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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, 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  
GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES,  
RE-ELECTION OF DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “AGM”) to be held at United Conference Centre R3, 10/F, United Centre, 95 Queensway Road, Admiralty, Hong Kong on Monday, 29 June 2020 at 10:00 a.m. is set out on pages 20 to 24 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 requested 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 Saturday, 27 June 2020) 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.

15 May 2020

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) The Company encourages attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

## DEFINITIONS

*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 convened and held on Monday, 29 June 2020 at 10:00 a.m.;
“AGM Notice”	notice of the AGM;
“Articles”	the articles of association of the Company, as amended and restated from time to time;
“Associate(s)”, “Chief Executive”, “Close Associate(s)”, “Connected Person(s)”, “Core Connected Person(s)”, “Subsidiary(ies)” and “Substantial Shareholder”	have the meaning ascribed to them under rule 1.01 of the Listing Rules;
“Auditors”	the auditors of the Company from time to time;
“Board”	the board of Directors from time to time or a duly authorised committee thereof;
“business day”	a day on which banks are generally open for business in HKSAR;
“Buy-back 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 buy-back Shares, during the Buy-back Period, not exceeding 10% of the aggregate number of the issued share capital of the Company as at the date of passing the relevant resolution;
“Buy-back Period”	the period within which the Buy-back Mandate is exercisable, and details of which is set out in the resolution approving the Buy-back Mandate passing of the relevant resolution;
“Companies Law”	the Companies Law, 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;

## DEFINITIONS

“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 Buy-back 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 as at the date of passing the relevant resolution;
“Latest Practicable Date”	7 May 2020, 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;
“PRC”	People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	shares of HK\$0.10 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;

## DEFINITIONS

“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; and
“%”	per cent.

LETTER FROM THE BOARD



**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:*

Shi Qi (*Chairlady and Chief Executive Officer*)

Yin Zhiqiang

Zhao Ang

Gao Feng

Cheng Hong

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Non-executive Directors:*

Han Lei

Sze Wai Lun

*Principal Place of Business*

*in Hong Kong:*

Unit A01, 35th Floor

United Centre

95 Queensway Admiralty

Hong Kong

*Independent Non-executive Directors:*

Lin Bing

Zhang Lijuan

Liu Gang

Hu Jiangbing

Wang Lina

15 May 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES,  
RE-ELECTION OF DIRECTORS AND  
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 Buy-back Mandate and the Extension Mandate; and (ii) the re-election of Directors, and to give you the AGM Notice.

## LETTER FROM THE BOARD

### 2. PROPOSED GRANT OF ISSUE MANDATE, BUY-BACK MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 13 December 2018, general mandates were given to the Directors to exercise power to buy-back 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 the Shares and securities not exceeding 20% of the aggregate number of the issued share capital of the Company as at the date of passing the relevant resolution;
- (ii) the Buy-back Mandate to buy-back the Shares, during the Buy-back Period, not exceeding 10% of the aggregate number of the issued share capital of the Company 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 Buy-back 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 Buy-back Mandate.

Each of the Issue Mandate, the Buy-back 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 Law or the Articles 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.

An explanatory statement containing information relating to the Buy-back Mandate as required pursuant to the Listing Rules is set out in Appendix I to this circular. This 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 Buy-back Mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 871,178,000 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 Buy-back Mandate and the Issue Mandate, the maximum number of Shares which may be bought-back pursuant to the Buy-back Mandate on the date of passing the resolution approving the Buy-back Mandate will be 87,117,800 Shares, representing 10% of the issued share capital of the Company 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 174,235,600 Shares, representing 20% of the issued share capital of the Company as at the date of passing the relevant resolution.



## LETTER FROM THE BOARD

### 3. RE-ELECTION OF DIRECTORS

In accordance with Article 86(3) of the Articles, Mr. Cheng Hong, Mr. Lin Bing, Mr. Liu Gang, Mr. Yin Zhiqiang, Mr. Hu Jiangbing and Ms. Wang Lina, who have been appointed by the Board as addition to the existing Board or to fill a casual vacancy on the Board respectively, will hold office until the AGM. Being eligible, they would offer themselves for re-election.

