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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)

ANNOUNCEMENT ON ADDITIONAL RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING

As disclosed in the annual results announcement of the Company dated 27 March 2019, the board of directors of the Company (“**Board**”) proposed a final dividend of HK\$0.027 per share for the year ended 31 December 2018, to be payable to the shareholders of the Company whose names appear on the register of members of the Company as at 2 July 2019 (the record date). Subject to the approval of the Company’s shareholders at the annual general meeting of the Company (“**AGM**”), the final dividend will be satisfied in the form of an allotment of scrip shares of equivalent amount with an option to receive the same wholly in cash (the “**Proposed Scrip Dividend Scheme**”). The Board has subsequently communicated with some of the shareholders of the Company and realizes that there may be possibility that the Proposed Scrip Dividend Scheme, which involve the issue of new shares and dilution of shareholding of some of the existing shareholders of the Company, may not be passed by the shareholders of the Company at the AGM. Notwithstanding the aforesaid, the Board will still propose the Proposed Scrip Dividend Scheme at the AGM for decision by the shareholders.

Nevertheless, in order to ensure that the shareholders of the Company can still enjoy the fruit of their investment in the Company despite the possibility that the Proposed Scrip Dividend Scheme not being passed by the Company, the Board would like to propose, in the event that the Proposed Scrip Dividend Scheme is not passed by the shareholders of the Company, a cash dividend will be declared and paid to the shareholders of the Company and the following additional resolutions will be proposed at the AGM:

“8. That conditional upon Resolution No. 2 in the notice of AGM dated 30 April 2019 not being passed by the shareholders of the Company, to declare and approve a final cash dividend of HK\$0.027 per share of the Company for the year ended 31 December 2018.”

Save as above, there were no other matters to be brought to the attention of the shareholders of the Company.

A supplemental circular of the AGM containing, among others, the details of the aforementioned additional resolutions (the “**Supplemental Circular**”), together with a new proxy form (the “**Revised Proxy Form**”), are expected to be despatched to the shareholders of the Company on 29 May 2019. The Company will also publish a supplemental notice of AGM in due course.

Shareholders of the Company are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. before 10:00 a.m. on 12 June 2019). Special arrangements for the completion and return of the Revised Proxy Form are also set out in the Supplemental Circular. Shareholders of the Company who have appointed or intend to appoint any proxy to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

By order of the Board
Tianyun International Holdings Limited
Yang Ziyuan
Chairman

Hong Kong, 27 May 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.