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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)**

**VOLUNTARY ANNOUNCEMENT**  
**STRATEGIC COOPERATION AGREEMENT IN RELATION TO**  
**AI-DRIVEN ROBOTICS PROJECT**

This announcement is made on a voluntary basis by Ta Yang Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to provide the shareholders of the Group (the “**Shareholders**”) and potential investors with updates on the Group’s latest core developments in AI strategy implementation and robotics business deployment, facilitating a clear understanding of the substantive progress in the Group’s digital transformation and industrial upgrading.

**STRATEGIC COOPERATION AGREEMENT IN RELATION TO AI-DRIVEN**  
**ROBOTICS PROJECT**

The board (the “**Board**”) of directors (the “**Directors**”) of the Group is pleased to announce that on 3 February 2026, the Company entered into an irrevocable strategic cooperation agreement (the “**Strategic Cooperation Agreement**”) with CONSCIOUSNESS FOUNDATION LTD. (the “**Cooperation Partner**”). The core content includes the proposed joint establishment of a joint venture (the “**Joint Venture**”) and an in-depth cooperation on the “Silicon Buddy” AI intelligent hardware project, focusing on the research and development, production, global sales and continuous iterative upgrading of AI trendy companion robots of X-Mart brand. This marks the official entry of the Group’s AI strategy into the stage of physical product implementation.



## **BACKGROUND AND CORE CONTENT OF THE COOPERATION**

This cooperation represents a key strategic deployment in the Group's transformation "from traditional manufacturing to a Web 4.0 digital ecosystem builder", and constitutes a substantive release of the Group's AI software and hardware technology accumulation and industrial chain advantages with clear and highly complementary division of responsibilities:

1. Core contributions from the Group: provision of full-stack AI technical support (including AI interaction algorithms, intelligent scenario adaptation systems, and building of a back-end data middle platform), together with mature intelligent hardware full supply chain integration capabilities (leveraging the Group's thirty years of accumulated experience in the silicone manufacturing industry, covering core component production, quality control and mass production delivery);
2. Core responsibilities of CONSCIOUSNESS FOUNDATION LTD.: creative appearance design of the AI robots (aligned with the consumer preferences of the trendy toy market), the establishment of global sales channels and end-user operations, and cooperation has begun with a certain scale of order resources; and
3. The parties will jointly establish the Joint Venture, which will be exclusively responsible for the full lifecycle management of the AI trendy companion robots of X-Mart brand. This includes mass production, global marketing, collection of user feedback, and product iterative upgrades, ensuring the AI robotics products continually meet market demands.

## **REASONS FOR AND BENEFITS OF THE STRATEGIC COOPERATION AGREEMENT**

As the global digital economy enters an AI-driven industrial upgrading cycle, based on its established strategy, the Group has completed the preliminary accumulation in AI software and hardware research and development and the building of a digital ecosystem. This foray into the AI robotics sector represents a core initiative by the Group to break through the boundaries of its traditional businesses and realise its dual-engine growth strategy driven by "AI Technology + Hardware Manufacturing".

The Cooperation Partner, CONSCIOUSNESS FOUNDATION LTD., possesses a well-established team and resources in consumer product design and global sales operations and has secured confirmed order agreements, enabling the rapid market deployment of AI robotics products. The Group not only has a solid industrial foundation in silicone manufacturing but has also established a professional AI research and development team with core capabilities in AI interaction algorithms and intelligent hardware system development, providing foundational technical support for the robotics products.



The Board is of the view that this cooperation and the establishment of the Joint Venture will enable the Group to achieve a breakthrough strategic presence in the AI-driven robotics sector, complete the Group's closed-loop industry chain from AI technology research and development to the implementation of physical products, facilitate the further implementation of the Group's Web 4.0 strategy, and accelerate its strategic transformation from a traditional manufacturing enterprise into an AI intelligent hardware and digital ecosystem enterprise, thereby ultimately enhancing the Group's core competitiveness and long-term profitability so as to create sustainable and substantial returns for Shareholders.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the primary purpose of entering into this Strategic Cooperation Agreement is to implement the Group's AI strategy and digital transformation objectives and, through the expansion of the AI robotics business, strengthen the foundation for the Group's long-term development and enhance its overall capability.

## **INFORMATION OF THE COOPERATION PARTNER**

CONSCIOUSNESS FOUNDATION LTD. is a Singaporean enterprise with extensive experience and well-established resources in consumer product design, market operations and global channel sales. Its core team has a proven track record in the fields of designer toys and intelligent consumer goods.

The Board has conducted stringent due diligence on the Cooperation Partner and has fully recognised its business capabilities and industry resources. Based on a shared consensus for long-term cooperation, the parties have entered into this strategic cooperation framework in respect of the AI robotics project, to ensure the efficient implementation of the Group's AI robotics business and to support its long-term development in future.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, CONSCIOUSNESS FOUNDATION LTD. and its ultimate beneficial owner(s) are third parties independent of the Group and the connected persons of the Group (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")). This cooperation does not constitute a connected transaction under the Listing Rules.

## **GENERAL**

1. This Strategic Cooperation Agreement is a framework arrangement for the cooperation between the parties. The relevant cooperation matters (including the equity ratio of the Joint Venture, capital contribution methods, governance structure and specific rights and obligations) are subject to further execution of agreement between the parties. This cooperation may not necessarily proceed in accordance with the terms set out in this announcement;



2. Shareholders and potential investors of the Group should note that the AI robotics industry is subject to risks including rapid technological iteration, intense market competition and product implementations may fall short of expectations, and are therefore advised to exercise caution when dealing in the shares of the Group;
3. The Group shall strictly comply with the Listing Rules and relevant regulatory requirements and shall timely fulfil its information disclosure obligations in respect of the subsequent progress of this cooperation (including the execution of the formal agreement, the establishment of the Joint Venture, mass production and sale of products), and shall publish further announcement(s) to inform the Shareholders and potential investors.

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

Hong Kong, 3 February 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.*