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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)**

#### **(1) APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND**

#### **(2) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

#### **APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Tianyun International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Yin Xiaolong (殷小龍) (“**Mr. Yin**”) and Mr. Yeung Wing Keung (楊永強) (“**Mr. Yeung**”) have been appointed as non-executive directors of the Company, both with effect from 16 April 2024.

#### **Mr. Yin Xiaolong**

Mr. Yin has been appointed as a non-executive Director with effect from 16 April 2024. His biography is set out below.

Mr. Yin, aged 29, graduated with a degree of Business Management Degree from the University of Brighton in the United Kingdom in 2018. Since November 2018, Mr. Yin has acted as the general manager of Shandong Zhengzhong Education Technology Group Co., Ltd.\* (山東正中教育科技集團有限公司) and since February 2022, he has served as the deputy general manager of Shandong Zhengzhi Holding Group Co., Ltd.\* (山東正直控股集團有限公司). In October 2020, Mr. Yin was appointed as a director of Linyi Zhengzhi Seedling Co., Ltd.\* (臨沂正直苗木有限公司). In 2021, he was elected as one of the Ten Outstanding Young Persons in Hedong District, