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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)

VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING WITH SICHUAN DEVELOPMENT

This is a voluntary announcement made by Tianyun International Holdings Limited (the “**Company**”).

The board of directors of the Company (the “**Board**”) is pleased to announce that, on 8 January 2019, the Company entered into a non-binding memorandum of understanding (“**MoU**”) with Sichuan Development Holding Company Ltd* (四川發展(控股)有限責任公司) (“**SDH**”).

Pursuant to the MoU, in light of SDH’s strength in raising capital, business synergies and resources allocation resulting from its abundant capital and good reputation; and the Company having a professional management team and experience in and network for the procurement of resources, use of capital, arrangement of supply chain for processed agricultural and food products in China and abroad, the Company and SDH intend to utilize their strengths to collaborate, and express their wish to, inter alia:

- develop a base for source of supply of raw materials and supply chain for processed agricultural and food products in Sichuan Province in China;
- invest in talents, technology, expertise, business network and provide capital;
- invest in agriculture industry projects, including introducing overseas advanced agricultural technology, mature corporate management system;
- utilize SDH’s strength in financing to provide capital for acquisition of high-quality agriculture projects in China and abroad; and

- subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and market circumstances, the Company and SDH may consider contributing an aggregate sum of RMB1 billion in the next three years to agricultural food projects.

The Company and SDH will further discuss on the details of the arrangement in respect of the above plans and enter into specific agreement in due course.

Shareholders of the Company and potential investors should note that the transactions contemplated under the MoU may or may not materialize. They are advised to exercise caution when dealing in the shares of the Company. The Company will make further announcement when there is any update.

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

Hong Kong, 8 January 2019

As at the date of this announcement, the Board of the Company comprises (i) Mr. Yang Ziyuan, Mr. Sun Xingyu and Mr. Wang Hu as the executive Directors; (ii) Ms. Chu Yinghong, Mr. Wong Yim Pan and Mr. Liu Zhumeng as the non-executive Directors; and (iii) Mr. Liang Zhongkang, Mr. Tsang Yuen Wai and Ms. Hui Yung Yung Janet as the independent non-executive Directors.

* *For identification purpose only*