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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 18 NOVEMBER 2024;  
RETIREMENT OF DIRECTOR AND CHANGE IN COMPOSITION  
OF BOARD COMMITTEES; AND  
NON-COMPLIANCE WITH THE LISTING RULES**

References are made to the circular (the “**Circular**”) of Ta Yang Group Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) both dated 25 October 2024. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE AGM**

The Board announces that, save and except for the resolution number 2(c) regarding the re-election of Mr. Hu Jiangbing (“**Mr. Hu**”) as an independent non-executive Director, all other resolutions set out in the Notice were duly passed by way of poll at the AGM.

The poll results in respect of all the resolutions proposed at the AGM were as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the “ <b>Group</b> ”) and the reports of the directors (the “ <b>Director(s)</b> ”) and auditors of the Company for the year ended 31 December 2023	805,490,719 (100.0000%)	0 (0.0000%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	(a) To re-elect Ms. Shi Qi as an executive Director	805,490,719 (100.0000%)	0 (0.0000%)
	(b) To re-elect Mr. Han Lei as a non-executive Director	805,490,719 (100.0000%)	0 (0.0000%)
	(c) To re-elect Mr. Hu Jiangbing as an independent non-executive Director	180 (0.0001%)	805,490,539 (99.9999%)
	(d) To re-elect Mr. Chan Siu Tat as an independent non-executive Director	805,490,719 (100.0000%)	0 (0.0000%)
3.	To authorize the board of directors of the Company to fix the remuneration of Directors	805,490,719 (100.0000%)	0 (0.0000%)
4.	To re-appoint CL Partners CPA Limited as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration	805,490,719 (100.0000%)	0 (0.0000%)
5.	To approve granting the general mandate to the Directors to allot, issue and deal with the Company's shares	805,490,719 (100.0000%)	0 (0.0000%)
6.	To approve granting the general mandate to the Directors to buy-back the Company's shares	805,490,719 (100.0000%)	0 (0.0000%)
7.	To authorize the Directors to extend the general mandate to issue new shares by adding the number of shares bought-back	805,490,719 (100.0000%)	0 (0.0000%)

*Note:* The full text of the above resolutions proposed at the AGM were set out in the Notice.

As more than 50% of the votes were cast in favour of each of the proposed resolutions number 1, 2(a), 2(b), 2(d), 3 to 7 of the AGM, such resolutions were duly passed as ordinary resolutions of the Company. However, as less than 50% of the votes were cast in favour of the resolution number 2(c), this resolution was not passed.

As at the date of the AGM, the total number of the Shares in issue was 1,306,767,000 Shares, which was the total number of Shares entitling the shareholders of the Company (“**Shareholders**”) to attend and vote for or against the resolutions proposed at the AGM. There were no restrictions on any Shareholders of the Company to cast votes on any of the resolutions at the AGM. There were no Shares entitling the Shareholders to attend the AGM and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong (the “**Stock Exchange**”). No Shareholders were required under the Listing Rules to abstain from voting. No Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's Directors, Mr. Li Jihua attended the AGM in person, and Ms. Shi Qi, Mr. Gu Shixiang, Mr. Chan Siu Tat and Mr. Zheng Changxing attended the AGM by electronic means.

The Company's branch share registrar in Hong Kong, Union Registrars Limited, acted as the scrutineer for the purpose of vote-taking at the AGM.

## **RETIREMENT OF DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

As indicated above, the proposed ordinary resolution number 2(c) for the re-election of Mr. Hu as an independent non-executive Director was not passed at the AGM since there was not a majority of votes casted in favor of such resolution. Accordingly, Mr. Hu retired as an independent non-executive Director with effect from the conclusion of the AGM on 18 November 2024. Following his retirement, Mr. Hu also ceased to act as the chairman of the remuneration committee (the "**Remuneration Committee**") of the Board and a member of each of the audit committee (the "**Audit Committee**") and the nomination committee (the "**Nomination Committee**") of the Board, all with effect from the conclusion of the AGM on 18 November 2024.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Directors are not aware of any disagreement between the Board and Mr. Hu or any matters relating to his retirement that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board expresses its sincere gratitude to Mr. Hu for his contribution to the Company during his tenure of office with the Company.

## **NON-COMPLIANCE WITH THE LISTING RULES**

Following the retirement of Mr. Hu as an independent non-executive Director, the Company fails to meet the following requirements of the Listing Rules:

- (i) the Audit Committee does not comprise of a minimum of three members as required under Rule 3.21 of the Listing Rules;
- (ii) the Remuneration Committee is not chaired by an independent non-executive Director and does not comprise of a majority of independent non-executive Directors as required under Rule 3.25 of the Listing Rules; and
- (iii) the Nomination Committee does not comprise of a majority of independent non-executive Directors as required under Rule 3.27A of the Listing Rules.

The above non-compliances arose only due to the retirement of Mr. Hu. The Company is in the process of identifying suitable candidate(s) to fill the vacancies of independent non-executive Director and the Board committees. The Company will use its best endeavours to ensure that suitable candidate(s) is appointed as soon as practicable and in any event, within three months from 18 November 2024 as required under Rule 3.11 of the Listing Rules. Further announcement(s) will be made by the Company in relation to such appointments as and when appropriate.

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

Hong Kong, 18 November 2024

*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 three independent non-executive Directors, namely Mr. Chan Siu Tat, Ms. Wang Lina and Mr. Zheng Changxing.*