

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianyun International Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING FOR PROPOSED REMOVAL OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the extraordinary general meeting (“EGM”) of Tianyun International Holdings Limited to be held at 10/F, Shum Tower, 268 Des Voeux Road Central, Sheung Wan, Hong Kong on Monday, 8 July 2024, at 11:00 am is set out on pages 8 to 9 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM or any adjourned meeting (as the case may be) in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

20 June 2024

WARNING STATEMENT

Trading in the Company's shares on the Stock Exchange has been suspended since 26 March 2024. Under Rule 6.01A, the Company must ensure trading in its shares to resume by the 18-month prescribed remedial period ending on 25 September 2025. Otherwise, the Stock Exchange will be entitled to delist the Company.

To resume trading, the Company must demonstrate to the Stock Exchange's satisfaction that it has met all the resumption guidance, addressed all the issues arising from time to time warranting a trading suspension and re-complied with the Listing Rules by the resumption deadline.

Publication of this circular does not indicate any decision or conclusion from the Stock Exchange not to delist the Company nor warrant any approval from the Stock Exchange on the resumption of trading in the existing shares on the Stock Exchange.

The Company will disclose updates on the satisfaction of resumption guidance by way of announcement, as and when appropriate.

Shareholders and potential investors of the Company should exercise caution when dealing in the Company's shares, and if they are in any doubt about their positions, they should consult their professional advisers.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 20 May 2024 in relation to the Proposed Removal of Directors
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Company”	Tianyun International Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, whose shares are listed on the Stock Exchange
“Directors”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10/F, Shum Tower, 268 Des Voeux Road Central, Sheung Wan, Hong Kong on Monday, 8 July 2024 at 11:00am to consider, and if thought fit, to approve the Proposed Removal of Directors the notice of which is set out on pages 8 to 9 of this circular, or any adjourned meeting thereof
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 June 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Proposed Removal of Directors”	the proposed removal of (i) Mr. Yang Ziyuan and Mr. Sun Xingyu from their offices as executive Directors and (ii) Ms. Chu Yinghong from her office as non-executive Director
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionist to the Company in relation to the Proposed Removal of Directors
“Requisition”	the subject requisition contained in the Requisition Notice relating to the convening of an EGM for the purpose of the considering the Proposed Removal of Directors
“Requisition Notice”	a notice dated 14 May 2024 received by the Company on 16 May 2024 from the Requisitionist setting out the Requisition made
“Requisitionist”	HKSCC Nominees Limited, in its capacity as the nominee holder of the securities beneficially owned by Mr. Wu Jun and made the Requisition pursuant to the instruction of Mr. Wu Jun
“Share(s)”	ordinary share(s) of nil normal value in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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)

Executive Directors

Mr. Yang Ziyuan *(duties suspended)*

Mr. Sun Xingyu *(duties suspended)*

Dr. Wan Ho Yuen, Terence

(Chief Executive Officer)

Non-executive Directors

Mr. Yeung Wan Yiu *(Chairman)*

Ms. Chu Yinghong

Mr. Wong Yim Pan

Mr. Yeung Wing Keung

Independent Non-executive Directors

Ms. Chen Weijie

Ms. Lau Chui Ping Soey

Mr. Shiu Shu Ming

Registered Office

Commerce House

Wickhams Cay 1

P.O. Box 3140, Road Town

Tortola

British Virgin Islands

VG 1110

Principal place of business in Hong Kong

Rooms 1406-1407, 14/F

Nan Fung Tower

88 Connaught Road Central

Central

Hong Kong

20 June 2024

To the Shareholders

Dear Sir or Madam,

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR PROPOSED REMOVAL OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement.

The purpose of this circular is to provide you with information regarding the Proposed Removal of Directors, and to give you the notice of EGM, at which ordinary resolutions will be put forward to consider and, if thought fit, approve the Proposed Removal of Directors.

