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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) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

(2) CHANGE OF COMPOSITION OF BOARD COMMITTEES

(3) CONTINUED SUSPENSION OF TRADING

This announcement is made by Tianyun International Holdings Limited (天韵國際控股有限公司) (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Director(s)**”) of Tianyun International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that, (i) Ms. Chen Weijie (陳維潔) (“**Ms. Chen**”) as an independent non-executive director of the Company (“**INED**”), a member of the audit committee of the Company (“**Audit Committee**”), the chairperson of the remuneration committee of the Company (“**Remuneration Committee**”) and a member of the nomination committee of the Company (“**Nomination Committee**”); and (ii) Ms. Lau Chui Ping Soey (柳翠萍) (“**Ms. Lau**”) as an INED, a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee, with effect from 30 April 2024.

The biographical details of Ms. Chen and Ms. Lau are set out as follows:

Ms. Chen Weijie

Ms. Chen Weijie, aged 43, has over 12 years of experience in executive management, investment and corporate finance. Since July 2020, Ms. Chen has been appointed as the chief executive officer and responsible officer in Type 6 (advising on corporate finance) regulated activities of Vision Finance (Securities) Limited, a company principally engaging in provision of financial services, where she is responsible for the overall business development and provision of financial advice to listed companies. Before joining Vision Finance (Securities) Limited, from March 2018 to

December 2019, Ms. Chen has been appointed as the executive director and responsible officer in Type 6 (advising on corporate finance) regulated activities of ZhongHua Finance Capital Company Limited, a company principally engaging in provision of financial services, where she is responsible for the overall business development and provision of financial advice to listed companies. Ms. Chen had also worked as senior management for several financial and securities companies including Legend Strategy International Holdings Group Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1355) from November 2016 to February 2018, Vision Finance (Securities) Limited from May 2013 to October 2016, China Private Equity Investment Holdings Limited between December 2010 and April 2013, China Fortune Group Limited (currently known as Go Fintech Innovation Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 290) from August 2009 to November 2010, and China Aircraft Leasing Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1848) from August 2008 to August 2009.

Ms. Chen served as an executive director of Finet Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8317) from October 2021 to August 2023, and served as an independent non-executive director of Chong Kin Group Holdings Limited (a company listed on the Stock Exchange, and was delisted on 28 March 2024, stock code: 1609) from June 2021 to March 2024 and of Ye Xing Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1941) since its listing on 13 March 2020.

Ms. Chen graduated from Guangdong University of Finance & Economics (previously known as Guangdong Business School* (廣東商學院)) in Guangdong, the PRC in June 2004 with a bachelor's degree in law. She also obtained a master of laws degree in international business law from the City University of Hong Kong in November 2005. She has been holding a Type 6 licence (advising on corporate finance) granted by the Hong Kong Securities and Investment Institute since July 2013.

Save as disclosed above, Ms. Chen does not have any other directorship currently or in the past in any listed company in Hong Kong and overseas in the last three years or any other position in the Company or any of its subsidiaries.

The Company has entered into a letter of appointment with Ms. Chen with effect from 30 April 2024. Ms. Chen is entitled to a director's fee of HKD240,000 per annum, which was determined by the Board after considering a range of factors including her experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee. Ms. Chen is appointed for a term of three year and is subject to retirement by rotation and re-election according to the articles of association of the Company. Either party to the letter of appointment may terminate the appointment by giving the other party one month's written notice.

Ms. Chen confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Ms. Chen confirms that as at the date of this announcement, she (i) did not

hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with any member of the Group; (iii) does not have any relationships with any Directors, senior management or substantial or controlling Shareholders of the Company; (iv) did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is not aware of any additional information that is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

Ms. Lau Chui Ping Soey

Ms. Lau Chui Ping Soey, aged 42, has been a fellow certified management accountant of the Institute of Certified Management Accountants, Australia since December 2016. Ms. Lau possesses more than 10 years of experience in accounting, internal control and compliance.

Prior to joining the Group, Ms. Lau served as an accounting manager of Ultima Healthcare Limited from February 2022 to April 2022. From November 2019 to February 2022, Ms. Lau worked in L. C. Industrial (Hong Kong) Limited as a financial controller. From February 2017 to April 2018, Ms. Lau worked in Crownwell Contracting (HK) Co., Ltd. as a compliance officer. From October 2015 to January 2017, Ms. Lau worked as the head of corporate & investor relations in FLS Engineering (HK) Ltd. From July 2014 to November 2015, Ms. Lau worked in Landmaster Associates & Valuer Ltd. as an assistant company secretary. From May 2011 to January 2013, Ms. Lau was the sole proprietor of Smart Accounting Services Company. From May 2010 to January 2011, Ms. Lau worked in Success International Bullion (H.K.) Ltd as a senior account executive. From November 2008 to June 2009, Ms. Lau worked in Luen Thai International Group Limited as an assistant business analyst. From March 2007 to May 2008, Ms. Lau worked as an auditor in KL CPA Limited. Since October 2023, Ms. Lau serves as an INED of Wenye Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1802).

Ms. Lau graduated from Staffordshire University in the United Kingdom in June 2006 with a Bachelor of Arts Degree in Accounting. She obtained a Professional Diploma for Legal Executives from the Hong Kong Institute of Vocational Education in July 2013 and a Master of Arts Degree in Legal Translation from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong) in November 2014. Ms. Lau further obtained a Graduate Diploma in English and Hong Kong Law awarded by Manchester Metropolitan University in the United Kingdom in September 2023.

The Company has entered into a letter of appointment with Ms. Lau with effect from 30 April 2024. Ms. Lau is entitled to a director's fee of HKD240,000 per annum, which was determined by the Board after considering a range of factors including her experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee. Ms. Lau is appointed for a term of three year and is subject to retirement by rotation and re-election according to the articles of association of the Company. Either party to the letter of appointment may terminate the

appointment by giving the other party one month's written notice.

Ms. Lau confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Ms. Lau confirms that as at the date of this announcement, she (i) did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with any member of the Group; (iii) does not have any relationships with any Directors, senior management or substantial or controlling Shareholders of the Company; (iv) did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is not aware of any additional information that is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Lau and Ms. Chen in joining the Board.

COMPLIANCE WITH REQUIREMENTS UNDER THE LISTING RULES

Following the appointments of Ms. Lau and Ms. Chen, the Company is in compliance with the requirements set out in (i) Rule 3.10(1) of the Listing Rules that the Company must have at least three INEDs; (ii) Rule 3.21 of the Listing Rules that the Audit Committee must comprise a minimum of three members with a majority of INEDs; (iii) Rule 3.25 of the Listing Rules that the Remuneration Committee must be chaired by an INED; and (iv) Rule 3.27A of the Listing Rules that the Nomination Committee shall comprise a majority of INEDs.

Pursuant to Rule 3.10A of the Listing Rules, a listed issuer must appoint INEDs representing at least one-third of the board of directors. As the Company will have only three INEDs out of its 10-member Board, which falls below the minimum number of INEDs (representing at least one-third of the board of directors) under Rule 3.10A of the Listing Rules. In order to comply with Rule 3.10A of the Listing Rules, the Board is endeavoring to identify a suitable candidate based on its selection criteria for INED and will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable, and will make further announcement(s) as and when appropriate.

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 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 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
Yeung Wan Yiu
Chairman and Non-Executive Director

Hong Kong, 30 April 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, 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 purposes only*