THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ta Yang Group Holdings Limited (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

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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)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**AGM**") of the Company to be held at 22/F, H Code, 45 Pottinger Street, Central, Hong Kong on Tuesday, 30 June 2026 at 10:00 a.m. is set out on pages 21 to 25 of this circular.

A form of proxy for the AGM or any adjournment thereof is enclosed with this circular. Whether or not you are able to attend and vote at the AGM in person, you are advised to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. 10:00 a.m. on Sunday, 28 June 2026) or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for 7 days from the date of its posting. This circular will also be posted on the Company's website at http://www.tayanggroup.com.

2 June 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company to be held at 22/F, H Code, 45 Pottinger Street, Central, Hong Kong on Tuesday, 30 June 2026 at 10:00 a.m.;
"AGM Notice"	the notice convening the AGM set out on pages 21 to 25 of this circular;
"Articles of Association"	the second amended and restated articles of association of the Company adopted on 29 June 2023 and "Article" shall mean an article of the Articles of Association;
"Associate(s)", "Chief Executive", "Close Associate(s)", "Connected Person(s)", "Controlling Shareholder(s)", "Core Connected Person(s)", "Subsidiary(ies)" and "Substantial Shareholder(s)"	have the meaning ascribed to them under Rule 1.01 of the Listing Rules;
"Auditor"	the auditor of the Company from time to time;
"Board"	the board of Directors from time to time;
"business day"	a day on which banks are generally open for business in HKSAR;
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system;
"Companies Act"	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;
"Companies Ordinance"	the Companies Ordinance (Cap 622 of the laws of HKSAR), as amended from time to time;
"Company"	Ta Yang Group Holdings Limited (大洋集團控股有限公司), a company incorporated in the Cayman Islands with limited liability;
"Director(s)"	director(s) of the Company from time to time;

"Extension Mandate"	a general and unconditional mandate to increase the aggregate number of Shares which may be allotted and issued under the Issue Mandate by the aggregate number of Shares bought-back under the Repurchase Mandate;
"Group"	the Company and its subsidiaries from time to time and a "member of the Group" shall be construed accordingly;
"HK dollars" and "HK$"	Hong Kong dollars, the lawful currency of HKSAR;
"HKSAR" or "Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the power of the Company to allot, issue and otherwise deal with Shares or securities not exceeding 20% of the aggregate number of the issued share capital of the Company (excluding Treasury Shares, if any) as at the date of passing the relevant resolution;
"Latest Practicable Date"	1 June 2026, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
"Memorandum"	the second amended and restated memorandum of association of the Company adopted on 29 June 2023;
"PRC"	The People's Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares of not exceeding 10% of the aggregate number of the issued Shares (excluding Treasury Shares, if any) as at the date of passing of the relevant ordinary resolution granting the Repurchase Mandate;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

"Share(s)"	shares of HK$1.0 each (or such other nominal amount resulting from any sub-division, consolidation, re-classification or re-construction of such shares from time to time) in the share capital of the Company;
"Shareholder(s)"	shareholders of the Company from time to time;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of the HKSAR, as amended from time to time;
"trading day"	a day on which trading of Shares take place on the Stock Exchange;
"Treasury Shares"	has the meaning ascribed thereto under the Listing Rules; and
"%"	per cent.

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)

Executive Directors:
Ms. Shi Qi *(Chairlady)*
Mr. Li Jiuhua *(Chief Executive Officer)*

Non-executive Directors:
Mr. Han Lei
Mr. Gu Shixiang
Mr. Law Wai Ip Vincent
Mr. Wang Dongzhu

Independent Non-executive Directors:
Mr. Zhang Li
Dr. Xie Jun

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
22/F, H Code
45 Pottinger Street
Central
Hong Kong

2 June 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM for, *inter alia*, the approval of (i) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of Directors; (iii) the re-appointment of Auditor; and (iv) to give you the AGM Notice.

2. PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 27 June 2025, general mandates were given to the Directors to exercise power to repurchase Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the AGM. At the AGM, separate ordinary resolutions will be proposed to seek for approval of the Shareholders to grant to the Directors:

(i) the Issue Mandate to allot, issue and otherwise deal with (including the resale and transfer of Treasury Shares) the Shares and securities not exceeding 20% of the aggregate number of the issued share capital of the Company (excluding Treasury Shares, if any) as at the date of passing the relevant resolution;

(ii) the Repurchase Mandate to repurchase the Shares, during the Relevant Period (defined hereunder), not exceeding 10% of the aggregate number of the issued share capital of the Company (excluding those held as Treasury Shares) as at the date of passing the relevant resolution; and

(iii) subject to the passing of the aforesaid ordinary resolutions approving the Issue Mandate and the Repurchase Mandate, the Extension Mandate to increase the aggregate number of Shares which may be allotted and issued under the Issue Mandate by the aggregate number of Shares bought-back under the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire (a) at the conclusion of the next annual general meeting of the Company following the AGM; or (b) at the end of the period within which the next annual general meeting of the Company is required by the Companies Act or the Memorandum and Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever is the earliest (collectively, the "**Relevant Period**").

An explanatory statement containing information relating to the Repurchase Mandate as required pursuant to the Listing Rules is set out in Appendix I to this circular. The explanatory statement contains information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 172,006,700 Shares. Assuming that there is no change in the issued share capital of the Company during the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate and the Issue Mandate, the maximum number of Shares which may be bought-back pursuant to the Repurchase Mandate on the date of passing the resolution approving the Repurchase Mandate will be 17,200,670 Shares, representing 10% of the issued share capital of the Company (excluding Treasury Shares, if any) as at the date of

passing the relevant resolution, and the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 34,401,340 Shares, representing 20% of the issued share capital of the Company as at the date of passing the relevant resolution.

3. RE-ELECTION OF DIRECTORS

The Board currently consists of two executive Directors, namely Ms. Shi Qi (Chairlady) and Mr. Li Jiuhua (Chief Executive Officer); 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 ("**INEDs**"), namely Mr. Zhang Li and Dr. Xie Jun.

Pursuant to Article 84(1) of the Memorandum and Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. As such, Ms. Shi Qi, Mr. Han Lei and Mr. Gu Shixiang, shall retire from their respective offices by rotation, and being eligible, will offer themselves for re-election at the AGM in accordance with Article 84(1) of the Memorandum and Articles of Association.

The nomination committee of the Company (the "**Nomination Committee**") has reviewed the biographical details of Ms. Shi Qi, Mr. Han Lei and Mr. Gu Shixiang, and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the business and corporate strategy of the Company, enough time commitment to effectively discharge duties as a member of the Board) as set out in the Nomination Policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) as set out in the board diversity policy of the Company, and took the view that all of them have been contributing to the Group effectively and are committed to their role as Directors. The Board accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Ms. Shi Qi, Mr. Han Lei and Mr. Gu Shixiang as Directors at the AGM.

Pursuant to Article 83(3) of the Memorandum and Articles of Association, The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. As such, Mr. Law Wai Ip Vincent, Mr. Wang Dongzhu, Mr. Zhang Li and Dr. Xie Jun, shall retire from their respective offices by rotation, and being eligible, will offer themselves for re-election at the AGM in accordance with Article 83(3) of the Memorandum and Articles of Association.

The re-election of Directors has been reviewed by the nomination committee of the Company (the "**Nomination Committee**") which recommended to the Board that the re-election

be proposed for Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of all the INEDs. All the INEDs of the Company have satisfied the independence criteria as set out in Rule 3.13 of the Listing Rules and have provided to the Company an annual written confirmation of their independence.

