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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

**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**

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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 Monday, 18 November 2024 at 10:00 a.m. is set out on pages 17 to 21 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 Saturday, 16 November 2024) 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](http://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>.

25 October 2024

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## DEFINITIONS

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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 Monday, 18 November 2024 at 10:00 a.m.;
“AGM Notice”	the notice convening the AGM set out on pages 17–21 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;
“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;

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## DEFINITIONS

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“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 as at the date of passing the relevant resolution;
“Latest Practicable Date”	21 October 2024, 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”	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 Director 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 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);

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## DEFINITIONS

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“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;
“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.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Shi Qi (Chairlady)  
Li Jihua (Chief Executive Officer)  
Gao Feng

*Non-executive Directors:*

Chan Tsun Hong Philip  
Han Lei  
Gu Shixiang

*Independent Non-executive Directors:*

Chan Siu Tat  
Hu Jiangbing  
Wang Lina  
Zheng Changxing

*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

25 October 2024

*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) re-appointment of Auditor; and (iv) to give you the AGM Notice.

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## LETTER FROM THE BOARD

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

At the annual general meeting of the Company held on 29 June 2023, 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 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 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 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 Law 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 1,306,767,000 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 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 130,676,700 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 261,353,400 Shares, representing 20% of the issued share capital of the Company as at the date of passing the relevant resolution.

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## LETTER FROM THE BOARD

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### 3. RE-ELECTION OF DIRECTORS

The Board currently consists of three executive Directors, namely Ms. Shi Qi (Chairlady), Mr. Li Jiuhua (Chief Executive Officer) and Mr. Gao Feng; three non-executive Directors, namely, Mr. Chan Tsun Hong Philip, Mr. Gu Shixiang and Mr. Han Lei; and four independent non-executive Directors (“INEDs”), namely Mr. Chan Siu Tat, Mr. Hu Jiangbing, Ms. Wang Lina and Mr. Zheng Changxing.

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, Mr. Hu Jiangbing and Mr. Chan Siu Tat, 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 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

CL Partners 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 re-appoint CL Partners CPA Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### 5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 17 to 21 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) re-appointment of Auditor.



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## LETTER FROM THE BOARD

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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.tayanggroup.com](http://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 Saturday, 16 November 2024) 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.

### **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 Monday, 18 November 2024, the register of members of the Company will be closed from Wednesday, 13 November 2024 to Monday, 18 November 2024, both days inclusive during which no transfer of shares will be registered. 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 Tuesday, 12 November 2024.

### **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](http://www.hkex.com.hk) and the Company's website at [www.tayanggroup.com](http://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,

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## LETTER FROM THE BOARD

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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*

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## **APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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*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 1,306,767,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or bought-back before the AGM, the Company would be allowed to repurchase a maximum of 130,676,700 Shares during the Relevant Period.

### **(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 seek a general authority from the Shareholders to enable the Company to buy-back its Shares on the Stock Exchange. Such repurchase of shares 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 repurchase will benefit the Company and the Shareholders as a whole.

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.

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**APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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**(5) IMPACT ON WORKING CAPITAL OR GEARING POSITION**

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 2023, being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase 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.

**(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:

	<b>Shares prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
September	0.250	0.183
October	0.249	0.170
November	0.198	0.102
December	0.175	0.124
<b>2024</b>		
January	0.165	0.120
February	0.147	0.123
March	0.140	0.110
April	N/A	N/A
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August	N/A	N/A
September	0.135	0.120
October (up to and including the Latest Practicable Date)	0.130	0.079

*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 2 April 2024 and has been resumed with effect from 9:00 a.m. on 30 September 2024.

**(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 796,875,490 Shares, representing approximately 60.98% 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.

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**APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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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.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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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 45, 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 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 11 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 commencing from 1 January 2022. 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 796,875,490 Shares (representing approximately 60.98% 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.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. Han Lei** (韓磊先生) (“**Mr. Han**”), aged 54, was appointed as a non-executive Director on 6 April 2016. He has more than 22 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 for a term of three years. Mr. Han is not entitled to any director’s fee for his directorship.

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. Hu Jiangbing** (胡江兵先生) (“**Mr. Hu**”), aged 62, was appointed as an independent non-executive Director on 31 March 2020. Mr. Hu is the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee. He obtained a bachelor’s degree in computer software from University of Science and Technology of China (中國科技大學) in 1984 and a master’s degree in business administration from Peking University (北京大學) in 1997. From August 1984 to July 1989, he was the vice general manager of the Sitong Group\* (四通集團鷺島公司). From July 1989 to July 1994, he 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, he was the government relations director for Compaq Computer Limited (China) (美國康柏電腦公司). From 1997 to present, he has been a general manager of Beijing Shengjinnuo Management Consulting Co., Ltd (北京盛金諾管理諮詢有限公司).

Mr. Hu has entered into a letter of appointment with the Company with the Company for a term of three years. Mr. Hu is entitled to a director’s remuneration of HK\$10,000 per month, which was approved by the Board with reference to her duties and responsibilities with the Company and the prevailing market conditions.



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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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As at the Latest Practicable Date, save as disclosed above, Mr. Hu (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. Chan Siu Tat (陳少達先生) (“Mr. Chan”)**, aged 54, was appointed as an independent nonexecutive Director on 4 April 2022. Mr. Chan is the chairman of each of the audit committee of the Company (the “**Audit Committee**”) and the Nomination Committee, and a member of the Remuneration Committee. He graduated from The Hong Kong University of Science and Technology with a major in accounting. He is a certified public accountant (practising) of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. He was (i) an executive director of CIMC-TianDa Holdings Company Limited (a company previously listed on the Main Board of the Stock Exchange (stock code: 445)) from 2003 to 2006; (ii) an independent non-executive director and non-executive director of Tongguan Gold Group Limited (a company listed on the Main Board of the Stock Exchange (stock code: 340)) from November 2006 to December 2007 and from December 2007 to May 2008 respectively; and (iii) an independent non-executive director and executive director of International Business Settlement Holdings Limited (a company listed on the Main Board of the Stock Exchange (stock code: 147)) from September 2016 to September 2020 and from September 2020 respectively. He possesses over 22 years of experience in corporate restructuring, financial capital planning and corporate management.

Mr. Chan has entered into a letter of appointment with the Company for a term of three years commencing from 4 April 2022. Mr. Chan is entitled to a director’s remuneration of HK\$10,000 per month, which was approved by the Board with reference to her duties and responsibilities with the Company and the prevailing market conditions.

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

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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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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*

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### 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 Monday, 18 November 2024 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 2023;
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. Hu Jiangbing as an independent non-executive Director; and
  - (d) Mr. Chan Siu Tat 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 CL Partners CPA Limited as the auditor of the Company and authorize the Board to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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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;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 repurchase 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*

Hong Kong, 25 October 2024

*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 hereof, the Board comprises three executive Directors, namely Ms. Shi Qi, Mr. Li Jiuhua and Mr. Gao Feng; three non-executive Directors, namely, Mr. Chan Tsun Hong Philip, Mr. Gu Shixiang and Mr. Han Lei; and four independent non-executive Directors, namely Mr. Chan Siu Tat, Mr. Hu Jiangbing, Ms. Wang Lina and Mr. Zheng Changxing.*

*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 Saturday, 16 November 2024) 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Monday, 18 November 2024, the register of members of the Company will be closed from Wednesday, 13 November 2024 to Monday, 18 November 2024, both days inclusive during which no transfer of shares will be registered. 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 Tuesday, 12 November 2024.
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](http://www.tayanggroup.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.