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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)

COMPLETION OF PART OF THE SUBSCRIPTION OF SHARES UNDER GENERAL MANDATE

References are made to the announcements of Ta Yang Group Holdings Limited (the "**Company**") dated 3 July 2025 and 28 July 2025 (the "**Announcements**") in relation to the Subscriptions of Shares under General Mandate. Unless the context otherwise requires, definitions and terms used herein shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE SUBSCRIPTION AGREEMENTS ENTERED INTO BETWEEN THE COMPANY AND EACH OF SUBSCRIBER II AND SUBSCRIBER V

The Board is pleased to announce that as the conditions precedents set out in the Agreements entered into between the Company and each of Subscriber II and Subscriber V (the "**Subscription Agreements II and V**") have been fulfilled, the Completion of the Subscriptions under Subscription Agreements II and V took place on 19 August 2025 in accordance with the terms and conditions thereof.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structures of the Company: (i) immediately before Completion of the Subscriptions under Subscription Agreements II and V; and (ii) immediately following the Completion of the Subscriptions under Subscription Agreements II and V; and (iii) immediately following the Completion of the Subscriptions under Subscription Agreements II and V and assuming full conversion of the Convertible Bonds, assuming that there will be no other change to the share capital of and shareholding in the Company other than the allotment and issue of the Subscription Shares under Subscription Agreements II and V and the conversion shares upon conversion of the Convertible Bonds:

	Immediately before Completion of the Subscriptions under Subscription Agreements II and V		**Immediately following Completion of the Subscriptions under Subscription Agreements II and V**		**Immediately following Completion of the Subscriptions under Subscription Agreements II and V and assuming full conversion of the Convertible Bonds**	
	Number of Shares	*% of shareholdings (Approximately)*	*Number of Shares*	*% of shareholdings (Approximately)*	*Number of Shares*	*% of shareholdings (Approximately)*
Lyton Maison Limited *(Note 1)*	79,687,549	55.59%	79,687,549	52.42%	79,687,549	47.55%
Mr. Hu Jiangbing *(Note 2)*	85,000	0.06%	85,000	0.06%	85,000	0.05%
MDK Corporate Services Limited	670,000	0.47%	670,000	0.44%	670,000	0.40%
Rising Jiarui Investment Management Co., Ltd. *(Note 3)*	–	–	–	–	15,564,202	9.29%
Subscriber II	–	–	6,670,000	4.39%	6,670,000	3.98%
Subscriber V	–	–	2,000,000	1.32%	2,000,000	1.19%
Other public Shareholders	62,904,151	43.88%	62,904,151	41.37%	62,904,151	37.54%
Total	143,346,700	100.00%	152,016,700	100.00%	167,580,902	100.00%

Notes:

1. Lyton Maison Limited is interested in 79,687,549 Shares and is solely owned by Ms. Shi Qi, the chairlady and an executive Director of the Company. Of the 79,687,549 shares held by Lyton Maison Limited, 65,481,060 shares were charged to Mason Resources Finance Limited, which was indirectly wholly-owned by Mason Group Holdings Limited.

2. Mr. Hu Jiangbing was an independent non-executive Director and retired on 18 November 2024.

3. Rising Jiarui Investment Management Co., Ltd. holds the Convertible Bonds and is ultimately and beneficially owned by Mr. Li Bing (李冰) and Mr. Zhang Baohui (張寶輝).

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

Hong Kong, 19 August 2025

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