Biographical details of each of the above Directors who will offer themselves for re-election at the AGM that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

Rongcheng (Hong Kong) CPA Limited will retire as the independent auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the audit committee of the Company (the "**Audit Committee**"), the Board proposed to pass an ordinary resolution for the re-appointment of Rongcheng (Hong Kong) CPA Limited ("**Rongcheng**") as the independent auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the Auditor for the year ending 31 December 2026.

The estimated audit fee payable to Rongcheng for the audit of the consolidated financial statements of the Group for the financial year ending 31 December 2026 is expected to be in the range of approximately HK$1,750,000 to HK$1,900,000. Such fee has been determined after due consideration and arm's length negotiations between the Company and Rongcheng, taking into account, among other things, historical audit fees, prevailing market rates, the complexity and business plans of the Group, the expected scope of the audit, the audit timetable, and the auditor's resources required. The estimated audit fee has been determined on the basis that no material changes are expected in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the audit.

As Rongcheng is relatively familiar with the Group's financial position and affairs, the Board considers that the estimated audit fee agreed with the Rongcheng is fair and reasonable, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 31 December 2026 will be performed more efficiently by Rongcheng, which is in the best interests of the Company and the Shareholders as a whole.

Unless there is a material change in the basis and assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 21 to 25 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, (i) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of Directors; and (iii) the re-appointment of Auditor.

A form of proxy for the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.tayanggroup.com). Whether or not you are able to attend and vote at the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. 10:00 a.m. on Sunday, 28 June 2026) or any adjournment thereof (as the case may be). The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, for the purpose of the Listing Rules, Treasury Shares, if any, pending withdrawal from and/or transferring through CCASS shall not bear any voting rights at the Company's general meeting(s).

6. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend and vote at the AGM to be held on Tuesday, 30 June 2026, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive during which no transfer of shares will be registered. The record date to attend and vote at the AGM will be Tuesday, 30 June 2026. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Wednesday, 24 June 2026.

7. POLL VOTING AT ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, at the AGM, the chairman of the AGM will exercise his/her power under

Article 66 of the Memorandum and Articles of Association to put each of the resolutions set out in the AGM Notice to be voted by way of poll.

After the conclusion of the AGM, the results of the poll will be published on the website of the Stock Exchange at www.hkex.com.hk and the Company's website at www.tayanggroup.com in accordance with Rule 13.39(5) of the Listing Rules.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Directors are of the opinion that the proposed resolutions referred in this circular and the AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the AGM.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text if there is any discrepancy between the Chinese text and the English text.

Yours faithfully,
On behalf of the Board
Ta Yang Group Holdings Limited
Shi Qi
Chairlady

This Appendix serves as an explanatory statement, as required by the Listing Rules, to enable Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.

(1) LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

(2) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 172,006,700 Shares. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 17,200,670 Shares, representing 10% of the issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM, and which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company prior to its next annual general meeting.

(3) SOURCE OF FUNDS

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

(4) REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase

or hold them as Treasury Shares. Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum and Articles of Association, and the laws of the Cayman Islands. Repurchase of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company.

(5) IMPACT ON WORKING CAPITAL OR GEARING POSITION

As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

For Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Shareholders and potential investors of the Company are advised to pay attention to any announcement to be published by the Company in the future, including but without limitation, any relevant next day disclosure return (which shall identify, amongst others, the number of

repurchased shares that are to be held in treasury or cancelled upon settlement of such repurchase, and where applicable, the reasons for any deviation from the intention statement previous disclosed) and any relevant monthly return.

(6) SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

	Shares prices	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.91	0.53
May	0.93	0.57
June	1.80	0.56
July	0.85	0.60
August	1.70	0.72
September	1.60	1.08
October	1.55	1.14
November	1.49	0.83
December	1.00	0.70
2026		
January	1.02	0.76
February	0.86	0.70
March	0.82	0.425
April	N/A	N/A
May	N/A	N/A
June (up to and including the Latest Practicable Date)	0.80	0.58

Note: At the request of the Company, the trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2026 and has been resumed with effect from 9:00 a.m. on 1 June 2026.