In addition, in accordance with Article 87(1) of the Articles, Ms. Shi Qi, Mr. Zhao Ang, Mr. Gao Feng and Mr. Han Lei shall retire from their office as Directors at the AGM. Being eligible, they would offer themselves for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect each of the above Directors as Directors.

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

### 4. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 20 to 24 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, and the re-election of Directors.

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](http://www.hkex.com.hk)) and the Company ([www.tayang.com](http://www.tayang.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 Saturday, 27 June 2020) 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.

In order to determine members who are entitled to attend and vote at the AGM to be held on Monday, 29 June 2020, the register of members of the Company will be closed from Tuesday, 23 June 2020 to Monday, 29 June 2020, both days inclusive, during which period no transfer of shares can be registered. All transfers accompanied by the relevant share certificates 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, for registration not later than 4:00 p.m. on Monday, 22 June 2020.

## LETTER FROM THE BOARD

### 5. 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 Articles 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](http://www.hkex.com.hk) and the Company's website at [www.tayang.com](http://www.tayang.com) in accordance with Rule 13.39(5) of the Listing Rules.

### 6. 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.

### 7. 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. The Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

### 8. 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 and Chief Executive Officer*

*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 Buy-back Mandate.*

### **(1) GENERAL MANDATE TO BUY-BACK SHARES**

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all the power of the Company to buy-back Shares up to 10% of the issued share capital of the Company as at the date of passing of the resolution. The Buy-back Mandate will continue to be in force during the Buy-back Period.

### **(2) EXERCISE OF THE BUY-BACK MANDATE**

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 871,178,000 Shares. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought-back before the AGM, the Company would be allowed to buy-back a maximum of 87,117,800 Shares during the Buy-back Period.

### **(3) SOURCE OF FUNDS**

Buy-backs made pursuant to the Buy-back Mandate would be funded out of funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

### **(4) REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy-back its Shares on the Stock Exchange. Such buy-backs may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

The Directors have no present intention to buy-back any Shares and they would only exercise the power to buy-back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2019, being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Buy-back Mandate is exercised in full. The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**(5) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
May	0.490	0.390
June	0.460	0.385
July	0.440	0.350
August	0.420	0.370
September	0.410	0.340
October	0.370	0.305
November	0.350	0.260
December	0.310	0.275
<b>2020</b>		
January	0.295	0.246
February	0.630	0.255
March	0.350	0.235
April	0.275	0.225
May (up to and including the Latest Practicable Date)	0.243	0.230

**(6) TAKEOVERS CODE**

If as a result of a buy-back 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 436,540,400 Shares, representing approximately 50.11% of the entire issued share capital of the Company. Ms. Shi Qi, the Chairlady, Chief Executive Officer and executive Director of the Company, is the sole director and the ultimate beneficial owner of Lyton Maison Limited. In the event that the Buy-back Mandate is exercised in full, the percentage of shareholding of Lyton Maison Limited would be increased to approximately 55.68% of the issued share capital of the Company, and such an increase will not give rise to an obligation to make a mandatory general offer under Rule 26 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 Buy-back Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

**(7) BUY-BACK 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).

**(8) 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 Buy-back Mandate is approved at the AGM.

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

No Core Connected Person of the Company has notified the Company that such a person has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is granted.

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back 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 buy-back 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**

Ms. Shi Qi (“Ms. Shi”), aged 40, has been the chairlady, chief executive officer and an executive Director of the Company since 6 April 2016. Ms. Shi has obtained a Master degree of Business Administration from Centenary College, New Jersey, majoring in Finance in May 2009. Ms. Shi has more than 10 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 the leadership of Ms. Shi, 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, Ms. Shi invested in the development of Central Maine Healthcare Institute, which delivers quality healthcare services in Auburn, Maine (USA). Ms. Shi will also be responsible for the on-going management and daily operation of the Central Maine Healthcare Institute. Ms. Shi 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. Ms. Shi was responsible for financing, devising the conceptual design and the implementation plan and monitoring and managing the progress of the construction. Ms. Shi will also be responsible for the project’s subsequent operation and maintenance for 30 years.

