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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) REDESIGNATION OF DIRECTOR (2) CHANGE OF COMPOSITION OF BOARD COMMITTEE (3) APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

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, with effect from 19 April 2024:

- (i) Mr. Yang Ziyuan (楊自遠) will no longer act as the Chairman of the Board and the Nomination Committee and Chief Executive Officer of the Company. He will remain as an executive Director, a member of the Remuneration Committee and Chairman of the Strategic Development and Investment Committee with powers and duties suspended;
- (ii) Mr. Yeung Wan Yiu (楊雲耀) (“**Mr. Yeung**”) has been re-designated from an executive Director to a non-executive Director and has been appointed as Chairman of the Board and the Nomination Committee; and
- (iii) Dr. Wan Ho Yuen, Terence (溫浩源) (“**Dr. Wan**”) have been appointed as executive Director and Chief Executive Officer of the Company;

Biographical details of Mr. Yeung is summarised as follows:

Mr. Yeung, aged 47, is the Co-Founder of GLAM Capital Limited. Mr. Yeung has years of corporate management experience. He has over 20 years of global financial market experience and is well versed in the market knowledge. He is also a director of Tianyi Holding Hong Kong Limited, a subsidiary of the Company.

Mr. Yeung, through Rainbow Lead Ventures Limited (a company wholly-owned by him), is interested in 273,886,740 shares of the Company (“**Shares**”), representing approximately 27.65% of the entire issued share capital of the Company and is a substantial shareholder of the Company under Listing Rules.

His directorship appointment commenced on 21 April 2022 for a term of three years and is subject to retirement by rotation and re-election according to the articles of association of the Company. He is entitled to an annual remuneration of HK\$144,000 for being an non-executive Director and Chairman of the Board, which is determined with reference to his duties and responsibilities and prevailing market rate.

Save as disclosed in this announcement, as at the date hereof, Mr. Yeung does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other directors of the Company, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, there is no other information relating to Mr. Yeung that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Dr. Wan Ho Yuen, Terence

Dr. Wan has been appointed as an executive Director with effect from 19 April 2024. His biography is set out below.

Dr. Wan, aged 56, served as an independent non-executive director of Yues International Holdings Group Limited (stock code: 1529), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited the (“**Stock Exchange**”), from 2017 to 2021.

Dr. Wan is a certified public accountant (Practicing) and a fellow member of the Hong Kong Institute of Certified Public Accountants. He is also a member of the Certified Practising Accountants of CPA Australia.

Dr. Wan obtained Bachelor Degree of Art (Hon) from the Bolton Institute of Higher Education in 1996, a Master Degree in Business from the Victoria University of Technology in 1997, a Master Degree in Art from the City University of Hong Kong in 2000, a Bachelor Degree in Law from Tsing Hua University in 2004, a Doctor degree in Philosophy in Business Administration from the Bulacan State University in 2006 and a Master Degree of Science in Real Estate from the Liverpool John Moores University in 2023.

Pursuant to a service agreement entered into between Dr. Wan and the Company, his appointment shall commence on 19 April 2024 for a term of three years and is subject to retirement by rotation and re-election according to the articles of association of the Company. He will be entitled to an annual remuneration of HK\$960,000 and will receive 10 million Shares as a signing bonus, determined with reference to his duties and responsibilities and prevailing market rate. Mr. Yeung, through Rainbow Lead Ventures Limited, will gift the 10 million Shares to Dr. Wan. Once the Shares resume trading, the Company will allot and issue 10 million Shares to Mr. Yeung and/or his nominee(s), subject to compliance with the applicable Listing Rules.

Save as disclosed in this announcement, as at the date hereof, Dr. Wan does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the

last three years; and (iii) have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); (iv) have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information relating to Dr. Wan's appointment which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

The Board would like to take this opportunity to welcome Dr. Wan in joining the Board.

SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9am on 26 March 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 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 Directors

Hong Kong, 19 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) and Ms. Lv Chunxia as the executive Directors; (ii) Mr. Yeung Wan Yiu (Chairman), Ms. Chu Yinghong, Mr. Wong Yim Pan, Mr. Yin Xiaolong 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.