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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)

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND
(3) NON-COMPLIANCE WITH LISTING RULES**

The board (“**Board**”) of directors (“**Directors**”) of Ta Yang Group Holdings Limited (the “**Company**”) announces the following changes:

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Zhang Li (“**Ms. Zhang**”) has resigned as an independent non-executive Director of the Company with effect from 1 June 2026 in order to devote more time to her personal and other business commitments.

Ms. Zhang has confirmed that she has no disagreement with the Board and there is no matter regarding her resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Ms. Zhang for her valuable contribution to the Company during her tenure of office as an independent non-executive Director.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the resignation of Ms. Zhang, the Board also announces that, with effect from 1 June 2026:

1. Ms. Zhang has ceased to act as the Chairman and a member of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company, and a member of the remuneration committee (the “**Remuneration Committee**”) of the Company.

2. Mr. Zhang Li, the independent non-executive Director of the Company, has been appointed as the Chairman of the Nomination Committee and a member of the Remuneration Committee.

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Ms. Zhang, the Board comprises of two executive Directors, four non-executive Directors and two independent non-executive Directors. As a result of the foregoing, the Company is not in compliance with the requirements of (i) Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) that the Board must include at least three independent non-executive Directors; (ii) Rule 3.10(2) of the Listing Rules that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise and (iii) Rule 3.21 of the Listing Rules that the Audit Committee must comprise a minimum of three members.

The Company is in the process of identifying suitable candidate(s) to fill the vacancies of independent non-executive Director, the member of the audit committee of the Company in order to meet the aforementioned Listing Rules requirements, and will use its best endeavors to ensure a suitable candidate is appointed as soon as practicable, in any event within three months from the date hereof. Further announcement(s) will be made by the Company as and when appropriate.

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

Hong Kong, 1 June 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Shi Qi and Mr. Li Jiu Hua; four non-executive Directors, namely, Mr. Law Wai Ip Vincent, Mr. Gu Shixiang, Mr. Han Lei and Mr. Wang Dongzhu; and two independent non-executive Directors, namely Mr. Zhang Li and Dr. Xie Jun.