Ms. Shi did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Ms. Shi does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

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 436,540,400 Shares (representing approximately 50.11% of the issued share capital of the Company) held by Lyton Maison Limited. Save as disclosed above, Ms. Shi did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Shi has entered into a service contract with the Company for a term of three years commencing from 6 April 2019. Under the service contract, Ms. Shi is entitled to receive a monthly salary of HK\$300,000, a discretionary bonus of one extra month’s salary at the discretion of the Board and a discretionary management bonus at the absolute discretion of the Board. Her emoluments were determined by the Board having regard to Ms. Shi’s experience, duties and responsibilities.

There is no information which is discloseable nor is/was Ms. Shi involved in any of the matters required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Yin Zhiqiang**

Mr. Yin Zhiqiang (“Mr. Yin”), aged 45, has been appointed as an executive Director of the Company since 31 March 2020. Mr. Yin obtained his Bachelor’s degree in Economics in July 1997 and Master’s degree in Business Administration in July 2004 from Peking University Guanghua School of Management\* (北京大學光華管理學院). Mr. Yin was the manager for the Planning & Finance Department (計劃財務部) at Industrial and Commercial Bank of China from July 1997 to August 2004. From August 2004 to October 2010, Mr. Yin was the chairman of Mega Culture & Media Group\* (美嘉文化傳媒集團) and from October 2010 to March 2020, Mr. Yin has been the founder of many IT and entertainment business companies. Since January 2020, Mr. Yin was appointed as the business consultant to the Group to manage the development, sales and marketing of the all-silicone masks project.

Mr. Yin did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Mr. Yin does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Yin did not have any interest in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Yin has entered into a service contract with the Company for a term of three years commencing from 31 March 2020. Under the service contract, Mr. Yin is entitled to receive a monthly salary of RMB50,000 and the benefits such as share options and year-end-bonus at the discretion of the Board, which were approved by the Board with reference to his qualification, experience, level of responsibilities undertaken and prevailing market conditions.

There is no information which is discloseable nor is/was Mr. Yin involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Zhao Ang**

Mr. Zhao Ang (“Mr. Zhao”), aged 32, has been an executive Director of the Company since 30 July 2018. Mr. Zhao graduated from University of Windsor in Canada with a bachelor degree of international relations and development studies in 2007. From May 2013 to May 2018, Mr. Zhao served as an executive director of Beijing Ping An Fu Bio-Engineering Technology Co., Ltd. and was principally responsible for the company’s comprehensive operation and external cooperation. He also participated in the implementation of several key domestic environmental protection projects, and took the lead in building the strategic cooperation between the company and Heilongjiang Farms & Land Reclamation Administration, Heilongjiang Cold Zone Black Glebe Group\* (黑龍江寒地黑土集團), Sinochem Group, Long Ping High-tech Agrochemical Branch\* (隆平高科農化分公司), Taiji Pharmaceutical Group\* (太極藥業集團) and www.dangjian.cn under the Central Propaganda Department. From March 2012 to March 2013, Mr. Zhao served as an inspector of the supervision department of Huaxia Film Distribution Co., Ltd. Ltd.\* (華夏電影發行有限責任公



司) and was responsible for inspection of all cinema lines nationwide and implementation of administrative measures imposed on related industries by the Film Bureau under the State Administration of Radio, Film and Television. From December 2009 to December 2011, Mr. Zhao was the propaganda officer of a department of the Chinese People's Liberation Army, and participated in a number of propaganda work projects in respect of national defense science & technology construction and development as well as published various articles in a newspaper of the People's Liberation Army. From June 2008 to June 2009, Mr. Zhao served as the deputy director of the External Liaison Department of Beijing Zhongqiaolian Cultural Exchange Center\* (北京中僑聯文化交流中心). He participated in the organisation of a number of domestic and overseas cultural exchange activities.

Mr. Zhao did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Mr. Zhao does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhao did not have any interest in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhao has entered into a formal service contract with the Company for a term of three years commencing from 30 July 2018. Under the service contract, Mr. Zhao receives a monthly salary of HK\$100,000 and a discretionary bonus for his service as an executive Director, which was approved by the Board with reference to his qualification, experience, level of responsibilities undertaken and prevailing market conditions.

