

*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) INSIDE INFORMATION – INTERNAL INVESTIGATION; 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). Reference is made to the announcements of the Company dated 22 November 2022, 21 February 2023, 10 August 2023, 27 March 2024 and 19 April 2024.

#### **INTERNAL INVESTIGATION**

The board of directors (the “**Board**”) of the Company commissioned an internal investigation to ascertain the state of the Group and the following preliminary irregularities were identified in relation to the principal subsidiary of the Company, Shandong Tiantong Food Co., Limited\* (山東天同食品有限公司) (“**Shandong Tiantong**”):

- (i) Shandong Tiantong has no less than two sets of books and records and the accuracy and completeness of any set of accounts cannot be confirmed at present;
- (ii) Shandong Tiantong had outstanding loan repayable to and guarantee granted in favour of banks in the approximate amount of RMB100 million and had approximately RMB200 million outstanding loan repayable to private enterprises, small loan companies and individuals. Shandong Tiantong also provided security and guarantee for loans obtained by an entity which appears to be related to Mr. Yang Ziyuan, a former executive director of the Company, in the total aggregate principal amount of over RMB35 million. Certain of the aforementioned borrowings and guarantees were not recorded in the books and records of Shandong Tiantong. This constitutes preliminary findings of the internal investigation and the existence and extent of the aforementioned financials of Shandong Tiantong cannot be verified by the Company as of the date of this announcement;
- (iii) There were significant number of unusual fund transfers between Shandong Tiantong and (i) two companies that appeared to be related to Mr. Yang Ziyuan; and (ii) certain finance personnel of Shandong Tiantong. Between 1 January 2022 to 28 April 2024, an aggregate of RMB210,576,400 was transferred to Shandong Tiantong from the two companies and an aggregate of RMB162,999,168 was transferred to the two companies from Shandong Tiantong. During the same period, an aggregate of RMB67,791,699 was transferred from the finance personnel to Shandong Tiantong and an aggregate of RMB110,776,482 was transferred from Shandong Tiantong to the finance personnel; and

(iv) There were suspected fraud surrounding the disposal of Tiantong Food (Yichang) Limited\* (天同食品(宜昌)有限公司) (“**Tiantong Yichang**”) and its subsidiary Tiantong Food and Beverages (Yuanan) Limited\* (天同食品飲料(遠安)有限公司) back in around February 2023. It appeared that the Company did not receive the RMB90 million consideration for the disposal which was purportedly deposited to Shandong Tiantong’s bank account. The joint voluntary liquidators of Strong Won Investment Hong Kong Limited (“**Strong Won HK**”), the holding company of Tiantong Yichang, handled the disposal for and on behalf of Strong Won HK as it was in member’s voluntary winding up then, were provided with fictitious bank records supporting the receipt of the consideration by Shandong Tiantong for the disposal.

The Company will keep shareholders and 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 of the Company (“**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, 1 August 2024

*As at the date of this announcement, the Board comprises (i) Dr. Wan Ho Yuen, Terence 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, Mr. Shiu Shu Ming, as the independent non-executive Directors.*

*\* For identification purposes only*