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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 INVESTMENT COOPERATION MEMORANDUM OF UNDERSTANDING POTENTIAL STRATEGIC INVESTMENT IN A REAL WORLD ASSETS ("RWA") SERVICE PLATFORM

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 and potential investors of the Company of the latest business development of the Group.

THE INVESTMENT MEMORANDUM OF UNDERSTANDING

The board of directors (the "Board") of the Company is pleased to inform the shareholders and potential investors of the Company that on 3 November 2025 (after trading hours), the Company entered into a non-legally binding investment cooperation memorandum of understanding (the "Memorandum of Understanding") with Coinvex Limited (the "Target Company") in relation to a potential strategic investment in a service platform focusing on real world assets ("RWA") ("CoinVEX") (the "Potential Investment"). To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Target Company and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

I. Business overview

CoinVEX operates a digital asset platform with core businesses primarily comprising:

1. Digital asset trading business: provision of a digital asset trading system under a regulated framework; and

2. AI quantitative investment business: provision of quantitative investment strategies and asset management services utilising artificial intelligence ("AI") algorithms.

II. Reasons for and benefits of the potential investment

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 digital currency and RWA sectors are at a stage of rapid development, and the combination of RWA and financial technology is in line with the innovation trend of the global financial market. Exploring the Potential Investment aligns with the Group's strategic direction of exploring digital business opportunities and promoting business diversification, which is a key step in implementing the Web4.0 digital finance strategy by the Group. Through this Potential Investment, the Company expects to:

(1). enable the Company to enter the digital finance sector with high growth potential;

(2). create new profit growth drivers through AI quantitative technology and trading platforms; and

(3). enhance the Company's overall competitiveness in the digital asset ecosystem and create long-term value for shareholders.

III. 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 after the signing of the Memorandum of Understanding (or such other period as may be agreed in writing by both parties). If the Potential Investment is implemented, the Company will issue a separate announcement in due course in accordance with the applicable rules of the Hong Kong Stock Exchange.

IV. Risk warning

Shareholders and potential investors should note that the Memorandum of Understanding is non-legally binding, and the Potential Investment may or may not proceed. As at the date of this announcement, the parties have not entered into any legally binding agreement regarding the Potential Investment. 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, 3 November 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.