(7) TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interest kept by the Company under section 336 of the SFO and so far as was known to the Directors, Lyton Maison Limited, being a Controlling Shareholder of the Company, held 79,687,549 Shares, representing approximately 46.33% of the entire issued share capital of the Company. Ms. Shi Qi, the Chairlady and executive Director of the Company, is the sole director and the ultimate beneficial owner of Lyton Maison Limited. Any increase in shareholding of the aforementioned Shareholder(s) in the event that the Repurchase Mandate is exercised in full will not give rise to an obligation of the mentioned Shareholder(s) to make mandatory general offer under Rule 26 or Rule 32 of the Takeovers Code.

To the best knowledge and belief of the Directors, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

(8) REPURCHASE MADE BY THE COMPANY

In the six months preceding the Latest Practicable Date, the Company had not bought-back any of its Shares (whether on the Stock Exchange or otherwise).

(9) UNDERTAKING AND DISCLOSURE OF INTERESTS

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their Close Associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the Memorandum and Articles of Association.

No Core Connected Person of the Company has notified the Company that he/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is granted.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The details of Directors proposed to be re-elected at the AGM are set out as follows:

Ms. Shi Qi (施琦女士) ("**Ms. Shi**"), aged 46, was appointed as an executive Director on 6 April 2016. Ms. Shi is the Chairlady, and a member of each of the executive committee of the Company (the "**Executive Committee**"), the nomination committee of the Company (the ("**Nomination Committee**") and the remuneration committee of the Company (the "**Remuneration Committee**"). She has obtained a master's degree of business administration from Centenary College, New Jersey, majoring in finance in May 2009. She has more than 12 years of experiences in corporate reorganization, corporate and project financing, investments in real estate, securities and non-securities assets and risk management. In 2009, she founded Seven Ocean Investments Limited ("**Seven Ocean**"), and under her leadership, Seven Ocean has developed from a small scale financing company to a company that principally engages in providing financing and corporate solutions and consultancy services, and large scale medical and healthcare development projects. In 2015, she invested in the development of Central Maine Healthcare Institute, which delivers quality healthcare services in Auburn, Maine (USA). She will also be responsible for the on-going management and daily operation of the Central Maine Healthcare Institute. She has also invested in the construction of the Central Leisure Park* (中央休閒公園) in Tongzhou Xincheng* (通州新城), Beijing, a public infrastructure covering an area of approximately 42.62 hectares and providing sports, entertainment, medical and healthcare related services. She was responsible for financing, devising the conceptual design and the implementation plan and monitoring and managing the progress of the construction. She will also be responsible for the project's subsequent operation and maintenance for 30 years.

Ms. Shi has entered into a service contract with the Company for a term of three years. Ms. Shi is entitled to a director's remuneration of HK$300,000 per month, which was approved by the Board with reference to her qualification, experience, lever of responsibilities undertaken and prevailing market conditions. As at the Latest Practicable Date, Ms. Shi, the sole director and the ultimate beneficial owner of Lyton Maison Limited, the controlling shareholder of the Company, is deemed to be interested in 79,687,549 Shares (representing approximately 46.33% of the issued share capital of the Company) held by Lyton Maison Limited. Save as disclosed above, Ms. Shi (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding her re-election.

Mr. Han Lei (韓磊先生) ("**Mr. Han**"), aged 56, was appointed as a non-executive Director on 6 April 2016. He has more than 24 years of entertainment and performing experience in the music industry and had received numerous awards in the industry. He has participated in CCTV Spring Festival Evening Galas, charity performances, cultural and tourism promotion performances, etc. Other than his entertainment career, he also actively participates in various political associations and social campaigns. He was a member of the tenth session of All-China Youth Federation (中華全國青年聯合會). He was appointed as the "Celebrity of Health"* (健康名人) by the preceding Kang Yi Wang* (康易網) and the image ambassador in "Yao Yang" public pension project* (「曜陽」養老公益項目) conducted by Red Cross Society of China.

