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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)

VOLUNTARY ANNOUNCEMENT MEMORANDUM OF STRATEGIC CO-OPERATION

This is a voluntary announcement made by the Company.

Sichuan Development International Holding Company Limited (四川發展國際控股有限公司) (“**Party A**”), Tianyun International Holdings Limited (“**Party B**” or the “**Company**”) and 日本住商食品株式會社 (“**Party C**”) entered into a non-binding memorandum of strategic co-operation on 13 June 2019 (“**Memorandum**”).

Party C is a Japanese food trading company under Sumitomo group, and is mainly engaged in the retail, catering and food processing industry. Party C intends to seek industrial investment opportunities in China.

After preliminary study, the parties consider that Sichuan province has high quality agricultural resources and there are vast opportunities to develop the agricultural product processing and trading business, particularly for the products such as mangoes, loquats and broad beans in Japan and other international markets.

According to the Memorandum, the parties intend to co-operate strategically with respect to the trading and processing of Sichuan specialty fruits and vegetables and other agricultural products, and have expressed their intentions, including:

- (a) Party A will consider to actively co-operate with the Company and Party C, with the aim of establishing a long-term co-operation relationship with the Company. Party A will use its own resources and industrial advantages to provide the necessary assistance for the Company and Party C to invest in Sichuan and co-operate with the Company and Party C on the relevant investment opportunities in Sichuan province.

- (b) The Company shall make use of its advantages in processing to invest in Sichuan province. At the same time, the Company as a supplier of processed fruit and vegetable products, intends to give priority to the market demand of Party C under the same terms. Given that the Company has been co-operating with import and export trading entities and customers in many countries, there will be no exclusive restrictions on market sales.
- (c) Party C, as the product distributor of Party A and the Company, shall make use of its market and technological advantages to distribute and sell processed fruit products and processed vegetable products produced by Party A, the Company and their subsidiaries. In addition to the existing co-operation with the Company, Party C will focus to assist Party A and the Company to sell processed fruits and vegetables in Sichuan to the Japanese market on the basis of mutual benefit.

The Memorandum only expresses the parties' preliminary intention of co-operation and does not have any binding effect on the rights and obligations of the parties. They shall enter into definitive project contracts or agreements when commencing the actual co-operation business.

Shareholders of the Company and potential investors should note that the transactions contemplated under the Memorandum may or may not materialize. They are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 17 June 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 Janet as the independent non-executive Directors.