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**CHANGE OF DIRECTORS;
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Ta Yang Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Chan Siu Tat (“**Mr. Chan**”) has resigned as an independent non-executive Director of the Company with effect from 16 January 2026 in order to devote more time to his personal affairs and other business commitments. Mr. Chan has also ceased to serve as the chairman of each of the audit committee of the Company (the “**Audit Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”), and a member of the remuneration committee of the Company (the “**Remuneration Committee**”).

Mr. Chan has confirmed to the Company that he has no disagreement with the Board and there is no matter regarding his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Chan for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that with effect from 16 January 2026, Mr. Wang Dongzhu (“**Mr. Wang**”) has been appointed as a non-executive Director and Ms. Zhang Li (“**Ms. Zhang**”) has been appointed as an independent non-executive Director. The biographical details of Mr. Wang and Ms. Zhang are set out below:

Mr. Wang Dongzhu

Mr. Wang, aged 62, possesses over twenty years of experience in the fields of e-commerce and corporate management, with expertise in industrial planning, technological innovation applications, and development strategies for small and medium-sized enterprises. He has served as the chairman of Fujian Xunwang Network Technology Co., Ltd.* (福建訊網網絡科技股份有限公司) since 2010. In 2022, Mr. Wang was appointed as vice president of China Association of Small and Medium Commercial Enterprises* (中國中小商業企業協會) and in 2024, he was appointed as vice president of China Electronic Commerce Association* (中國電子商會).

Mr. Wang has been recognized as a Senior Economist from the Fujian Provincial Department of Human Resources and Social Security* (福建省人力資源和社會保障廳) since 2015 and was honored with the title of National Outstanding Entrepreneur* (全國優秀企業家) for the 2021–2022 period by the China Enterprise Confederation* (中國企業聯合會) and the China Enterprise Directors Association* (中國企業家協會). Mr. Wang completed the Executive Master of Business Administration (EMBA) program at Xiamen University in 2022.

Mr. Wang has entered into a letter of appointment with the Company for an initial term of three years commencing on 16 January 2026, which may be terminated by either party by written notice of not less than three months. Mr. Wang is subject to retirement and re-election at the next annual general meeting of the Company after his appointment, and thereafter shall be subject to retirement by rotation and re-election at least once every three years pursuant to the articles of association of the Company. He is not entitled to any director’s fee under the letter of appointment.

Ms. Zhang Li

Ms. Zhang, aged 48, has over twenty years of experience in the fields of financial management and financial services, specializing in wealth management, corporate training, and cross-border investment businesses. She also possesses comprehensive professional accounting capabilities.

From January 2006 to January 2009, Ms. Zhang served as an accounting manager at Capital Industry Holdings Limited. From February 2009 to February 2016, she worked as a senior lecturer at Beijing Zhongbo Chengtong International Technology Training Co., Ltd. Ms. Zhang subsequently joined AIA International Limited in July 2016, where she held the position of deputy head of wealth management until September 2025. She has been serving as a director at Direct Power International Limited since March 2006 and a managing director at Best Success Capital Investment Limited since March 2020. Since December 2025, Ms. Zhang joined Chow Tai Fook Life Insurance Limited as a regional director and is responsible for regional business development and management.

Ms. Zhang holds a bachelor of technology degree in cost and management accounting from Tshwane University of Technology. She has also been a fellow member of the Association of Chartered Certified Accountants since 2010.

Ms. Zhang has entered into a letter of appointment with the Company for an initial term of three years commencing on 16 January 2026, which may be terminated by either party by written notice of not less than three months. Ms. Zhang is subject to retirement and re-election at the next annual general meeting of the Company after her appointment, and thereafter shall be subject to retirement by rotation and re-election at least once every three years pursuant to the articles of association of the Company. Ms. Zhang is entitled to a director's fee of HKD120,000 per annum, which was determined by the Board with reference to the recommendations of the Remuneration Committee and based on her qualifications, experience and current market conditions.

Ms. Zhang has confirmed (i) her independence as regards to each of the factors referred to in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"); (ii) she had no past or present or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, as at the date of this announcement, each of Mr. Wang and Ms. Zhang has confirmed that he/she (i) does not have, and is not deemed to have, any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (ii) does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (as described in the Listing Rules) of the Company; (iii) has not held any position with the Company or any members of the Group; and (iv) has not held any other directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, the Board is not aware of other matter relating to the appointment of each of Mr. Wang and Ms. Zhang that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange, nor is there any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Wang and Ms. Zhang to the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Upon resignation of Mr. Chan, the Board also announces that, with effect from 16 January 2026:

1. Mr. Chan has ceased to serve as the chairman of each of the Audit Committee and Nomination Committee, and a member of the Remuneration Committee; and
2. Ms. Zhang has been appointed as the chairman of each of the Audit Committee and Nomination Committee, and a member of the Remuneration Committee.

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

Hong Kong, 16 January 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Shi Qi and Mr. Li Jiuhua; four non-executive Directors, namely, Mr. Chan Tsun Hong Philip, Mr. Gu Shixiang, Mr. Han Lei and Mr. Wang Dongzhu; and three independent non-executive Directors, namely Ms. Zhang Li, Mr. Zhang Li and Dr. Xie Jun.

* *for identification purposes only*