There is no information which is discloseable nor is/was Mr. Zhao involved in any of the matters required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

### **Mr. Gao Feng**

Mr. Gao Feng ("Mr. Gao"), aged 39, has been appointed as a non-executive Director of the Company since 6 April 2016 and re-designated as executive Director on 13 November 2019. Mr. Gao has around 11 years of experience in corporate management. He has been the general manager of Beijing Zhongmei Zhengchen Construction Limited Company\* (北京中煤正辰建設有限公司), which mainly engages in real estate and construction since 2012. He was the general manager of Beijing Kaiyun Zhifeng Trades Limited Company\* (北京凱運之峰工貿有限公司) from 2009 to 2012.

Mr. Gao did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Mr. Gao does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.



As at the Latest Practicable Date, Mr. Gao did not have any interest in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Gao has entered into a formal service contract with the Company for a term of three years commencing from 13 November 2019. Under the service contract, Mr. Gao receives a monthly salary of HK\$125,000 and a discretionary bonus for his service as an executive Director, which was approved by the Board with reference to his qualification, experience, level of responsibilities undertaken and prevailing market conditions.

There is no information which is discloseable nor is/was Mr. Gao involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

### **Mr. Cheng Hong**

Mr. Cheng Hong (“Mr. Cheng”), aged 43, has been an executive Director of the Company since 8 January 2019. Mr. Cheng graduated at Beijing Wuzi University with a bachelor’s degree in economics in July 1998. After graduation, Mr. Cheng joined Haier Group\* (海爾集團) as project manager from 1999 to 2004. Mr. Cheng worked at Beijing Tecsun Technology Development Co., Ltd.\* (北京德誠吉徠科技發展有限公司) as the deputy general manager from 2004 to 2012. During the period 2012 and 2015, he served as the general manager of Beijing Jingtian Shiji Technology Development Co., Ltd.\* (北京競天世紀科技發展有限公司) and was responsible for the daily operation. From 2015 to 2018, Mr. Cheng held the position of general manager of China Joystar Investment Co., Ltd.\* (中實嘉信(北京)投資有限公司) and was responsible for the project development.

Mr. Cheng did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Mr. Cheng does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Cheng did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Cheng has entered into a formal service contract with the Company for a term of three years commencing from 8 January 2019. Under the service contract, Mr. Cheng is entitled to receive a monthly salary of HK\$10,000, a discretionary bonus of one extra month’s salary at the discretion of the Board and a discretionary management bonus at the absolute discretion of the Board, which has been determined by the Board with reference to his qualification, experience, level of responsibilities undertaken and prevailing market conditions.

There is no information which is discloseable nor is/was Mr. Cheng involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Han Lei**

Mr. Han Lei (“Mr. Han”), aged 51, has been a non-executive Director of the Company since 6 April 2016. Mr. Han has more than 23 years of entertainment and performing experience in the music industry and had received numerous awards in the industry. Mr. Han 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 did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Mr. Han does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Han did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Han has entered into a letter of appointment with the Company for a term of three years commencing from 6 April 2019. Under the letter of appointment, Mr. Han does not entitle to any remuneration.

There is no information which is discloseable nor is/was Mr. Han involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Lin Bing**

Mr. Lin Bing (“Mr. Lin”), aged 47, has been an independent non-executive Director of the Company since 13 January 2020. Mr. Lin is currently a managing director of Protocol Asset Management (HK) Limited and mainly responsible for asset management and investment. He also has over 20 years’ experience in accounting, investment research and asset management. Besides, he previously worked at an international accounting firm for three years and gained experience in auditing and risk management.

He holds a bachelor’s degree of science in accounting from Franklin University, a master’s degree of science in accounting from Kent State University and a master’s degree in business administration from Harvard Business School. He is also a member of the American Institute of Certified Public Accountants.

Mr. Lin did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Mr. Lin does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Lin did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Lin has entered into a letter of appointment with the Company for a term of one year commencing from 13 January 2020. Under the letter of appointment, Mr. Lin is entitled to receive a monthly director's fee of HK\$20,000, which was determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

There is no information which is discloseable nor is/was Mr. Lin involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

With reference to the past contributions made by Mr. Lin to the Company during his tenure, his qualifications and his work experiences as disclosed above, the Board is of the view that Mr. Lin can provide valuable managerial advice and independent opinion to the Board and make contributions to the Board's diversity. Given that he has confirmed in writing to the Company of his independence with reference to various factors set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence.

