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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)

INSIDE INFORMATION

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AND DELAY IN DESPATCH OF 2023 ANNUAL REPORT;
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This announcement is published by Ta Yang Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions (as defined in the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and Rule 13.09 of the Listing Rules.

References are made to the announcements of the Company (i) dated 2 April 2024, 30 April 2024, 31 May 2024, 13 June 2024, 18 June 2024 and 28 June 2024 in relation to, among others, the delay in publication of the 2023 Annual Results; (ii) dated 15 August 2024 in relation to a meeting of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the purposes of considering and approving the 2023 Annual Results and (iii) dated 19 August 2024 in relation to the date of Board meeting for the purposes of considering and approving the interim results of the Group for the six months ended 30 June 2024 (the “**2024 Interim Results**”) (collectively, the “**Announcements**”). Unless otherwise specified, capitalised terms in this announcement shall have the same meanings as those set out in the Announcements.

FURTHER DELAY IN PUBLICATION OF 2023 ANNUAL RESULTS AND DELAY IN DESPATCH OF 2023 ANNUAL REPORT

The Board wishes to inform the Shareholders that there will be a further delay in publication of the 2023 Annual Results as additional time is required for the Company to communicate with the regulatory parties to provide the required outstanding information for the fulfilment of the Resumption Guidance. As at date of the announcement, the auditor of the Company (the “**Auditor**”) has completed most of the audit work of the consolidated financial statements for the year ended 31 December 2023 and the expected date of the publication of the 2023 Annual Results shall be postponed from the end of August 2024 to a date falling on or before mid-September 2024.

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the 2023 Annual Results no later than three months after the end of the financial year (i.e. on or before 31 March 2024). Delay in publishing the 2023 Annual Results constitutes non-compliance with Rule 13.49(1) of the Listing Rules.

Pursuant to Rule 13.49(3) of the Listing Rules, if the Company is unable to publish the 2023 Annual Results within the prescribed timeframe, it must announce its results prepared based on the financial results which have yet been agreed upon with the auditors (so far as such information is available). The Board, after due and careful consideration, is of the view that it would not be appropriate for the Company to publish the 2023 Unaudited Management Accounts at this stage as it may not accurately reflect the financial performance and/or position of the Group and the publication of the 2023 Unaudited Management Accounts could cause confusion and may be misleading to the Shareholders and potential investors of the Company.

Pursuant to Rule 13.46(2) of the Listing Rules, the Company is required to despatch the annual report for the year ended 31 December 2023 (the “**2023 Annual Report**”) to the Shareholders no later than four months after the end of the financial year (i.e. on or before 30 April 2024). Due to the further delay in the publication of the 2023 Annual Results, it is expected that there will be a delay in the despatch of the 2023 Annual Report.

Save as disclosed above, as at the date of this announcement, the Company does not possess any other inside information which is required to be disclosed under the Listing Rules.

DELAY IN PUBLICATION OF 2024 INTERIM RESULTS

Pursuant to Rule 13.49(6) of the Listing Rules, the Company is required to publish its preliminary results for the 2024 Interim Results not later than two months after the end of such financial period, i.e. 31 August 2024.

As the publication of the 2023 Annual Results have been delayed, and the 2024 Interim Results will contain certain financial information from the 2023 Annual Results, the Company expects that it will be unable to publish the 2024 Interim Results within the timeframe required under the Listing Rules.

The Company will publish further announcement(s) in due course to inform the Shareholders of the expected date of publication of the 2024 Interim Results as and when appropriate.

POSTPONEMENT OF BOARD MEETING

In light of the further delay in the publication of the 2023 Annual Results and 2024 Interim Results, the meeting of the Board for considering and approving, among others, the 2023 Annual Results and 2024 Interim Results will be postponed. Further announcement(s) will be made by the Company in accordance with the Listing Rules and the requirement under the SFO as and when it is appropriate.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company (the “**Shares**”) on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 April 2024 and will continue to be suspended, pending the publication of the 2023 Annual Results, the fulfilment of the resumption guidance and the grant of approval of the Stock Exchange for the resumption of trading in the Shares, as detailed in the announcement of the Company dated 28 June 2024. The Company will keep Shareholders and potential investors informed of the latest progress as and when appropriate as well as announce quarterly updates on its development pursuant to Rule 13.24A of the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise due caution when dealing in the Shares and/or securities of the Company. When in doubt, Shareholders and potential investors of the Company are advised to seek advice from professional or financial advisers.

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

Hong Kong, 27 August 2024

As at the date of this announcement, 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.