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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)**

**TERMINATION OF DISCLOSEABLE AND CONNECTED TRANSACTION  
IN RELATION TO JOINT VENTURE**

Reference is made to the announcement of Tianyun International Holdings Limited (the “**Company**”) dated 11 February 2019 and the circular of the Company dated 18 March 2019 (“**JV Circular**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as ascribed to them in the JV Circular.

*Termination of the Joint Venture Arrangements*

As disclosed in the JV Circular, on 11 February 2019, the Company and Sichuan Yizhan, a subsidiary of a substantial shareholder of the Company at the material time, namely SDIH, entered into the conditional Joint Investment Agreement (incorporating a JV Agreement, collectively the “**Joint Venture Arrangements**”), pursuant to which, subject to approval by the Independent Shareholders, the Company and Sichuan Yizhan would establish a joint venture company in Sichuan Province, the PRC for developing a base for, among other things, fruit and vegetable processing, grading and trading. The Joint Venture Arrangements were approved by the Independent Shareholders on 2 April 2019. The joint venture company, namely Tianyun Food (Sichuan) Ltd. (天韵食品(四川)有限公司) (“**JV Co**”), was established on 30 July 2019 and held as to 70% by Tianyi Holding Hong Kong Limited (a wholly-owned subsidiary of the Company) (“**Tianyi Holding**”) and 30% by Sichuan Yizhan. As of the date of this announcement, the JV Co has had no business operations nor material assets.

On 2 July 2021 (after trading hours), the Company, Tianyi Holding and Sichuan Yizhan entered into an agreement (the “**Termination Agreement**”), pursuant to which the parties have agreed to unconditionally and irrevocably terminate the Joint Venture Arrangements with immediate effect. Upon termination of Joint Venture Arrangements, the parties shall cause the JV Co to be dissolved under the relevant PRC laws and regulations.

On signing of the Termination Agreement, the Company, Tianyi Holding and Sichuan Yizhan shall be released and discharged from their respective rights and obligations under the Joint Venture Arrangements.

*Reasons for the termination*

As disclosed in the announcement of the Company dated 5 March 2021, SDIH had disposed of all its shares held in the Company. As a result, SDIH and SDH ceased to be a substantial shareholder of the Company and it is in the interest of all parties to terminate the Joint Venture Arrangements. The Board considers that the termination of the Joint Venture Arrangements will not have any material adverse effect on the operation of the Company.

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

Hong Kong, 12 July 2021

*As at the date of this announcement, the Board of the Company comprises (i) Mr. Yang Ziyuan and Mr. Sun Xingyu as the executive Directors; (ii) Ms. Chu Yinghong and Mr. Wong Yim Pan as the non-executive Directors; and (iii) Mr. Liang Zhongkang, Prof. Lu Yuanping and Mr. O'Yang Wiley as the independent non-executive Directors.*