#### **Mr. Liu Gang**

Mr. Liu Gang ("Mr. Liu"), aged 48, has been an independent non-executive Director of the Company since 21 January 2020. Mr. Liu graduated from Xi'an Art School. Mr. Liu has been involved in the real estate industry since 2000. He founded Beijing Huaqian Real Estate Development Co., Ltd.\* (北京華乾房地產開發有限公司) and served as chairman and general manager. During this period, Mr. Liu was engaged in projects including the Asian Games Village Guan Chao (亞運村觀巢) and Asian Games Village Huijing Garden (亞運村慧景園) (now Pangu Plaza (盤古大觀)) and etc. In addition to real estate industry, Mr. Liu also engaged in the equity investment of unlisted companies. He founded Beijing Changhong Hezhi Asset Management Co., Ltd.\* (北京長鴻和智資產管理有限公司), and its projects include pre-IPO investment in Beijing North Star Company Limited (北辰實業股份有限公司) and investment in some internet companies such as Baoxing Tianxia (保行天下).

Mr. Liu did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Mr. Liu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Liu did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu has entered into a letter of appointment with the Company for a term of one year commencing from 21 January 2020. Under the letter of appointment, Mr. Liu is entitled to receive a monthly director's fee of HK\$10,000, which was determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

There is no information which is discloseable nor is/was Mr. Liu involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

With reference to the past contributions made by Mr. Liu to the Company during his tenure, his qualifications and his work experiences as disclosed above, the Board is of the view that Mr. Liu can provide valuable managerial advice and independent opinion to the Board and make contributions to the Board's diversity. Given that he has confirmed in writing to the Company of his independence with reference to various factors set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence.

### **Mr. Hu Jiangbing**

Mr. Hu Jiangbing ("Mr. Hu"), aged 58, has been appointed as an independent non-executive Director of the Company since 31 March 2020. Mr. Hu obtained his Bachelor's degree in Computer Software from University of Science and Technology of China (中國科技大學) in 1984 and his Master's degree in Business Administration from Peking University (北京大學) in 1997. From August 1984 to July 1989, Mr. Hu was the Vice General Manager of the Sitong Group (四通集團鷺島公司). From July 1989 to July 1994, Mr. Hu was the General Manager (China Region) of King Sun Computer (HK) Limited (香港金山電腦有限公司). From July 1994 to July 1997, Mr. Hu was the Government Relations Director for Compaq Computer Limited (China) (美國康柏電腦公司). From 1997 to present, Mr. Hu has been a General Manager for King Promise Consulting Limited (盛金諾管理諮詢有限公司).

Mr. Hu did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Mr. Hu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Hu has a personal interest in 700,000 Shares of the Company, representing approximately 0.08% of the issued share capital of the Company. Save as disclosed above, Mr. Hu did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Hu has entered into a letter of appointment with the Company for a term of three years commencing from 31 March 2020. Under the letter of appointment, Mr. Liu is entitled to receive a monthly director's fee of HK\$10,000 and the benefits such as share options and year-end-bonus at the discretion of the Board, which was determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

There is no information which is discloseable nor is/was Mr. Hu involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

With reference to the past contributions made by Mr. Hu to the Company during his tenure, his qualifications and his work experiences as disclosed above, the Board is of the view that Mr. Hu can provide valuable managerial advice and independent opinion to the Board and make contributions to the Board's diversity. Given that he has confirmed in writing to the Company of his independence with reference to various factors set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence.

### **Ms. Wang Lina**

Ms. Wang Lina ("Ms. Wang"), aged 37, has been an independent non-executive Director of the Company since 22 April 2020. Ms. Wang graduated in foreign-related accounting from Shanghai Lixin University of Accounting (上海立信會計學院) in 2005 and obtained her Bachelor's degree in accountancy from Northeast Forestry University (東北林業大學) in 2014. From 2005 to present, Ms. Wang has been the Manager of Finance Department and the Senior Manager of Investment Department for Shanghai Guoteng Zhirui (上海國騰致瑞科技有限公司).

