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Tianyun International Holdings Limited

天韵國際控股有限公司

(incorporated in British Virgin Islands with limited liability)

(Stock Code: 6836)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS CHANGE OF COMPOSITION OF BOARD COMMITTEES CONTINUED SUSPENSION OF TRADING

The board of directors (the “**Board**”) of Tianyun International Holdings Limited (the “**Company**”) announces that, Mr. Liang Zhongkang (“**Mr. Liang**”) and Prof. Ye Xingqian (“**Prof. Ye**”) resigned as the independent non-executive directors of the Company with effect from 29 April 2024 due to other business commitments. Mr. Liang has also ceased to be the chairman of the remuneration committee (“**RC**”), and a member of each of the audit committee (“**AC**”), the nomination committee (“**NC**”) and the strategic development and investment committee of the Company. Prof. Ye has also ceased to be a member of each of the AC, the RC, the NC.

Each of Mr. Liang and Prof. Ye has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that need to be brought to the attention of the holders of securities of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its appreciation to Mr. Liang and Prof. Ye for their valuable contributions to the Company during their tenure in office.

Pursuant to Rule 3.10 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), every board of directors of a listed issuer must include at least three independent non-executive directors (the “**INED**”).

Pursuant to Rule 3.10A of the Listing Rules, a listed issuer must appoint INEDs representing at least one-third of the board (the “**One-third Requirement**”).

Pursuant to Rule 3.21 of the Listing Rules, the audit committee must comprise a minimum of three members.

Pursuant to Rule 3.25 of the Listing Rules, the remuneration committee must be chaired by an INED.

Pursuant to the terms of reference of the RC, the quorum of the RC shall be two members.

Pursuant to Rule 3.27A of the Listing Rules, an issuer must establish a nomination committee comprising a majority of INEDs.

Pursuant to the terms of reference of the NC, the NC shall consist of not less than three members.

As at the date of this announcement, the Company has:

1. only one INED;
2. only one member in the AC;
3. only one member in the RC (whose duties are not suspended) and does not have a chairman;
and
4. only two members in the NC.

The above Board composition fails to satisfy:

1. the minimum number of INEDs under Rule 3.10 of the Listing Rules;
2. the One-third Requirement under Rule 3.10A of the Listing Rules;
3. the minimum number of members of the AC under Rule 3.21 of the Listing Rules;
4. the requirement of the chairman of the RC being an INED under Rule 3.25 of the Listing Rules and the quorum requirement under the terms of reference of the RC; and
5. the requirement of the majority of the NC being INED under Rule 3.27A of the Listing Rules and the minimum number of members of the NC under the terms of reference of the NC.

The Company is now in the course of identifying suitable candidates as INED and will publish further announcement as and when appropriate.

CONTINUED TRADING SUSPENSION OF SHARES OF THE COMPANY

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, 29 April 2024

As at the date of this announcement, the Board comprises (i) Mr. Yang Ziyuan (duties suspended), Dr. Wan Ho Yuen, Terence, Mr. Sun Xingyu (duties suspended) as the executive Directors; (ii) Mr. Yeung Wan Yiu (Chairman), Ms. Chu Yinghong, Mr. Wong Yim Pan and Mr. Yeung Wing Keung as the non-executive Directors; and (iii) Mr. Shiu Shu Ming as the independent non-executive Director.