Mr. Han has entered into a letter of appointment with the Company in relation to his appointment as the non-executive Director, which has an initial term of one year and may be terminated by either party giving to the other not less than one-month prior notice in writing. He is not entitled under the contract to any director's fee.

As at the Latest Practicable Date, save as disclosed above, Mr. Han (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Mr. Gu Shixiang (顧世祥先生) ("**Mr. Gu**"), aged 59, was appointed as a non-executive Director on 28 December 2022. Mr. Gu graduated from Anhui Agricultural University and has over 20 years of experience in management. He was last employed by China Landlord Group Limited as the chief executive officer.

Mr. Gu has entered into a letter of appointment with the Company in relation to his appointment as the non-executive Director, which has an initial term of one year and may be terminated by either party giving to the other not less than one-month prior notice in writing. He is not entitled under the contract to any director's fee.

As at the Latest Practicable Date, save as disclosed above, Mr. Gu (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or

substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Mr. Law Wai Ip Vincent (羅偉業先生) ("**Mr. Law**"), aged 51, was appointed as a non-executive Director on 6 February 2026. He has extensive experience in corporate governance, compliance, and mergers and acquisitions. He served as the company secretary and authorized representative of Asia Television Holdings Limited (stock code: 707) from December 2018 to April 2021 and as the company secretary and authorized representative of Success Dragon International Holdings Limited (stock code: 1182) from September 2019 to March 2020, respectively. He is currently the Chief Operating Officer of Mason Group Holdings Limited (previous stock code: 273) and a director of several subsidiaries, responsible for overseeing operations and fulfilling his responsibilities in compliance and company secretarial functions.

Mr. Law is an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute UK & Ireland. Mr. Law holds a Master of Science degree with distinction in Professional Accounting and Corporate Governance from the City University of Hong Kong, a Master of Philosophy degree from the Chinese University of Hong Kong, and a Bachelor of Science (Honors) degree from Hong Kong Baptist University.

Mr. Law has entered into a letter of appointment with the Company in relation to his appointment as the non-executive Director, which has an initial term of three years and may be terminated by either party giving to the other not less than three-month prior notice in writing. He is not entitled under the contract to any director's fee.

As at the Latest Practicable Date, save as disclosed above, Mr. Law (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Mr. Wang Dongzhu (王冬竹先生) ("**Mr. Wang**"), aged 62, was appointed as a non-executive Director on 16 January 2026. He possesses over twenty years of experience in the fields of e-commerce and corporate management, with expertise in industrial planning, technological innovation applications, and development strategies for small and medium-sized enterprises. He has served as the chairman of Fujian Xunwang Network Technology Co., Ltd.* (福建訊網網絡科技股份有限公司) since 2010. In 2022, Mr. Wang was appointed as vice president of China Association of Small and Medium Commercial Enterprises* (中國中小商業企業協會) and in 2024, he was appointed as vice president of China Electronic Commerce Association* (中國電子商會).

Mr. Wang has been recognized as a Senior Economist from the Fujian Provincial Department of Human Resources and Social Security* (福建省人力資源和社會保障廳) since 2015 and was honored with the title of National Outstanding Entrepreneur* (全國優秀企業家) for the 2021–2022 period by the China Enterprise Confederation* (中國企業聯合會) and the China Enterprise Directors Association* (中國企業家協會). Mr. Wang completed the Executive Master of Business Administration (EMBA) program at Xiamen University in 2022.

