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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)**

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This announcement is made by Tianyun International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 27 March, 19 April 2024. Definitions used herein shall have the same meaning as defined in the announcement dated 27 March 2024, unless otherwise defined.

### **PROPERTY PRESERVATION ORDER**

The board of the directors of the Company (the “**Board**”) hereby inform shareholders and potential investors of the Company that, on 25 April 2024, a subsidiary of the Company, Shandong Tiantong Food Co., Limited\* (山東天同食品有限公司) (“**Shandong Tiantong**”), received a notice (the “**Court Notice**”) dated 24 April 2024 from the People’s Court of Hedong Municipality, Linyi City\* (臨沂市河東區人民法院) (the “**Court**”).

Pursuant to the Court Notice, Shandong Zhengzhi Holding Group Co., Ltd.\* (山東正直控股集團有限公司) (“**Shandong Zhengzhi**”) has commenced legal proceedings against Linyi Yuanyu Trading Co., Limited\* (臨沂遠宇貿易有限公司) (“**Linyi Yuanyu**”) and Shandong Tiantong in relation to loan(s) dispute. The existence of the loan cannot be verified by the Company as of the date of this announcement. The Court granted a property preservation order (財產保全) (the “**Property Preservation Order**”) to judicially preserve assets of Linyi Yuanyu and Shandong Tiantong up to an aggregate amount of RMB30 million.

Mr. Yin Xiaolong\* (殷小龍) (“**Mr. Yin**”), non-executive Director of the Company, is the legal representative of Shandong Zhengzhi. Mr. Yang Ziyuan (楊自遠), executive Director of the Company and whose powers and duties have been suspended, is the legal representative of Linyi Yuanyu.

The Court ordered that the bank account maintained by Linyi Yuanyu with Linshang Bank be judicially preserved for a period of 1 year from 24 April 2024 to 23 April 2025. The following assets of Shandong Tiantong were also ordered to be judicially preserved for a period of 3 years from 24 April 2024 to 23 April 2027:

- (1) The land located at Yangjialing Village, Jiuqu Street, Hedong Municipality\* (河東區九曲街道楊家嶺村) and Southeast corner of the intersection of Ankang East Street and Longshan Road, Hedong Municipality\*(河東區安康東街與龍山路交匯處東南角);
- (2) the 13 towers located at Yangjialing Village, Jiuqu Street, Hedong Municipality\* (河東區九曲街道楊家嶺村); and
- (3) The 4 floors story building located at Yangjialing Village, Jiuqu Street, Hedong Municipality\* (河東區九曲街道楊家嶺村)

The Board is seeking legal advice on the Property Preservation Order and will make further announcement(s) as and when appropriate.

## **RESIGNATION OF EXECUTIVE AND NON-EXECUTIVE DIRECTORS**

With effect from 26 April 2024, Ms. Lv Chunxia\* (呂春霞) (“**Ms. Lv**”) has resigned as the executive Director of the Company due to her other personal commitments. Ms. Lv will remain with the Group as deputy general manager.

Ms. Lv confirmed that she has no disagreement with the Board and there are no matters with respect to her resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express sincere appreciation to Ms. Lv for her invaluable contributions to the Company during her tenure of service.

With effect from 25 April 2024, Mr. Yin has resigned as non-executive Director of the Company due to conflict of interest as a director and creditor of the Company. Mr. Yin is the legal representative of Shandong Zhengzhi and has commenced legal action and obtained the Property Preservation Order against the Group. He exercised his creditor’s right against the Group to protect his creditor interest and position. At the time of his appointment, Mr. Yin did not disclose his creditor interest to the Board and the Board was unaware of such interest.

Save for the foregoing, Mr. Yin has confirmed that he has no disagreement with the Board and there is no other matter regarding his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

#### **CHANGE OF AUTHORISED REPRESENTATIVE**

On 19 April 2024, Mr. Yeung Wan Yiu (楊雲耀) was redesignated from an executive Director to a non-executive Director of the Company. Dr. Wan Ho Yuen, Terence (溫浩源) was appointed as executive Director and Chief Executive Officer of the Company on the same day.

The Board hereby announces that following the redesignation and appointment, Mr. Yeung Wan Yiu ceased to be an authorised representative of the Company and Dr. Wan has been appointed as an authorised representative with effect from 19 April 2024.

#### **RESIGNATION OF LEGAL REPRESENTATIVE, CHAIRMAN AND GENERAL MANAGER**

Following the Company’s receipt of the SFC letter, apart from suspending the powers and duties of Mr. Yang Ziyuan as Director of the Company, he was also removed from certain roles in the PRC subsidiaries of the Group.

On 8 April 2024, Tianyi Holding Hong Kong Limited (天翌集團香港有限公司) (“**Tianyi**”), the sole shareholder of Linyi Tongtai Food Machine Manufacture Co., Ltd\* (臨沂同泰食品機械製造有限公司)(“**Tongtai Food**”), and Tongtai Food, the sole shareholder of Shandong Tiantong, resolved to remove Mr. Yang Ziyuan as the legal representative, chairman and general manager of Tongtai Food and Shandong Tiantong, respectively. On the same day, Tianyi and Tongtai Food resolved to appoint Mr. Chen Fei\* (陳飛) for the aforementioned positions in Tongtai Food and Shandong Tiantong. The Board hereby announces that Mr. Chen has resigned from the aforementioned positions on 24 April 2024.

## **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, 26 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. Liang Zhongkang, Mr. Shiu Shu Ming, Prof. Ye Xingqian as the independent non-executive Directors.*

\* *For identification purpose only*