

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

CLARIFICATION ANNOUNCEMENT DISCLOSEABLE TRANSACTION SUBSCRIPTION OF SHARES & POSSIBLE MAJOR TRANSACTION

Reference is made to the announcement of Tianyun International Holdings Limited (the “**Company**”) dated 20 November 2023 in relation to the Company’s discloseable transaction and possible major transaction to acquire up to approximately 20% effective interest in Jianlibao (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

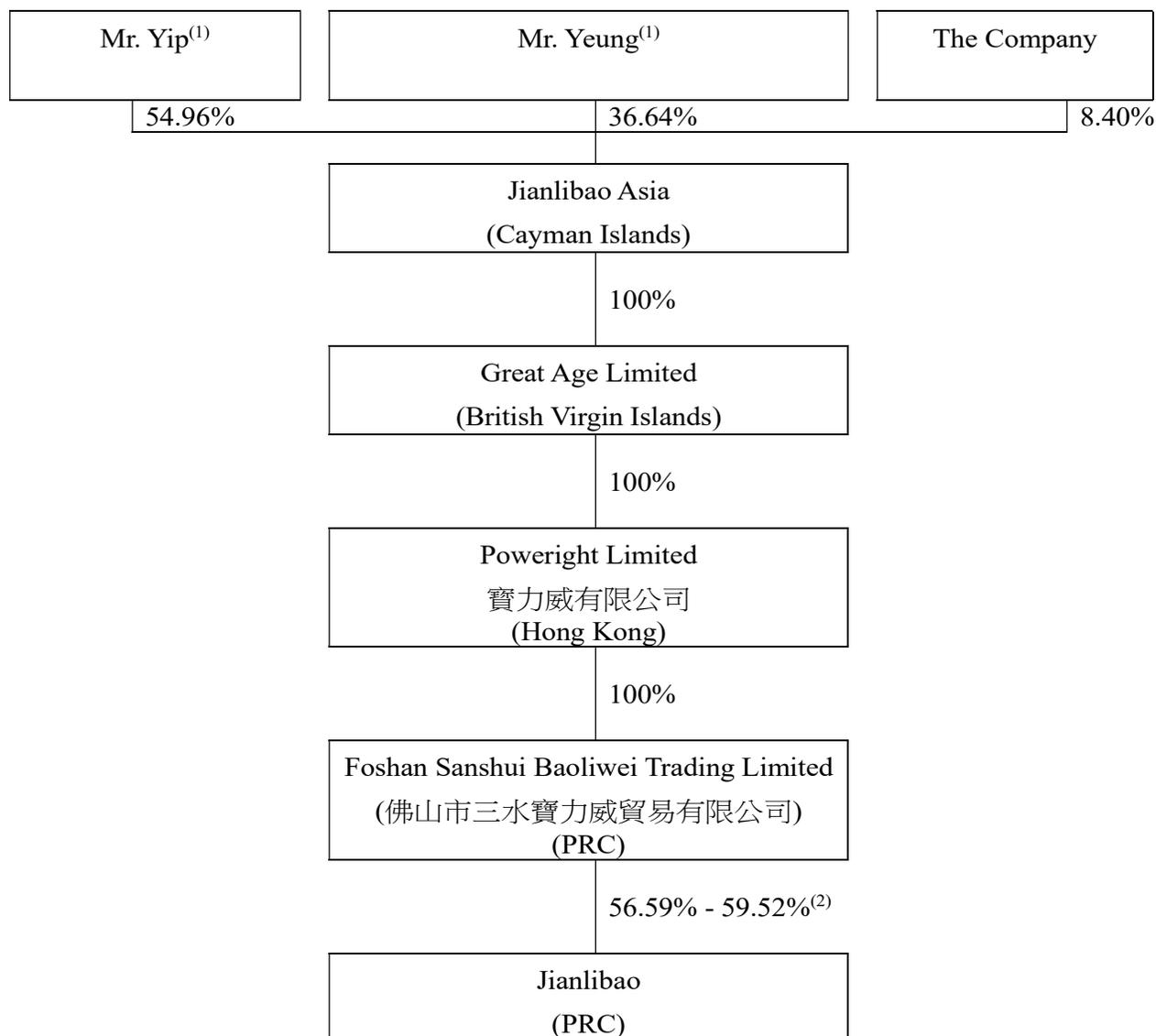
The Company wishes to clarify the following inadvertent clerical errors in the Announcement.

1. Reference is made to page 3 of the English announcement under the sub heading “**Consideration**” (with the clarification underlined):

The remaining 80% of the Subscription Consideration (i.e. the Hong Kong dollars equivalent of RMB240 million) is payable in cash at Subscription Completion.

2. Reference is made to page 6 of the English announcement (with the clarification underlined):

The following is a simplified structure of the Company’s effective interest in Jianlibao after the Subscription Completion and the Subscription Consideration being utilized by Jianlibao Asia to increase the Company’s effective interest in Jianlibao through enlargement of the share capital of Jianlibao and/or the acquisition of existing Jianlibao Shares from other Jianlibao shareholders:



Note:

- (1) Jianlibao Asia will undergo Corporate Restructuring. Mr. Yip will indirectly hold 54.96% equity interest in Jianlibao Asia through Hot Sino Limited and the new investment holding company. Mr. Yeung will indirectly hold 36.64% equity interest in Jianlibao Asia through On Profit Corporation and the new investment holding company.
- (2) The actual shareholding depends on the method of increasing the shareholding (i.e. through capital increase and share issue and allotment and/or acquiring existing Jianlibao Shares).

3. Reference is made to page 8 of the English announcement and page 6 of the Chinese announcement (with the clarification underlined):

Jianlibao Asia currently holds approximately 54.52% equity interest in Jianlibao through three wholly-owned subsidiaries.

4. Reference is made to page 8 of the English announcement (with the clarification underlined):

FINANCIAL INFORMATION OF JIANLIBAO

Set out below is the audited financial information of Jianlibao prepared in accordance with Auditing Standards for Certified Public Accountants in PRC for the financial years ended 31 December 2021 and 2022:

	For the year ended 31 December 2022 <i>RMB(Million)</i>	For the year ended 31 December 2021 <i>RMB(Million)</i>
<u>Revenue</u>	<u>2,301.4</u>	<u>1,951.1</u>
Profit before taxation	<u>311.6</u>	<u>293.7</u>
Profit after taxation	<u>245.3</u>	<u>227.2</u>

	For the year ended 31 December 2022 <i>RMB(Million)</i>	For the year ended 31 December 2021 <i>RMB(Million)</i>
Net asset value	<u>1,141.2</u>	<u>1,032.9</u>

Save as disclosed above, all other information in the Announcement remains unchanged.

By Order of the Board
Tianyun International Holdings Limited
Yang Ziyuan
Chairman and Executive Director

Hong Kong, 23 November 2023

As at the date of this announcement, the Board comprises (i) Mr. Yang Ziyuan (Chairman), Mr. Yeung Wan Yiu (Vice Chairman), Mr. Sun Xingyu and Ms. Lv Chunxia as executive Directors; (ii) Ms. Chu Yinghong and Mr. Wong Yim Pan as non-executive Directors; and (iii) Mr. Liang Zhongkang, Mr. Shiu Shu Ming and Prof. Ye Xingqian as independent non-executive Directors.

**for identification purposes only*