LETTER FROM THE BOARD

THE REQUISITION

The Board received the Requisition Notice on 16 May 2024 from the Requisitionist requesting the Board to convene an EGM for considering, and, if thought fit, passing the following ordinary resolutions:

1. **THAT** Mr. Yang Ziyuan 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;
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.

According to the Requisition Notice, the Requisition was made by the Requisitionist in its capacity as the nominee holder of 198,180,260 Shares beneficially owned by Mr. Wu Jun, representing, as at the date of the Announcement, approximately 20.01% of the Shares.

RELEVANT PROVISIONS UNDER THE ARTICLES OF ASSOCIATION

Pursuant to article 49 of the Articles of Association, the Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members 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 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 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionist(s) himself (themselves), or any of them representing more than one-half of the total voting rights of all of them, may do so in the same manner but any meeting so convened shall not be held after the expiration of 3 months from the date of deposit of requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

LETTER FROM THE BOARD

Pursuant to article 74(5) of the Articles of Association, the Shareholders may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

Accordingly, ordinary resolutions regarding the Proposed Removal of Directors will be presented at the EGM in accordance with the Articles of Association.

REASONS FOR THE PROPOSED RESOLUTIONS

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolutions. Accordingly, the Board is unable to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Resolution for consideration.

VIEWS OF THE BOARD

The Board is convening the EGM in compliance with the requirements of Article 49 of the Articles of Association. It expresses no views in relation to the Proposed Removal of Directors insofar as it is within the rights of Mr. Wu Jun to make such request and for other Shareholders to exercise their voting rights in support of or against the Proposed Resolutions.

RE-COMPLIANCE WITH THE LISTING RULES

Pursuant to Rule 3.10A of the Listing Rules, every board of directors of a listed issuer must have at least one-third of the board being independent non-executive directors. The Company currently only has 3 independent non-executive directors out of its 10 members Board, which falls below the requirement of Rule 3.10A of the Listing Rules. However, in the event that the Proposed Resolutions are passed at the EGM, the Company will re-comply with Rule 3.10A of the Listing Rules as the three independent non-executive directors will constitute more than one-third of the remaining 7 members Board.

LETTER FROM THE BOARD

EGM AND PROXY ARRANGEMENT

A notice convening the EGM with the resolutions is set out on pages 8 to 9 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for the EGM is enclosed herewith. Whether or not you are able to attend the EGM or any adjourned meeting, you are requested to complete the accompanying form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting (as the case may be) should you so wish.

No Shareholder will be required to abstain from voting on resolutions to be proposed at the EGM regarding Proposed Resolutions under the Requisition.

VOTING AT THE EGM BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the EGM will demand each of the resolutions set out in the notice of EGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

An announcement on the poll results will be made by the Company after the EGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 3 July 2024 to Monday, 8 July 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 2 July 2024.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of
The Board of Directors of
Tianyun International Holdings Limited
Yeung Wan Yiu
Chairman and Non-Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Tianyun International Holdings Limited (“**Company**”) will be held at 10/F, Shum Tower, 268 Des Voeux Road Central, Sheung Wan, Hong Kong on Monday, 8 July 2024 at 11:00am for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** Mr. Yang Ziyuan 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;
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.

By Order of the Board
Tianyun International Holdings Limited
Yeung Wan Yiu
Chairman and Non-Executive Director

Hong Kong, 20 June 2024

Principal place of business in Hong Kong:
Rooms 1406-1407, 14/F
Nan Fung Tower
88 Connaught Road Central
Central
Hong Kong

Registered office:
Commerce House
Wickhams Cay 1
P.O. Box 3140, Road Town
Tortola
British Virgin Islands
VG1110

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any shareholder of the Company entitled to attend and vote at the above meeting may appoint another person as his/her proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of any Shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto. However, if more than one of such joint holders be present at the meeting, either personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
3. In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 3 July 2024 to Monday, 8 July 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the above meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 2 July 2024.
5. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of the poll will be published on the websites of the Stock Exchange and of the Company in accordance with the Listing Rules.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 7:00am on Monday, 8 July 2024, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this notice, 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 (Chairman), 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.