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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)**

## **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Tsang Yuen Wai has resigned as an independent non-executive director in order to dedicate more time to his other commitment. Mr. Tsang has also ceased to be the chairman of the Audit Committee, a member of the Remuneration Committee and Nomination Committee with effect from 11 November 2019.

He has confirmed that (i) there is no disagreement between him and the Board; and (ii) there are no matters that need to be brought to the attention of The Stock Exchange of Hong Kong Limited and the holders of the securities of the Company in relation to his resignation.

The Board would like to express its gratitude for his valuable contribution during his tenure of services.

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. O'Yang Wiley has been appointed as an independent non-executive director, the chairman of the Audit Committee, a member of the Nomination Committee and Remuneration Committee of the Company with effect from 11 November 2019. His biography is set out below.

Mr. O'Yang has served as an independent non-executive director of Hong Kong Economic Times Holdings Limited (stock code: 0423) since October 2012, as an independent non-executive director of Midea Real Estate Holding Limited (stock code: 3990) since the company's listing in October 2018 and as an independent non-executive director of D&G Technology Holding Company Limited (stock code: 1301) and AB Builders Group Limited (stock code: 1615) since May and June 2019 respectively.

Mr. O'Yang serves as the managing director of Shanggu Securities Limited since February 2018. Prior to joining Shanggu Securities Limited, he worked for over 13 years in various financial institutions, including CMBC International Holdings Limited, a wholly-owned subsidiary of China Minsheng Banking Corp., Ltd. (stock code: 1988), Kim Eng Securities (Hong Kong) Limited, a wholly-owned subsidiary of Malayan Banking Berhad, UBS AG, Hong Kong branch, J.P. Morgan Securities (Asia Pacific) Limited and BNP Paribas Capital (Asia Pacific) Limited, and held the positions of managing director and executive director.

Mr. O'Yang had also worked for over six years as a solicitor in private practice at a number of solicitors' firms and was a partner of Richards Butler (currently known as Reed Smith Richards Butler) immediately before he joined BNP Paribas Capital (Asia Pacific) Limited in May 2004.

Mr. O'Yang graduated from the Chinese University of Hong Kong in Hong Kong with a bachelor's degree in Social Science in December 1985 and a master's degree in Business Administration in October 1990. He obtained a common professional examination certificate from the School of Professional and Continuing Education of the University of Hong Kong in Hong Kong in June 1993. He obtained the postgraduate certificate in Laws from the department of professional legal education of the Faculty of Law at the University of Hong Kong in June 1994. He is also a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Law Society of Hong Kong.

Pursuant to a service agreement entered into between Mr. O'Yang and the Company, his appointment shall commence on 11 November 2019 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\$144,000 for being an independent non-executive director of the Company, 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. O'Yang 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")).

Mr. O'Yang does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to Mr. O'Yang'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.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board also announces that, with effect from 11 November 2019, Mr. O'Yang has been appointed as the chairman of the Audit Committee, and a member of the Nomination Committee and Remuneration Committee.

The Board welcomes Mr. O'Yang in joining the Company.

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

Hong Kong, 11 November 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, Prof. Lu Yuanping and Mr. O'Yang Wiley as the independent non-executive Directors.*