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## **TIANYUN INTERNATIONAL HOLDINGS LIMITED**

### **天韵國際控股有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock Code: 6836)**

#### **SUPPLEMENTAL ANNOUNCEMENT ON**

#### **(1) DECONSOLIDATION OF SUBSIDIARIES OF THE GROUP; AND (2) PROFIT WARNING FOR THE GROUP'S 2021 ANNUAL RESULTS**

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

Reference is made to (i) the Company's announcement in relation to, amongst other things, the deconsolidation of the Subsidiaries (“**Deconsolidation Announcement**”); and (ii) the Company's profit warning announcement (“**Profit Warning Announcement**”), both dated 10 August 2022 (collectively, the “**Announcements**”). Capitalized terms used herein shall have the same meanings as those defined in the Announcements unless otherwise specified.

#### **DECONSOLIDATION OF SUBSIDIARIES OF THE GROUP**

Subsequent to the publication of the Announcements, the Company had further discussions with its auditor (“**Auditor**”), Elite Partners CPA Limited. The Auditor has been unable to carry out all necessary procedures for the audit of the accounts of the Subsidiaries for the Reporting Period (namely, the financial year ended 31 December 2021) due to the loss of control of the Subsidiaries by the Company and the lack of collaboration with the Auditor by the staff of the Subsidiaries. In view of the situation, the Company considers, and the Auditor concurs, the exclusion of the unaudited management accounts of the Subsidiaries from the Group's account for the Reporting Period will more fairly present the performance and financial position of the Company and its subsidiaries excluding the Subsidiaries (the “**Remaining Group**”). The Deconsolidation would take effect from 1 January 2021 rather than from 31 December 2021 as previously stated in the Deconsolidation Announcement. The Auditor is finalizing the audit of the financial statements of the Remaining Group for the Reporting Period (“**2021 AFS**”). As announced on 15 August 2022, the Board will hold a meeting on 30 August 2022 to consider and approve, amongst other things the 2021 AFS.

#### **PROFIT WARNING FOR THE REPORTING PERIOD**

As a result of the change in the effective date of Deconsolidation, the estimated loss of the Group for the Reporting Period as previously stated in the Profit Warning Announcement will be revised. Based on the preliminary review of the unaudited management accounts of the Remaining Group for the Reporting Period and other information available to the Board, it is expected that the revenue and gross profit for the Reporting Period would remain at similar levels as compared with that of the corresponding period in 2020 (2020: revenue of approximately RMB850.3 million and gross profit of approximately RMB234.6 million). The net loss incurred by the Group will remain at not more than RMB5 million for the Reporting Period (2020: net profit of approximately RMB149.1 million) and the substantial decrease was primarily due to the one-time losses of approximately RMB149 million in connection with the Deconsolidation.

The Board maintains the view that the Group has solid fundamentals, with a healthy balance sheet and stable cash flows. The overall sales of the Group has been continuously improving. The Company is committed to create values for shareholders in a long-term and sustainable manner.

The information contained in this announcement is only based on the preliminary assessment by the Board of the unaudited management accounts of the Remaining Group for the Reporting Period. The Company is in the process of finalizing the aforementioned results of the Group. Actual financial results of the Group may be different from what is disclosed in this announcement. Shareholders and potential investors of the Company are advised to read carefully the announcement of the Company in relation to the financial results of the Group.

## **CONTINUED TRADING SUSPENSION OF THE SHARES OF THE COMPANY**

Trading in the shares in the Company 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.

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

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

Hong Kong, 19 August 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 non-executive Directors; and (iii) Mr. Liang Zhongkang, Mr. Shiu Shu Ming and Prof. Ye Xingqian as the independent non-executive Directors.*