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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)

VOLUNTARY ANNOUNCEMENT FINANCIAL ASSISTANCE FROM SUBSTANTIAL SHAREHOLDER

This announcement is made by Tianyun International Holdings Limited (the “**Company**”, together with its subsidiaries the “**Group**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 18 June 2024, the Company and Rainbow Lead Ventures Limited (“**Rainbow Lead**”), the substantial shareholder of the Company, has entered into a loan agreement (the “**Loan Agreement**”) pursuant to which Rainbow Lead agreed to grant an unsecured loan (the “**Loan**”) to the Company in the principal amount of HK\$15 million for a term of 3 years.

The Loan is repayable upon maturity and interest is calculated with reference to the prevailing Hong Kong Dollar Best Lending Rate promulgated by The Hong Kong and Shanghai Banking Corporation Limited on the day of interest payment and accrued and payable by the Company to Rainbow Lead on 31 December each year.

The Loan was granted to the Company to fund (i) the Company’s discloseable transaction to acquire the entire equity interest in Ahead Global Limited; (ii) professional fees and work for resumption of trading in the shares of the Company; and (iii) the operations of the Group.

LISTING RULES IMPLICATIONS

As Rainbow Lead is a substantial shareholder of the Company which is interested in approximately 27.65% of the issued share capital of the Company, the Loan constitutes a connected transaction of the Company under the Listing Rules. As the Loan is not secured by any assets of the Group and is conducted on normal commercial terms or better, the Loan is fully exempted from shareholders’ approval, annual review and all disclosure requirements pursuant to Rule 14A.90 of the Listing Rules.

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 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, 18 June 2024

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