Ms. Wang did not hold any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Ms. Wang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Ms. Wang did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Wang has entered into a letter of appointment with the Company for a term of one year commencing from 22 April 2020. Under the letter of appointment, Ms. Wang is entitled to receive a monthly director's fee of HK\$10,000, which was determined by the Board with reference to her duties and responsibilities with the Company and the prevailing market conditions.

There is no information which is discloseable nor is/was Ms. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

With reference to the past contributions made by Ms. Wang to the Company during her tenure, her qualifications and her work experiences as disclosed above, the Board is of the view that Ms. Wang can provide valuable managerial advice and independent opinion to the Board and make contributions to the Board's diversity. Given that she has confirmed in writing to the Company of her independence with reference to various factors set out in Rule 3.13 of the Listing Rules, the Board is satisfied with her independence.

\* *For translation 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 United Conference Centre R3, 10/F, United Centre, 95 Queensway Road, Admiralty, Hong Kong on Monday, 29 June 2020 at 10:00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

**ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the “Group”) and the reports of the directors (the “Director(s)”) and auditors of the Company for the period from 1 August 2018 to 31 December 2019;
2. To re-elect the following retiring Directors:
  - (a) Ms. Shi Qi as an executive Director;
  - (b) Mr. Yin Zhiqiang as an executive Director;
  - (c) Mr. Zhao Ang as an executive Director;
  - (d) Mr. Gao Feng as an executive Director;
  - (e) Mr. Cheng Hong as an executive Director;
  - (f) Mr. Han Lei as a non-executive Director;
  - (g) Mr. Lin Bing as an independent non-executive Director;
  - (h) Mr. Liu Gang as an independent non-executive Director;
  - (i) Mr. Hu Jiangbing as an independent non-executive Director; and
  - (j) Ms. Wang Lina as an independent non-executive Director;



## NOTICE OF ANNUAL GENERAL MEETING

3. To authorize the board (the “Board”) of Directors to fix the remuneration of the Directors;
4. To re-appoint Elite Partners CPA Limited as the auditors 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, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and 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 (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 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 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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 buy-back 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 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.”



## NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon resolutions nos. 5 and 6 being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares and to make or grant offers, agreements and options which would or might require the exercise of such powers pursuant to resolution no. 5 be and is hereby extended by the aggregate number of issued Shares bought-back by the Company since the granting of a general mandate to the Directors to exercise the powers of the Company to buy-back such shares pursuant to resolution no. 6, provided that such number shall not exceed 10% of the aggregate number of the Shares in issue on the date of passing of this resolution and the said approval shall be limited accordingly.”

By Order of the Board  
**Ta Yang Group Holdings Limited**  
**Shi Qi**  
*Chairlady and Chief Executive Officer*

Hong Kong, 15 May 2020

*Registered Office:*

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

*Principal Place of Business  
in Hong Kong:*

Unit A01, 35th Floor  
United Centre  
95 Queensway Admiralty  
Hong Kong

*As at the date hereof, the Board of the Company has five executive Directors, namely Ms. Shi Qi, Mr. Yin Zhiqiang, Mr. Zhao Ang, Mr. Gao Feng and Mr. Cheng Hong, two non-executive Directors, namely Mr. Han Lei and Mr. Sze Wai Lun and five independent non-executive Directors, namely Ms. Zhang Lijuan, Mr. Lin Bing, Mr. Liu Gang, Mr. Hu Jiangbing and Ms. Wang Lina.*

## NOTICE OF ANNUAL GENERAL MEETING

*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 that the appointment shall specify the number of shares in respect of which 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 of 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 Saturday, 27 June 2020) 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 one of such joint holders are present at the meeting, 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 Monday, 29 June 2020, the register of members of the Company will be closed from Tuesday, 23 June 2020 to Monday, 29 June 2020, both days inclusive, during which period no transfer of shares can be registered. All transfers accompanied by the relevant share certificates 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, for registration not later than 4:00 p.m. on Monday, 22 June 2020.
6. Save for resolutions approving the procedural and administrative matters, any voting of the meeting should be taken by poll.
7. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force 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.tayang.com](http://www.tayang.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://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.
8. In light of epidemic situation of COVID-19, shareholders may consider appointing the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending AGM in person.