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Tianyun International Holdings Limited

天韻國際控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 6836)

QUARTERLY UPDATE ON RESUMPTION PROGRESS

This announcement is made by Tianyun International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference are made to the announcements of the Company dated 31 March 2022, 8 April 2022 and 29 April 2022 in relation to, among other things, the delay in publication of the unaudited and audited annual results of the Group for the year ended 31 December 2021 and the announcement of the Company dated 12 May 2022 in relation to, among other things, the resumption guidance (the “**Resumption Guidance**”) for the resumption of trading in the shares in the Company (collectively, the “**Announcements**”). Unless otherwise defined, capitalized terms in this announcement shall have the same meanings as those defined in the Announcements.

UPDATE ON BUSINESS OPERATIONS OF THE GROUP

The Group is principally engaged in the manufacturing and sales of processed fruit and beverage products and trading of fresh fruits.

Since the suspension of trading in the shares in the Company (the “**Shares**”) on 1 April 2022 and up to the date of this announcement, the business operations of the Group as a whole have operated as usual in all material respects. The financial impacts of the unauthorized transaction(s) on the Group, if any, are to be ascertained pending the completion of the investigation of the unauthorized transaction(s) and evaluation thereof.

THE RESUMPTION GUIDANCE, THE COMPANY’S RESUMPTION PLAN AND THE EXPECTED TIMELINE IN FULFILLING RESUMPTION GUIDANCE

Below is the Resumption Guidance of the Stock Exchange and the Company’s resumption plan with details of actions that the Company has taken or intends to take as well as the expected timeframe in fulfilling the Resumption Guidance to resume trading in the Shares:

Resumption Guidance

Update on resumption progress and the expected timeline

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| <p>(i) Conduct an appropriate independent forensic investigation (the “Investigation”) into the unauthorised transaction(s) carried out by subsidiary(ies) of the Group, announce the findings and take appropriate remedial actions</p> | <p>The Investigation Committee has engaged Mazars Certified Public Accountants LLP (“Independent Consultant”) to conduct the Investigation. As at the date of this announcement, the Investigation is still ongoing.</p> <p>The Company will continue to provide all necessary information and assistance to the Independent Consultant to expedite the Investigation and is expected to complete the Investigation on or before 29 July 2022.</p> <p>The Company will announce the relevant findings (if any) as and when appropriate in accordance with the requirements under the Listing Rules upon completion of the Investigation or any major stage(s) thereof, and will, if necessary, take appropriate remedial actions.</p> |
| <p>(ii) Demonstrate that there is no reasonable regulatory concern about the management integrity and/or the integrity of any persons with substantial influence over the Company’s management and operations, which may pose a risk to investors and damage market confidence</p> | <p>The Company will take appropriate actions and measures as soon as practicable upon completion of the Investigation and the independent internal control review (the “IC Review”) to ensure that there is no reasonable regulatory concern about the management integrity, and/or the integrity of any persons with substantial influence over the Company’s management and operations.</p> |
| <p>(iii) Publish all outstanding financial results required under the Listing Rules and address any audit modifications</p> | <p>The 2021 Audited Annual Results will be finalized and published subject to the completion and findings of the Investigation. Assuming that (a) the Investigation will be completed by 29 July 2022 and (b) no restatement of the financial statements of the Company for the previous financial years will be necessary pursuant to the applicable accounting standards, it is currently expected that the 2021 Audited Annual Results will be published on or before 31 August 2022.</p> |
| <p>(iv) Demonstrate the Company’s compliance with Rule 13.24 of the Listing Rules</p> | <p>Since the suspension of trading in the Shares on 1 April 2022 and up to the date of this announcement, the business operations of the Group have operated as usual in all material respects. The Company’s compliance with Rule 13.24 of the Listing Rules can be assessed with the publication of the 2021 Audited Annual Results.</p> |
| <p>(v) Conduct the IC Review and demonstrate that the</p> | <p>The Company has engaged Elite Partners Risk Advisory Services Limited to perform the IC Review.</p> |

Company has in place adequate internal controls and procedures to meet its obligations under the Listing Rules

As at the date of this announcement, the IC Review is still ongoing and is expected to be completed on or before 15 August 2022.

The Company will take appropriate measures as soon as practicable thereafter to address the deficiencies identified (if any) and implement enhanced internal control procedures to address the deficiencies.

- (vi) Announce all material information for the Company's shareholders and investors to appraise its position

Since the suspension of trading in the Shares on 1 April 2022, the Company has kept its shareholders and potential investors informed of all material information in relation to the unauthorised transaction(s) carried out by subsidiary(ies) of the Group, the Resumption Guidance and any relevant updates and progress by way of announcements.

The Company will continue to keep its shareholders and potential investors abreast of any relevant material development by making further announcement(s) as and when appropriate in accordance with the requirements under the Listing Rules.

CONTINUED TRADING SUSPENSION OF THE SHARES IN THE COMPANY

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 am on 1 April 2022 as required under Rule 13.50 of the Listing Rules and will remain suspended until further notice.

The Company will make further announcement(s) to keep its shareholders and potential investors informed of any progress on the fulfilment of the Resumption Guidance as and when appropriate.

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

By Order of the Board
Tianyun International Holdings Limited
Yang Ziyuan
Chairman and Executive Director

Hong Kong, 30 June 2022

As at the date of this announcement, the Board comprises (i) Mr. Yang Ziyuan, Mr. Sun Xingyu and Mr. Yeung Wan Yiu as the executive Directors; (ii) Ms. Chu Yinghong and Mr. Wong Yim Pan as the nonexecutive Directors; and (iii) Mr. Liang Zhongkang, Mr. Shiu Shu Ming and Prof. Ye Xingqian as the independent non-executive Directors.