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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

(1) SUSPENSION OF DUTIES OF DIRECTORS AND SENIOR MANAGEMENT

(2) ESTABLISHMENT OF INVESTIGATION COMMITTEE

(3) SUSPENSION OF TRADING

This announcement is made by the Company pursuant to the inside information provision in Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Listing Rules. Reference is made to the Company's announcement dated 14 March 2024 and 22 November 2022.

On 25 March 2023, the Company received a letter (the “**SFC Letter**”) from the Securities and Futures Commission (the “**SFC**”) indicating that they have been investigating the Matters (as defined below) and raising concerns in relation to circumstances suggesting alleged non-existence of the unauthorized transfer (the “**Unauthorized Transfer**”) in the amount of approximately RMB34.40 million conducted by a former subsidiary of the Company, Tiantong Food (Yichang) Limited* (天同食品(宜昌)有限公司); and (ii) overstatement of bank balances of the Group in the Group's audited financial statements for the three financial years ended 31 December 2021 and in the Group's unaudited financial statements for the six months ended 30 June 2022 (collectively referred as the “**Matters**”).

SUSPENSION OF DUTIES OF DIRECTORS AND SENIOR MANAGEMENT

The SFC Letter requested the Company to suspend Mr. Yang Ziyuan (the Company's Chairman and an executive Director) and Mr. Sun Xingyu (an executive Director) and Mr. Sun Lei (the financial controller of the Group) who are implicated in the Matters from their duties in the Group.

In response, the Board has resolved to suspend all duties and powers of Mr. Yang Ziyuan as the Chairman and an executive Director, Mr. Sun Xingyu as an executive Director and Mr. Sun Lei as the senior management of the Group with effect from 26 March 2024 until further notice. The Board takes the Matters and the concerns raised by the SFC seriously and will cooperate with the regulatory authorities. As at the date of this announcement, the Company is unaware of other directors or senior management of the Company being implicated in the Matters and considers that their suspensions would not affect the daily operation of the Group in material respects.

ESTABLISHMENT OF INVESTIGATION COMMITTEE

On 26 March 2023, the Board has also resolved to establish an investigation committee (the “**Investigation Committee**”), initially comprising the independent non-executive Directors, namely Mr. Liang Zhongkang, Mr. Shiu Shu Ming and Prof. Ye Xingqian, for the purpose of, among other things, investigating into the Matters and reporting and making recommendations to the Board on appropriate actions to be taken. The Investigation Committee may also appoint other professional advisers to assist in its investigation.

Further announcement(s) in relation to the foregoing will be made by the Company as and when appropriate.

SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9am on 26 March 2024 until further notice.

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
Yeung Wan Yiu
Vice Chairman and Executive Director

Hong Kong, 27 March 2024

As at the date of this announcement, the Board comprises (i) Mr. Yang Ziyuan (Chairman) (duties suspended), Mr. Yeung Wan Yiu (Vice Chairman), Mr. Sun Xingyu (duties suspended) 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.

**For identification purposes only*