 18 February 2025 in order to devote more time to his personal affairs and other business commitments.

Mr. Zheng has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that needs to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company and the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Zheng for his valuable contribution to the Company during their tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Dr. Feng Xin (“**Dr. Feng**”) has been appointed as an independent non-executive Director with effect from 18 February 2025.

Dr. Feng, aged 45, is currently the executive director and general manager of Hainan Zhongji Zhengxin Private Equity Fund Management Co., Ltd.* (海南中基正信私募基金管理有限公司). He obtained a Doctorate degree majoring in Litigation Law from the People's Public Security University of China in July 2012.

The Company and Dr. Feng has entered into a letter of appointment for an initial term of one year commencing from 18 February 2025, which is terminable by either party by giving to the other one month's prior notice in writing. Dr. Feng shall hold office only until the next annual general meeting of the Company after his appointment and shall be subject to re-election at such meeting in accordance with the articles of association of the Company. Dr. Feng is not entitled to any director's remuneration for his position as an independent non-executive Director.

Save as disclosed, as at the date of this announcement, Dr. Feng (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold other positions with other members of the Group.

Dr. Feng has confirmed that (i) he has met the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"); (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters concerning the appointment of Dr. Feng that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to any of the requirement under Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Dr. Feng for joining the Company.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that Dr. Feng has been appointed as the chairman of the remuneration committee (the "**Remuneration Committee**") of the Board and a member of each of the audit committee (the "**Audit Committee**") and the nomination committee (the "**Nomination Committee**") of the Board with effect from 18 February 2025.

For details of the composition of each of the Board committees, please refer to the List of Directors and their Roles and Functions of the Company dated 18 February 2025.

RE-COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcements of the Company dated 18 November 2024 in relation to, among other things, the retirement of Mr. Hu Jiangbing, a former independent non-executive Director and change in the composition of Board Committees.

Following the appointments of Dr. Feng as an independent non-executive Director, the chairman of the Remuneration Committee, a member of each of the Audit Committee and Nomination Committee, the Company has re-complied with requirements of the Listing Rules, namely (i) the minimum number of members in the Audit Committee as required under Rule 3.21 of the Listing Rules; (ii) the Remuneration Committee be chaired by an independent non-executive Director and comprising a majority of independent non-executive Directors under Rule 3.25 of the Listing Rules; and (iii) the Nomination Committee comprising of a majority of independent non-executive Directors as required under Rule 3.27A of the Listing Rules.

By order of the Board
Ta Yang Group Holdings Limited
Shi Qi
Chairlady

Hong Kong, 18 February 2025

As at the date this announcement, the Board comprises three executive Directors, namely Ms. Shi Qi, Mr. Li Jihua and Mr. Gao Feng; three non-executive Directors, namely, Mr. Chan Tsun Hong Philip, Mr. Gu Shixiang and Mr. Han Lei; and three independent non-executive Directors, namely Mr. Chan Siu Tat, Ms. Wang Lina and Dr. Feng Xin.

* *For identification purpose only*