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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 ANNUAL GENERAL MEETING  
HELD ON 19 AUGUST 2024;  
AND  
(2) CONTINUED SUSPENSION OF TRADING**

Reference is made to the announcement (the “**Announcement**”) of Tianyun International Holdings Limited (the “**Company**”) dated 8 August 2024 and the circular of the Company dated 24 July 2024 (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) of the Company dated 24 July 2024 (the “**AGM Notice**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those ascribed thereto in the Circular.

#### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that the resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 19 August 2024. The poll results are as follows: -

<b>ORDINARY RESOLUTIONS</b>		<b>No. of votes cast and percentage of total number of votes cast (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To adjourn receiving, considering and adopting the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2023.	684,278,100 (100%)	0 (0%)
2.(a)	To re-elect Dr. Wan Ho Yuen, Terence as an executive Director;	680,862,100 (99.50%)	3,416,000 (0.50%)

2.(b)	To re-elect Mr. Yeung Wan Yiu as a non-executive Director;	680,862,100 (99.50%)	3,416,000 (0.50%)
2.(c)	To re-elect Mr. Yeung Wing Keung as a non-executive Director;	680,862,100 (99.50%)	3,416,000 (0.50%)
2.(d)	To re-elect Ms. Chen Weijie as an independent non-executive Director;	680,862,100 (99.50%)	3,416,000 (0.50%)
2.(e)	To re-elect Ms. Lau Chui Ping Soey as an independent non-executive Director;	680,862,100 (99.50%)	3,416,000 (0.50%)
2.(f)	To re-elect Mr. Shiu Shu Ming as an independent non-executive Director; and	680,862,100 (99.50%)	3,416,000 (0.50%)
2.(g)	To authorise the board of Directors to fix the remuneration of the Directors.	684,278,100 (100%)	0 (0%)
3.	To re-appoint Elite Partners CPA Limited as auditors to the Company and to authorize the Board to fix their remuneration.	Withdrawn <i>(Note (1))</i>	Withdrawn <i>(Note (1))</i>
4.	To give a general mandate to the directors to issue and allot shares not exceeding 20% of the total number of shares in issue at the date of this resolution.	680,862,100 (99.50%)	3,416,000 (0.50%)
5.	To give a general mandate to the directors to repurchase shares not exceeding 10% of the total number of shares in issue as at the date of this resolution.	684,278,100 (100%)	0 (0%)
6.	To increase the maximum nominal amount of share capital which the directors are authorised to allot, issue and deal with pursuant to the general mandate as mentioned in resolution 4 by the total number of shares repurchased pursuant to the general mandate as mentioned in resolution 5.	680,862,100 (99.50%)	3,416,000 (0.50%)

SPECIAL RESOLUTIONS		No. of votes cast and percentage of total number of votes cast (%)	
		For	Against
7.	To approve the change in the English name of the Company from “Tianyun International Holdings Limited” to “Amrita Global Development Limited” and the foreign character name in Chinese of the Company be changed from “天韵國際控股有限公司” to “甘露國際發展有限公司” (the “ <b>Change of Company Names</b> ”), and that any one director of the Company, the company secretary of the Company or registered agent of the Company be and is hereby authorised to do all such things for the implementation of and giving effect to the Change of Company Names.	684,278,100 (100%)	0 (0%)
8.	To approve the proposed amendments to the existing Memorandum of Association and Articles of Association of the Company and to adopt the fourth amended and restated Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum of Association and Articles of Association, and that any one director of the Company, the company secretary of the Company or registered agent of the Company be and is hereby authorised to do all such things for the implementation of and giving effect to the adoption of the fourth amended and restated Memorandum and Articles of Association.	684,278,100 (100%)	0 (0%)

Note:

- (1) As disclosed in the Announcement, Elite Partners CPA Limited resigned as the auditor of the Company with effect from 7 August 2024. Ordinary resolution numbered 3 has therefore been withdrawn and has not been put forward for consideration by the Shareholders at the AGM.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1, 2(a), 2(b), 2(c), 2(d), 2(e), 2(f), 2(g), 4, 5 and 6, and no less than 75% of the votes were cast in favour of the above special resolutions numbered 7 and 8, such resolutions were duly passed by the Shareholders at the AGM.

The resolutions above are disclosed by way of a summary only and the full text of the resolutions as set out in the AGM Notice for details.

As at the date of the AGM the total number of shares in issue was 990,512,000 shares. Accordingly, the total number of shares entitling the holders thereof to attend and vote on all the resolutions proposed at the AGM is 990,512,000. Shareholders (in person or by proxy) holding an aggregate of 684,278,100 shares, which represented approximately 69.1% of the total number of issued shares, were present at the AGM.

There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There were no shares entitling the holders to attend and abstain from voting in favour at the AGM in accordance with rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM. In addition, no Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The executive Director, Dr Wan Ho Yuen, Terence, the non-executive Directors, Mr. Yeung Wan Yiu, Mr. Wong Yim Pan and Mr. Yeung Wing Keung, and the independent non-executive Directors Ms. Lau Chui Ping Soey and Ms. Chen Weijie attended the AGM either in person or by electronic means. The independent non-executive Director, Mr. Shiu Shu Ming, did not attend the AGM due to other business commitments.

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

## **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, 19 August 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.*