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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)

DISCLOSEABLE TRANSACTION ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL IN THE TARGET COMPANY COMPLETION OF ALLOTMENT AND ISSUE OF CONSIDERATION SHARES

Reference is made to the announcement of the Company dated 15 September 2017 (the “Announcement”). Unless otherwise indicated, capitalised terms in this announcement have the same meanings as defined in the Announcement.

As disclosed in the Announcement, according to the Agreement, if the Target Group reaches the Target Production Volume and Target Revenue, the Company shall allot and issue a maximum of 17,188,000 ordinary shares to Long Advance Investments Limited as Consideration Shares. If the Target Production Volume and/or Target Revenue can partially be achieved, the number of Consideration Shares shall be reduced proportionately. The Target Group has achieved part of the Target Production Volume and Target Revenue. Therefore the Company has allotted and issued 13,050,000 ordinary shares to Long Advance Investments Limited on 2 June 2021 as Consideration Shares.

The Consideration Shares were allotted and issued under the general mandate granted at the annual general meeting of the Company held on 16 May 2017.

The Consideration Shares allotted and issued to Long Advance Investments Limited represent approximately 1.34% of the total issued share capital of the Company before such allotment and issue, and approximately 1.32% of the enlarged issued share capital of the Company after such allotment and issue. The shareholding structure of the Company immediately before and after the allotment and issue of the Consideration Shares is as follows.

| | Before allotment and issue of Consideration Shares | | After allotment and issue of Consideration Shares | |
|--|---|-------------------|--|-------------------|
| | Number of shares | % of shareholding | Number of shares | % of shareholding |
| Wealthy Active Limited ¹ | 193,702,260 | 19.82 | 193,702,260 | 19.56 |
| Wealthy Maker Limited ² | 110,000,000 | 11.25 | 110,000,000 | 11.11 |
| Sino Red Limited ³ | 72,965,000 | 7.46 | 72,965,000 | 7.37 |
| Rainbow Lead Ventures Limited ⁴ | 263,914,740 | 27.00 | 263,914,740 | 26.64 |
| Long Advance Investments Limited | - | - | 13,050,000 | 1.32 |

| | | | | |
|---------------------------|--------------------|---------------|--------------------|---------------|
| Other public shareholders | 336,880,000 | 34.46 | 336,880,000 | 34.01 |
| Total | 977,462,000 | 100.00 | 990,512,000 | 100.00 |

Note:

1. Wealthy Active Limited is a company incorporated in the BVI and is wholly-owned by Mr. Yang Ziyuan.
2. Wealthy Maker Limited is a company incorporated in the BVI and is wholly-owned by Mr. Sun Xingyu.
3. Sino Red Limited is a company incorporated in the BVI and is wholly-owned by Ocean Equity Partners Fund L.P.
4. Rainbow Lead Ventures Limited is a company incorporated in the BVI and is wholly-owned by Mr. Yeung Wan Yiu.

After such allotment and issue of shares, the entire consideration for the Acquisition under the Agreement has been settled.

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

Hong Kong, 2 June 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.