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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)

(1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 21 JUNE 2024; AND (2) CONTINUED SUSPENSION OF TRADING

Reference is made to the announcement of Tianyun International Holdings Limited (the “**Company**”) dated 30 April 2024 (the “**Announcement**”), the circular of the Company dated 4 June 2024 (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM**”) of the Company dated 4 June 2024 (the “**EGM Notice**”) in relation to the connected transaction of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those ascribed thereto in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolution set out in the EGM Notice was duly passed by way of poll at the EGM held on 21 June 2024. The poll results are as follows:

ORDINARY RESOLUTION	No. of Shares voted (approximate %)	
	FOR	AGAINST
The Assignment Agreement and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified. The directors of the Company are authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they consider necessary, desirable or expedient to carry out or give effect to the Assignment Agreement and the transactions contemplated thereunder.	438,603,280 (100%)	0 (0%)

The description of this resolution is by way of summary only and the full text appears in the EGM Notice.

As more than 50% of the votes were cast in favour of the above resolution, the same resolution has been duly approved as an ordinary resolution of the Company by way of poll at the EGM.

As at the date of the EGM, the total number of Shares in issue was 990,512,000.

As disclosed in the Announcement and the Circular, Mr. Yeung Wan Yiu, being a substantial shareholder and a non-executive Director of the Company, also holds 100% equity interest in True Choice and is regarded as having a material interest in the Assignment Agreement and the connected transaction contemplated thereunder. Mr. Yeung had therefore abstained from voting on the relevant Board resolution and he and his associates had abstained from voting on the resolution(s) approving the Assignment Agreement and the transaction contemplated thereunder in the EGM.

As of the date of the EGM, Mr. Yeung is interested in 273,886,740 Shares (representing approximately 27.65% of the entire issued share capital of the Company). Accordingly, the total number of Shares held by Independent Shareholders who were entitled to attend and vote for or against the resolution as set out in the EGM Notice was 716,625,260 Shares (representing approximately 72.35% of the total number of Shares in issue as at the date of the EGM).

Except as disclosed above, (i) no other Shareholders were required to abstain from voting on the proposed resolution at the EGM; (ii) no Shareholder had indicated in the Circular that they intended to vote against or to abstain from voting on the proposed resolution at the EGM; and (iii) there were no Shares entitling the holders to attend and abstain from voting in favour of the proposed resolution at the EGM in accordance with Rule 13.40 of the Listing Rules.

Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, acted as the scrutineer for the vote-taking at the EGM.

Ms. Chen Weijie, Mr. Wong Yim Pan, Mr. Shiu Shu Ming and Ms. Lau Chui Ping Soey attended the EGM either in person or by electronic means. Dr Wan Ho Yuen, Terence, Mr. Yeung Wan Yiu, Mr. Yeung Wing Keung and Ms. Chu Yinghong did not attend the EGM due to other business commitments. Mr. Yang Ziyuan and Mr. Sun Xingyu are suspended from their duties.

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 had, 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
Mr. Yeung Wan Yiu
Chairman and Non-Executive Director

Hong Kong, 21 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 (Chief Executive Officer) 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 and Mr. Shiu Shu Ming as the independent non-executive Directors.