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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Sole Placing Agent



Zhongtai International Securities Limited

This announcement is made by Ta Yang Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement (the “**Announcement**”) of the Company dated 16 August 2016 in relation to the Placing. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF SHARES

The Board is pleased to announce that the conditions precedent set out in the Placing Agreement has been fulfilled and completion of the Placing took place on 25 August 2016.

The 86,450,000 Placing Shares under the Placing have been successfully placed by the Placing Agent at the placing price of HK\$1.31 per Placing Share to not less than six Placees pursuant to the Placing Agreement.

THE PLACEES

The Company is pleased to announce that the Placees include CM Securities Investment Limited and MOU En-Kuang (牟恩廣).

CM Securities Investment Limited

CM Securities Investment Limited (“**CMSI**”) is a wholly-owned subsidiary of China Minsheng Financial Holding Corporation Limited (“**CMF**”). The Company intends to appoint a nominee of CMSI to be a Director. The Company will publish an announcement in accordance with Rule 13.51(2) of the Listing Rules as and when appropriate. CMF is an investment holding company focusing on proprietary investment and financial services whose shares are listed on the Main Board of the Stock Exchange (stock code: 245). CMF is an important strategic component of China Minsheng Investment Corporation, a large private investment group in the PRC. Through the business model of “Double Drives”, namely investment and investment banking, CMF is committed to build a strong capital operation platform, aiming to promote the combination of products and finance to provide comprehensive financial services for domestic and overseas enterprises. CMF has complete business channels and full range of financial services licenses in Hong Kong to carry out the business including asset management, securities and money lending etc.. The Directors are of the view that the participation of CMSI in the Placing shows the confidence of CMF’s group on the Company’s development and its management.

MOU En-Kuang (牟恩廣)

MOU En-Kuang (牟恩廣) (“**Mr. Mou**”), a Taiwanese resident, is a famous Chinese film and television producer, distributor and agent. Mr. Mou is long engaged in film and television drama production, distribution and artist management. He has participated in dozens of television production and has founded the famous Fan Bingbing Studio (范冰冰工作室) with Miss Fan Bingbing (范冰冰). Mr. Mou is now working as a director and general manager for Wuxi Aimeishen Movie & Culture Co Ltd. (無錫愛美神影視文化有限公司) (“**Wuxi Aimeishen**”) and will work as a director for the new joint venture company of Wuxi Aimeishen and Zhejiang Talent Television Film Co Ltd. (浙江唐德影視股份有限公司) (“**Zhejiang Talent**”), a famous film and television company which is listed in the stock exchange in the PRC. Zhejiang Talent is a leading film and television production company and is mainly engaged in film and television investment, production, distribution and related businesses. The Directors are of the view that the participation of the celebrity, Mr. Mou in the Placing is good publicity for the Group.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners (where applicable) are (i) third parties independent of, and not acting in concert (as defined in the Takeovers Code) with the Company or directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates and (ii) not connected persons of the Company; and none of the Placees and their respective associates has become a substantial shareholder of the Company upon completion of the Placing.

The net proceeds of the Placing amount to approximately HK\$111.9 million. The net proceeds will be used for part funding of the Acquisition.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has an authorised share capital of HK\$2,000,000,000 divided into 20,000,000,000 Shares of HK\$0.10 each, of which 871,178,000 Shares have been issued and are fully-paid or credited as fully-paid. Set out below is the shareholding structure of the Company (i) immediately before completion; and (ii) immediately after completion of the Share Placing:

	Immediately before completion		Immediately after the issue of Placing Shares upon completion at the Placing Price of HK\$1.31 per Share	
	<i>No. of shares</i>	<i>Approx. %</i>	<i>No. of shares</i>	<i>Approx. %</i>
Directors				
Shi Qi	436,540,400	55.63	436,540,400	50.11
Huang Te-Wei	1,330,000	0.17	1,330,000	0.15
Yeung Chi Tat	146,000	0.02	146,000	0.02
Substantial Shareholders				
Lytton Maison Limited (<i>Note 1</i>)	436,540,400	55.63	436,540,400	50.11
Public Shareholders				
Independent Places	—	—	86,450,000	9.92
Other public Shareholders	<u>346,711,600</u>	<u>44.18</u>	<u>346,711,600</u>	<u>39.80</u>
Total	<u>784,728,000</u>	<u>100</u>	<u>871,178,000</u>	<u>100</u>

Notes

1. Lytton Maison Limited is wholly-owned by Ms. Shi Qi, the chairman, the chief executive officer and an executive Director of the Company.

By Order of the Board
TA YANG GROUP HOLDINGS LIMITED
Shi Qi
Chairman and Chief Executive Officer

Hong Kong, 25 August 2016

As at the time of issue of this announcement, the Board comprises Ms. Shi Qi, Ms. Xu Chendi, Mr. Qiu Yonghao and Mr. Huang Te-Wei as executive Directors, Mr. Gao Feng and Mr. Han Lei as non-executive Directors and Ms. Zhang Lijuan, Mr. Yeung Chi Tat and Mr. Pak Wai Keung, Martin as independent non-executive Directors.