

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULE 14.41(a) OF THE LISTING RULES

Reference is made to the announcement of the Company dated 27 March 2018 (the “**Announcement**”) in relation to the Disposal which constitutes a major transaction of the Company under the Listing Rules. Terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

As stated in the Announcement, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Disposal. The Company intends to obtain a written approval from Lyton Maison Limited, the controlling Shareholder holding 436,540,400 Shares, representing approximately 50.11% of the entire issued capital of the Company as at the date of this announcement, in respect of the Disposal. Accordingly, no general meeting will be convened for the purpose of approving the Disposal as permitted under Rule 14.44 of the Listing Rules. Pursuant to Rule 14.41(a) of the Listing Rules, as the Disposal will be approved by way of written shareholders’ approval under Rule 14.44 of the Listing Rules, the Company is required to despatch a circular to the Shareholders (the “**Circular**”) within 15 business days after publication of the Announcement, which is on or before 20 April 2018.

As additional time is required for finalising the content of the Circular, the Company has applied to the Stock Exchange for a waiver (the “**Waiver**”) from strict compliance with Rule 14.41(a) of the Listing Rules, and the Stock Exchange granted such waiver to the Company on the basis that the Company will despatch the Circular on or before 4 May 2018. The Stock Exchange may change the Waiver if the Company’s situation changes.

By order of the Board
Ta Yang Group Holdings Limited
Shi Qi
Chairlady and Chief Executive Officer

Hong Kong, 20 April 2018

As at the date this announcement, the Board comprises two executive Directors, namely Ms. Shi Qi and Mr. Qiu Yonghao; three non-executive Directors, namely Mr. Gao Feng, Mr. Han Lei and Mr. Sze Wai Lun; and three independent non-executive Directors, namely Ms. Zhang Lijuan, Mr. Pak Wai Keung, Martin and Mr. Wu Tak Kong.