Mr. Wang has entered into a letter of appointment with the Company in relation to his appointment as the non-executive Director, which has an initial term of three year and may be terminated by either party giving to the other not less than three-month prior notice in writing. He is not entitled under the contract to any director's fee.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang (i) did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Mr. Zhang Li (張利先生) ("**Mr. Zhang**"), aged 53, was appointed as an independent non-executive Director on 6 January 2026. Mr. Zhang is the Chairman of the Nomination Committee and a member of each of the Remuneration Committee and audit committee of the Company (the "**Audit Committee**"). He has extensive experience in finance and capital markets. He has been engaged in the investment and management business in the financial market for more than 20 years, focusing on securities investment and investment banking. Prior to joining the Company, Mr. Zhang served as (i) an executive director and the co-chairman from April 2016 to July 2016 of Daohe Global Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 915); (ii) an executive director of Renaissance Asia Silk Road Group Limited (formerly known as China Billion Resources Limited) from April 2018 to September 2019, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 274); (iii) an executive director and a co-chairman from June 2016 to May 2021 of Up Energy Development Group Limited (delisted from the Main Board of the Stock Exchange, previous stock code: 307); (iv) a non-executive director from October 2019 to November 2019, and re-designated as an executive director from November 2019 to February 2023 of Madison Holdings Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8057); (v) a non-executive director from June 2021 to September 2022 of Kelfred Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1134); (vi) an executive director and a co-chairman from July 2023 to May 2024 of China First Capital Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1269); (vii) the chairman of the board and an executive director since October 2025 of Value Convergence Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 821); and (viii) the co-chairman of the board and an executive director since January 2026 of China International Development Corporation Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 264).

Mr. Zhang obtained a Bachelor's degree in Economics from Northwest University of Political Science and Law (西北政法大學) ("**NWUPL**") (previously Northwest School of Political Science and Law (西北政法學院)) in 1998. He now engages as (i) the dean of the Guangdong-Hong Kong-Macao Greater Bay Branch of the Economics and Law Research Institute of NWUPL (西北政法大學經濟與法研究院粵港澳大灣區分院) since August 2022; (ii) a visiting professor of school of economics of NWUPL since August 2022; and (iii) the executive dean of the Law Institute of Securities and Financial Crimes of NWUPL (西北政法大學証券金融犯罪研究院) since June 2025.

Mr. Zhang has entered into a letter of appointment with the Company for an initial term of three-year, which is terminable by either party by giving to the other three month's prior notice in writing. Mr. Zhang 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. Mr. Zhang is entitled to a director's remuneration of HK$10,000 per month, which was approved by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang (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.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

Dr. Xie Jun (謝俊博士) ("**Dr. Xie**"), aged 43, was appointed as an independent non-executive Director on 6 January 2026. Dr. Xie is the chairman of Remuneration Committee and a member of each of the Nomination Committee and Audit Committee. He possesses over 16 years of experience in financial investment, digital assets and technology management, specializing in fintech innovation, cross-border capital operations and strategic investment planning. Dr. Xie served as the secretary general of the Information Technology Research Center of the National Academy of Governance from September 2009 to October 2013. Dr. Xie served as the vice general manager of Shenzhen Dvision Co., Ltd., the shares of which are listed on the ChiNext Market of Shenzhen Stock Exchange (stock code: 300167), from May 2022 to August 2023. From October 2013 to October 2023, he has served as the president and executive director of China Health Industry Fund, and concurrently served as the director of Anhua Agricultural Insurance Co., Ltd.* (安華農業保險股份有限公司) and the dean of Anhua Insurance Research Institute. From October 2023 to April 2025, Dr. Xie has served as the chairman of China Great Wall Computer Import & Export Corporation* (中國長城計算機進出口公司). Dr. Xie has been appointed as the president of Asia Pacific Investment Bank Limited* (亞太投資銀行有限公司) and the president of Asia Digital Bank Limited* (亞洲數字銀行有限公司) since April 2025. Dr. Xie has been appointed as the president of Asia Pacific Technology & Development Investment Bank Limited, the president and chief executive officer of Asia Digital Development Bank Limited and the chairman of Asia Digital Asset Exchange Limited since December 2025. In terms of academic research, Dr. Xie conducted postdoctoral research in computer science and technology at Tsinghua University from March 2011 to September 2013, and subsequently conducted postdoctoral research in computer science and technology at the National Academy of Governance from January 2014 to December 2016.

