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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) RESIGNATION OF AUDITOR; (2) WITHDRAWAL OF PROPOSED RESOLUTION AT AGM; AND (3) CONTINUED SUSPENSION OF TRADING**

Reference is made to (i) the circular of Tianyun International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 24 July 2024 (the “**Circular**”); (ii) the notice of the annual general meeting of the Company dated 24 July 2024 (the “**Notice**”) and (iii) the accompanying form of proxy in relation to the forthcoming annual general meeting of the Company (the “**AGM**”) to be held on 19 August 2024.

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of the Company pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

#### **RESIGNATION OF AUDITOR**

The Board announces that Elite Partners CPA Limited (“**Elite Partners**”) resigned as auditor of the Company with effect from 7 August 2024 as the Supervision and Evaluation Bureau of the Ministry of Finance of the People’s Republic of China has banned Elite Partners from undertaking audit services for PRC enterprises listed outside the PRC for 5 years following failure to comply with various reporting obligations under the relevant laws and regulations governing the provision of audit services in the PRC by non-PRC (including Hong Kong) audit firms and their audit quality.

Elite Partners stated in its resignation letter that the professional fee for auditing the consolidated financial statements of the Group for the year ended 31 December 2023 is outstanding. Elite Partners has confirmed in its resignation letter that there are no matters in relation to its resignation that need to be brought to the attention of shareholders (the “**Shareholders**”) or creditors of the Company.

The Board and the audit committee of the Company also confirmed that there is no disagreement between Elite Partners and the Company, and there is no other matter or circumstance in respect of the retirement of Elite Partners that needs to be brought to the attention of the Shareholders.

The Board is in the process of identifying a new auditor to fill the vacancy following the resignation of Elite Partners. Further announcement in relation to the appointment of the Group’s new auditor will be made by the Company as and when appropriate in accordance with the Listing Rules.

## **WITHDRAWAL OF PROPOSED RESOLUTION AT AGM**

Since Elite Partners has resigned, the ordinary resolution numbered 3 in the Notice and the accompanying form of proxy in relation to the proposed re-appointment of Elite Partners as auditors of the Company and to authorize the Board to fix their remuneration has been withdrawn and will no longer be put forward for consideration and approval by the Shareholders at the AGM. The withdrawal of the aforesaid ordinary resolution numbered 3 will not affect the validity of the form of proxy, except that no votes will be taken or counted for the aforesaid ordinary resolution numbered 3.

Save for the above, all other resolutions as set out in the Notice and the sequence of the other resolutions and matters in relation to the AGM remain unchanged and will continue to be considered and voted at the AGM. The date, time and venue for holding the AGM shall remain unchanged. For those Shareholders who have lodged their proxy forms for the AGM, such proxy forms are still valid for the AGM for the resolutions other than the aforesaid ordinary resolution numbered 3.

## **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, 8 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.*