

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 8 JULY 2024;
(2) CHANGES TO THE BOARD;
(3) RE-COMPLIANCE WITH LISTING RULES; AND
(4) CONTINUED SUSPENSION OF TRADING**

Reference is made to the announcement of Tianyun International Holdings Limited (the “**Company**”) dated 20 May 2024 (the “**Announcement**”), the circular of the Company dated 20 June 2024 (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM**”) of the Company dated 20 June 2024 (the “**EGM Notice**”) in relation to the shareholder requisition to remove certain directors 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 8 July 2024. The poll results are as follows:

ORDINARY RESOLUTIONS		No. of votes cast and percentage of total number of votes cast (%)	
		For	Against
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;	790,830,280 (100%)	0 (0%)

ORDINARY RESOLUTIONS		No. of votes cast and percentage of total number of votes cast (%)	
		For	Against
2	THAT Mr. Sun Xingyu 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;	790,830,280 (100%)	0 (0%)
3.	THAT Ms. Chu Yinghong be 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.	787,132,280 (99.53%)	3,698,000 (0.47%)

The description of these resolutions 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 resolutions, the resolutions have 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. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the EGM. There were no shares entitling the holders to attend and abstain from voting in favour at the EGM in accordance with rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the EGM. In addition, no Shareholder had stated their intention in the circular to vote against or to abstain from voting on any of the resolutions at the EGM.

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.

Mr. Yeung Wan Yiu, Mr. Wong Yim Pan and Ms. Lau Chui Ping Soey attended the EGM. Mr. Yeung Wing Keung, Dr Wan Ho Yuen, Terence, Ms. Chen Weijie, Mr. Shiu Shu Ming 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.

CHANGES TO THE BOARD

As resolutions numbered 1 to 3 set out above were duly passed by the Shareholders at the EGM, with effect from conclusion of the EGM on 8 July 2024:

1. Mr. Yang Ziyuan was removed from his position as executive Director and as a result, he also automatically ceased to be the Chairman of the Strategic Development and Investment Committee and member of the Remuneration Committee;
2. Mr. Sun Xingyu was removed from his position as executive Director and as a result, he also automatically ceased to be member of the Strategic Development and Investment Committee; and
3. Ms. Chu Yinghong was removed from her position as non-executive Director and as a result, she also automatically ceased to be member of the Strategic Development and Investment Committee.

A meeting of the Board will be convened in due course to consider the election of new Chairman and member of the Strategic Development and Investment Committee as a result of the passing of the resolutions at the EGM and any other changes that the Board may determine. Further announcement(s) will be made as and when appropriate in accordance with the Listing Rules.

RE-COMPLIANCE WITH LISTING RULES

Pursuant to Rule 3.10A of the Listing Rules, board of directors of a listed issuer must have at least one-third of the board represented by independent non-executive Directors. Following the passing of the resolutions at the EGM, the Company has three independent non-executive Directors in its Board, representing more than one-third of the Board with seven Directors. The Company has re-complied with Rule 3.10A 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 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, 8 July 2024

As at the date of this announcement, the Board comprises (i) Dr. Wan Ho Yuen, Terence (Chief Executive Officer) as the executive Director; (ii) Mr. Yeung Wan Yiu (Chairman), 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.