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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that the unaudited management accounts of the Group for the year ended 31st July, 2009 are likely to record a net profit considerably lower than that as compared to the for the year ended 31st July, 2008.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the securities of the Company.

This announcement is made by Ta Yang Group Holdings Limited (the “Company” and together with its subsidiaries, the “Group”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The board of directors of the Company (the “Board”) wishes to inform the shareholders of the Company and potential investors that the unaudited consolidated results of the Group for the year ended 31st July, 2009 is expected to record a net profit considerably lower than that as compared to the year ended 31st July, 2008.

The Board considers that the decrease in net profit for year ended 31st July, 2009 is primarily attributable to:

- (i) decrease in gross profit margin is resulted from surging raw material costs and the rising labour costs in Mainland China;
- (ii) lower revenue records than anticipated due to the global economic recession; and
- (iii) increase in depreciation due to the significant additions of plant and machinery catering for business expansion.

The Company is still in the progress of finalizing the audited consolidated results of the Group for the year ended 31st July, 2009. This announcement is only based on the preliminary assessment by the management of the Company on the unaudited management accounts for the year ended 31st July, 2009 and the current information available, which have not been reviewed or audited by the Company's auditor. Therefore the actual results to be reported in the Group's annual results announcement and annual report may be different from what is disclosed in this announcement. The Group's finalized results and other details will be disclosed in the 2009 annual report to be published by the Company.

The Board considers that the overall operation of the Group as a whole remains sound and intact, and the financial position of the Group remains solid.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in securities of the Company.

By Order of the Board
Huang Sheng-Shun
Chairman

Hong Kong, 28th August, 2009

As at the date hereof, the Board of the Company has five executive directors namely Mr. Huang Sheng-Shun, Mr. Wu Ih Chen, Mr. Lin Hung-Ming, Mr. Wong Tak Leung, Mr. Huang Te-Wei, one non-executive director namely Mr. Kirk Yang and three independent non-executive directors, namely, Mr. Chuang Hong-Jen, Mr. Yeung Chi Tat and Mr. Hsieh Yu.