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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)

**GRANT OF WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.10(1), 3.10(2) AND 3.21 OF
THE RULES GOVERNING THE LISTING OF SECURITIES**

Reference is made to the announcement of Ta Yang Group Holdings Limited (the “**Company**”) dated 1 June 2026 in relation to the Resignation (the “**Resignation**”) of Ms. Zhang Li (“**Ms. Zhang**”) with effect on 1 June 2026 (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings defined under the Announcement.

As stated in the Announcement, for the period since the Resignation of Ms. Zhang, the Company does not meet the following Listing Rules requirements:

- Rule 3.10(1):* The Board must include at least three independent non-executive Directors. Following Ms. Zhang’s Resignation, the Board comprises only two independent non-executive Directors.
- Rule 3.10(2):* At least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise. Following Ms. Zhang’s Resignation, no remaining independent non-executive Director meets this criterion.
- Rule 3.21:* The Audit Committee must comprise a minimum of three members. Following Ms. Zhang’s Resignation, the Audit Committee comprises only two members, falling below the minimum requirement.

Pursuant to Rules 3.11 and 3.23 of the Listing Rules, the Stock Exchange requires the Company to appoint a sufficient number of independent non-executive Directors and Audit Committee members to meet the above requirements within three months from the effective date of the Resignation.

Since 1 June 2026, the Board has used its best endeavours to identify suitable candidates to fill the vacancies. The Board has been actively searching for candidates possessing both sector-specific expertise in digital marketing (a core expanding business segment of the Group) as well as appropriate professional accounting qualifications.

Although two prospective candidates were initially identified, after careful evaluation and due diligence, the Board was unable to proceed with their appointments as independent non-executive Directors.

As additional time is required for the Company to identify suitable candidate(s), conduct interviews and background due diligence, and complete the formal nomination and selection procedures to fill the vacancies, the Company applied to the Stock Exchange for a waiver from strict compliance with Rules 3.10(1), 3.10(2), and 3.21 of the Listing Rules. The Board is pleased to announce that the Stock Exchange has granted the Company a waiver from strict compliance with Rules 3.10(1), 3.10(2), and 3.21 of the Listing Rules for a period up to 30 November 2026.

The Company will use its best endeavor to appoint suitable candidate to fill the vacancy in order to comply with the relevant requirements of the Listing Rules as soon as practicable. Further announcement will be made as and when appropriate and in accordance with the Listing Rules.

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

Hong Kong, 2 September 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Shi Qi and Mr. Li Jiuhua; 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.