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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)

SUPPLEMENTAL ANNOUNCEMENT TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

Reference is made to (i) the audited results announcement of Ta Yang Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") for the year ended 31 December 2025 dated 29 May 2026 (the "**Results Announcement**"); (ii) the annual report of the Company for the year ended 31 December 2025 published on 1 June 2026 (the "**Annual Report**"); and (iii) the announcement of the Company dated 31 August 2026 titled "Quarterly Update on Going Concern Matters in the Annual Report for the Year Ended 31 December 2025" (the "**Quarterly Update**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Results Announcement, the Annual Report and the Quarterly Update.

As disclosed in the Results Announcement and the Annual Report, the auditor of the Company (the "**Auditor**") expressed a disclaimer of opinion on the consolidated financial statements of the Group for the year ended 31 December 2025 due to material uncertainties relating to going concern (the "**Disclaimer of Opinion**"). The board (the "**Board**") of directors (the "**Directors**") of the Company wishes to provide the following supplemental information, which should be read in conjunction with the Results Announcement and the Annual Report.

Material uncertainties relating to going concern

As set out in the Independent Auditor's Report and Note 1 to the consolidated financial statements in the Annual Report, the Group recorded a loss of approximately HK$72,676,000 for the year ended 31 December 2025 and, as at that date, had net current liabilities of approximately HK$210,561,000 and bank balances and cash of approximately HK$23,886,000. As at 31 December 2025, the Group was in default in respect of principal amount of borrowings totaling approximately HK$100,852,000. In addition, on 19 March 2026, the Company received a winding-up petition (the "**Petition**") presented against the Company in relation to the Convertible Bond. These events or conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

Management's position and the Auditor's Disclaimer of Opinion

Having reviewed a cash flow forecast covering a period of not less than eighteen months from 31 December 2025 and taking into account the plans and measures disclosed on pages 6 to 7 of the Results Announcement and in Note 1 to the consolidated financial statements (the "**Plans and Measures**"), the Directors considered it appropriate to prepare the consolidated financial statements on a going concern basis, assuming the successful implementation of the Plans and Measures.

The Auditor considered that the validity of the going concern assumption depends on the outcome of those Plans and Measures, which are subject to multiple uncertainties, and was unable to obtain sufficient appropriate audit evidence to conclude on the appropriateness of the going concern basis of preparation. Accordingly, the Auditor expressed the Disclaimer of Opinion. The Directors do not disagree that such material uncertainties existed; the difference in outlook reflects, at the auditor's report date, that certain Plans and Measures remained subject to uncertainties and that definitive written agreements or completed transactions were still in progress.

Audit Committee's view

The audit committee of the Company (the "**Audit Committee**") has reviewed the basis for the Disclaimer of Opinion, discussed the Group's financial position with the Auditor and management, and reviewed the cash flow forecast and the Plans and Measures. The Audit Committee agreed with management's position that it was appropriate to prepare the consolidated financial statements on a going concern basis, assuming the successful implementation of the Plans and Measures. The Audit Committee had no disagreement with the Auditor as to the existence of the material uncertainties underlying the Disclaimer of Opinion.

Plans and measures/Code Provision D.1.3

Details of the Plans and Measures are set out on pages 6 to 7 of the Results Announcement and in Note 1 to the consolidated financial statements in the Annual Report, and are not repeated in full in this announcement. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

In accordance with Code Provision D.1.3 of Appendix C1 to the Listing Rules, the Board wishes to state clearly and prominently that the events and conditions described above give rise to material uncertainty relating to going concern, and that the Board has discussed such matters by reference to the Independent Auditor's Report, Note 1 to the consolidated financial statements, the Plans and Measures and the views of the Audit Committee as set out in this announcement. Shareholders are also referred to the Quarterly Update for subsequent progress, and the Company will continue to publish quarterly progress updates as appropriate.

The supplemental information in this announcement does not affect other information contained in the Annual Report and, save as disclosed above, the contents of the Annual Report remain unchanged.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 6 November 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. 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.