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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) INSIDE INFORMATION-LITIGATION; AND (2) 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(2)(a) 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, Laws of Hong Kong).

INSIDE INFORMATION IN RESPECT OF A WRIT OF SUMMONS

The board (the “**Board**”) of directors (the “**Directors**”) of the Company was informed by the substantial shareholder of the Company, Rainbow Lead Ventures Limited (“**Rainbow Lead**”), that a Writ of Summons was filed on 4 July 2024 with the High Court of the Hong Kong Special Administrative Region (the “**Court**”) against Sichuan Development International Holding Company Limited* (四川發展國際控股有限公司) (“**SDIH**”) as the 1st defendant and Mr. Yang Ziyuan (“**Mr. Yang**”) as the 2nd defendant, an executive Director of the Company whose powers and duties have been suspended (collectively referred as the “**Defendants**”).

Rainbow Lead is claiming it was induced to enter into the share transfer agreement to acquire 263,914,740 shares of the Company from SDIH (the “**Share Transfer**”) for a consideration of HK\$416,985,289.20 (the “**Consideration Money**”) in March 2021 by fraudulent misrepresentations made by the Defendants. Rainbow Lead is also claiming tort of deceit against Mr. Yang and conspiracy to injure by unlawful means against the Defendants.

Accordingly, Rainbow Lead is seeking from the Court against SDIH for (i) a declaration that Rainbow Lead has validly rescinded the share transfer agreement and the bought and sold notes (collectively referred as the “**Transfer Documents**”) for the Share Transfer or rescission of the Transfer Documents; (ii) a declaration that the Transfer Documents and the Share Transfer are null and void; (iii) the return of the Consideration Money; (iv) a declaration that, upon and since the rescission of the Transfer Documents, SDIH at all material times held and holds, and is liable to account to Rainbow Lead for the Consideration Money received by SDIH as a constructive trustee; and (v) an order of account or enquiry against SDIH in respect of the Consideration Money. In addition, Rainbow Lead also claims against the Defendants for (i) damages to be assessed; (ii) interest; (iii) costs and (iv) further and/or other reliefs as the Court deems fit.

The Company will keep shareholders and the potential investors of the Company informed of any further material development in connection with the above by way of announcement(s) as and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares 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 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, 5 July 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 (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.

** For identification purpose only*