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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)**

### **INSIDE INFORMATION**

#### **UPDATE ON VOLUNTARY WINDING-UP OF A SUBSIDIARY**

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

Reference is made to the Company’s announcements dated 10 August 2022 and 22 November 2022 in relation to the member’s voluntary winding up of the Company’s subsidiary, Strong Won Investment Hong Kong Limited (“**Strong Won HK**”), under the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to update its shareholders and potential investors on the winding up of Strong Won HK.

The joint voluntary liquidators of Strong Won HK, Dr. Wan Ho Yuen Terence and Mr. Yeung Chun Wa (the “**Liquidators**”) of Zhonghui Anda CPA Limited floated a tender on 30 December 2022 for the disposal of Strong Won HK’s subsidiary, Tiantong Food (Yichang) Limited\* (天同食品(宜昌)有限公司) (“**Tiantong Yichang**”), which holds Tiantong Food and Beverages (Yuanan) Limited\* (天同食品飲料(遠安)有限公司) (collectively referred as the “**Tiantong Subsidiaries**”). The Liquidators did not receive any offer during the tender period which expired on 31 January 2023. Subsequently, Shandong Jinshuntai Agricultural Technology Company Limited\* (山東金順泰農業科技有限公司) (“**Shandong Jinshuntai**”) was introduced to the Liquidators to acquire the Tiantong Subsidiaries.

Upon arm's length negotiations between the Liquidators (as agent of Strong Won HK which is in member's voluntary winding up) and Shandong Jinshuntai, Strong Won HK and Shandong Jinshuntai entered into a sale and purchase agreement on 20 February 2023 in relation to the entire issued share capital in Tiantong Yichang for a cash consideration of RMB90 million. Completion took place on the same day upon signing of the sale and purchase agreement. Upon completion, Strong Won HK ceases to have any interest in Tiantong Yichang.

The consideration was arrived at after arm's length negotiations between the Liquidators and Shandong Jinshuntai on normal commercial terms having taken into account of the valuation of Tiantong Yichang conducted by an independent valuer and discount on such valuation in light of the disposal being part of the winding up process of Strong Won HK.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

As part of the winding up of Strong Won HK, the Liquidators are required to liquidate and settle its assets and liabilities and the disposal of Tiantong Yichang is part of such process. The disposal was on normal commercial terms which are in the interests of the shareholder and creditors of Strong Won HK as a whole.

## **INFORMATION ON Tiantong Yichang AND SHANDONG JINSHUNTAI**

Tiantong Yichang and Shandong Jinshuntai are companies incorporated in the PRC with limited liability. Tiantong Yichang is principally engaged in the manufacturing and sales of processed fruit products and trading of fresh fruits.

Shandong Jinshuntai is principally engaged in trading of fresh fruits and vegetables, the wholesale of agricultural machinery and development of agricultural technologies.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Shandong Jinshuntai and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons under the Listing Rules.

The Company will make further announcement(s) to keep its shareholders and potential investors informed of any progress on the winding up of Strong Won HK as and when appropriate.

*\*The English translation of the Chinese name of the relevant company included in this announcement is for identification purposes only. In the event of any inconsistency, the Chinese name shall prevail.*

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

Hong Kong, 21 February 2023

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