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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)**

### **RESUMPTION GUIDANCE AND CONTINUED SUSPENSION OF TRADING**

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

Reference are made to the announcements of the Company dated 26 March 2024, 27 March 2024, 15 April 2024 and 21 April 2024 in relation to, among other things, the delay in publication of the audited annual results of the Group for the year ended 31 December 2023 and the investigation conducted by the Securities and Futures Commission.

#### **RESUMPTION GUIDANCE**

On 26 April 2024, the Company received a letter from the Stock Exchange setting out the following resumption guidance for the resumption of trading in the shares of the Company (the “**Resumption Guidance**”):

- (i) demonstrate that there is no reasonable regulatory concern about the integrity or character of the Group’s management and/or that of any persons with substantial influence over the Group’s management and operations, which may pose a risk to investors and damage market confidence;
- (ii) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet its obligations under the Listing Rules;
- (iii) publish all outstanding financial results and address any audit modifications;
- (iv) re-comply with Rule 3.10A;
- (v) demonstrate compliance with Rule 13.24; and
- (vi) inform the market of all material information for the Company’s shareholders and other investors to appraise the Company’s position,

The Stock Exchange may modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 25 September 2025. If the Company fails to remedy the issue(s) causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 25 September 2025, the Listing Division of the Stock Exchange will recommend the Listing Committee of the Stock Exchange to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period or cancel the listing of the Company immediately, when appropriate.

The Company will make further announcement(s) in relation to the above matters as and when appropriate.

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

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 26 March 2024. On 12 April 2024, the Securities and Futures Commission has, under Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules, directed the Stock Exchange to suspend all dealings in the shares of the Company from 9:00 a.m. on 15 April 2024. Trading in the shares will remain suspended 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**  
*Chairman and Non-Executive Director*

Hong Kong, 29 April 2024

*As at the date of this announcement, the Board comprises (i) Mr. Yang Ziyuan (duties suspended), Dr. Wan Ho Yuen, Terence, Mr. Sun Xingyu (duties suspended) as the executive Directors; (ii) Mr. Yeung Wan Yiu (Chairman), Ms. Chu Yinghong, Mr. Wong Yim Pan and Mr. Yeung Wing Keung as the non-executive Directors; and (iii) Mr. Shiu Shu Ming as the independent non-executive Director.*