Dr. Xie has entered into a letter of appointment with the Company for an initial term of three-year, which is terminable by either party by giving to the other three month's prior notice in writing. Dr. Xie 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. Xie is entitled to a director's remuneration of HK$10,000 per month, which was approved by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Dr. Xie (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.

Save as disclosed above, there is no other information which requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the shareholders of the Company regarding his re-election.

* *For identification purpose only*

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting ("**AGM**") of Ta Yang Group Holdings Limited (the "**Company**") will be held at 22/F, H Code, 45 Pottinger Street, Central, Hong Kong on Tuesday, 30 June 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries (the "**Group**") and the reports of the directors (the "**Director(s)**") and auditor of the Company for the year ended 31 December 2025;

2. To re-elect the following retiring Directors:

   (a) Ms. Shi Qi as an executive Director;

   (b) Mr. Han Lei as a non-executive Director;

   (c) Mr. Gu Shixiang as a non-executive Director;

   (d) Mr. Law Wai Ip Vincent as a non-executive Director;

   (e) Mr. Wang Dongzhu as a non-executive Director;

   (f) Mr. Zhang Li as an independent non-executive Director; and

   (g) Dr. Xie Jun as an independent non-executive Director;

3. To authorize the board (the "**Board**") of Directors to fix the remuneration of the Directors;

4. To re-appoint Rongcheng (Hong Kong) CPA Limited as the auditor of the Company and authorize the Board to fix their remuneration;

To consider and, if thought fit, pass with or without alterations, the following resolutions as ordinary resolutions:

5. "**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares (the "**Shares**") in the share capital of the Company, to sell and/or transfer Shares out of treasury that are held as Treasury Shares (as defined in the Listing Rules), and to make or grant offers, agreements and options, including warrants, bonds and securities convertible into or exchangeable for the Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued and Treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares under the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue to eligible participants thereunder or rights to acquire Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares (including the sale and/or transfer of any Shares out of treasury that are held as Treasury Shares) in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles**") in force from time to time, shall not exceed 20% of the aggregate number of the share capital of the Company in issue (excluding Treasury Shares, if any) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company at general meeting.

"**Rights Issue**" means the allotment, issue or grant of Shares or securities convertible into Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares or of such securities or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or of such securities or any class thereof as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange applicable to the Company)."

6. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

(b) the aggregate number of issued Shares to be bought-back pursuant to the approval in paragraph (a) above of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares (excluding Treasury Shares, if any) on the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders at general meeting."

7. "**THAT** conditional upon the passing of the ordinary resolutions nos. 5 and 6 above as set out in this notice convening the AGM, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 as set out in this notice be and is hereby extended by the addition thereto the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued and any Shares out of treasury that are held as Treasury Shares that may be sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted pursuant to ordinary resolution no. 6 as set out in this notice, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution."

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

Hong Kong, 2 June 2026

Registered Office:
Cricket Square Hutchins Drive
P.O. Box 2681 GT
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
22/F, H Code
45 Pottinger Street
Central
Hong Kong

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

Notes:

1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and vote on poll instead of him/her at the AGM. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.

2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding of the AGM (i.e. 10:00 a.m. on Sunday, 28 June 2026) or any adjournment thereof (as the case may be).

3. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM or at any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

4. Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other joint registered holders.

5. In order to determine members who are entitled to attend and vote at the AGM to be held on Tuesday, 30 June 2026, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive during which no transfer of shares will be registered. The record date to attend and vote at the AGM will be Tuesday, 30 June 2026. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Wednesday, 24 June 2026.

6. Save for resolutions approving the procedural and administrative matters, any voting of the AGM should be taken by poll.

7. If Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or extreme conditions caused by super typhoon is in force in Hong Kong any time after 7:00 a.m. on the date of the AGM, then the AGM will be postponed. The Company will post an announcement on the website of the Company (www.tayanggroup.com) and the website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations.