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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)

(1) REQUISITION FROM SHAREHOLDER TO REMOVE DIRECTORS; AND (2) CONTINUED SUSPENSION OF TRADING

This announcement is made by Tianyun International Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on the Stock Exchange (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).

On 16 May 2024, the Company received a notice dated 14 May 2024 (the “**Requisition Notice**”) from HKSCC Nominees Limited. According to the Requisition Notice, the requisition was made by HKSCC Nominees Limited in its capacity as the nominee holder of shares of the Company (the “**Shares**”) pursuant to the instruction of Mr. Wu Jun (the “**Requisitioning Shareholder**”).

Pursuant to the Requisition Notice, the Requisitioning Shareholder has requisitioned the board of directors of the Company (the “**Board**”) to convene an extraordinary general meeting of the Company (the “**EGM**”) in accordance with article 49 of the articles of association of the Company (the “**Articles**”) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company (the “**Requisition**”):

1. “**THAT** Mr. Yang Ziyuan be removed from his position as an executive director of the Company pursuant to article 74(5) of the Articles with immediate effect upon the passing of this resolution;”
2. “**THAT** Mr. Sun Xingyu be hereby removed from his position as an executive director of the Company pursuant to article 74(5) of the Articles with immediate effect upon the passing of this resolution;”
3. “**THAT** Ms. Chu Yinghong be hereby removed from her position as a non-executive director of the Company pursuant to article 74(5) of the Articles with immediate effect upon the passing of this resolution.”

As at the date of deposit of the Requisition, the Requisitioning Shareholder beneficially held 198,180,260 Shares, representing approximately 20.01% of the Shares carrying the right of voting at general meetings of the Company.

Pursuant to article 49 of the Articles, any one or more holder(s) of Shares, holding at the date of deposit of the requisition not less than one-tenth of the issued shares of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

The Company will convene the EGM in accordance with the Requisition and the Articles. A circular containing further details of the proposed removal of directors of the Company and a notice convening the EGM will be despatched to the shareholders of the Company as soon as practicable.

CONTINUED 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. On 12 April 2024 the Securities and Futures Commission issued a direction under Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules to suspend trading in the shares of the Company with effect from 9:00 a.m. on 15 April 2024.

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, 20 May 2024

As at the date of this announcement, the Board comprises (i) Mr. Yang Ziyuan (duties suspended), Dr. Wan Ho Yuen, Terence and 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, Ms. Lau Chui Ping Soey and Ms. Weijie Chen as the independent non-executive Directors.