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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)

VOLUNTARY ANNOUNCEMENT
STRATEGIC COOPERATION MEMORANDUM OF UNDERSTANDING

This announcement is made on a voluntary basis by Ta Yang Group Holdings Limited (the "Company", together with its subsidiaries, the "Group") to inform the shareholders of the Company and potential investors of the latest business development of the Group.

THE MEMORANDUM OF UNDERSTANDING

The board of directors of the Company (the "Board") is pleased to announce that on 31 October 2025 (after trading hours), the Company entered into a non-legally binding strategic cooperation memorandum of understanding (the "Memorandum of Understanding") with Ark Holdings (Shenzhen) Group Co., Ltd. (方舟控股(深圳)集團有限公司) (the "Cooperation Partner") regarding the parties' plan to establish a joint venture in Hong Kong to jointly develop digital business, focus on enterprise RWA (Real World Asset) digital transformation and AI-enabled enterprise overseas expansion (the "Proposed Cooperation").

BACKGROUND AND CONTENT OF THE COOPERATION

According to the Memorandum of Understanding, the Group and the Cooperation Partner intend to leverage the synergies of their respective businesses to establish a joint venture in Hong Kong (or another location agreed upon by both parties). The initial intentions include:

1. Jointly incubating enterprises and promoting data on-chain verification and digital transformation for SMEs;

2. Focusing on industry as core and combining artificial intelligence technology to help enterprises expand into overseas markets;

3. Specific arrangements regarding the joint venture's working capital, technology investment and equity structure will be clarified in a subsequent formal agreement.

INFORMATION OF THE COOPERATION PARTNER

The Cooperation Partner is a group company incorporated in the PRC, focusing on building a global digital ecosystem, with business covering enterprise digital transformation, RWA technology application and global industry collaboration. To the best of the Directors' knowledge, information, and belief, having made all reasonable inquiries, the Cooperation Partner and its ultimate beneficial owner are third parties independent of the Company and the connected parties.

REASONS FOR AND BENEFITS OF ENTERING INTO THE MEMORANDUM OF UNDERSTANDING

Currently, the Group is actively transitioning into sectors such as AI digital human and RWA, exploring innovative measures to enhance its competitiveness and shareholder value. The Board believes that this collaboration aligns with the Group's strategic direction of exploring digital business opportunities and promoting business diversification. Through such partnership with the Cooperation Partner, the Group expects to:

1. Expand new business models that integrate digital technology with the real economy;

2. Enhance the Group's overall competitiveness by leveraging the Cooperation Partner's technology and resources in the digital ecosystem and RWA fields;

3. Create long-term value for shareholders.

LEGAL BINDING EFFECT AND SUBSEQUENT ARRANGEMENTS

Save for the terms of the Memorandum of Understanding in relation to confidentiality, exclusive cooperation rights, applicable laws and jurisdiction, which are legally binding, the other contents of the Memorandum of Understanding are not legally binding. Both parties agree to make their best efforts to negotiate and enter into a formal agreement within three months of the signing of the Memorandum of Understanding (or such other period as may be agreed in writing by both parties).

If the Proposed Cooperation is implemented, the Company will issue a separate announcement in due course in accordance with the applicable rules of the Hong Kong Stock Exchange.

RISK WARNING

Shareholders and potential investors should note that the Memorandum of Understanding is non-legally binding, and the Proposed Cooperation may or may not proceed. As at the date of this announcement, the parties have not entered into any legally binding agreement regarding the Proposed Cooperation. Shareholders and potential investors are advised to exercise caution when dealing in the Company's shares.

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

Hong Kong, 31 October 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.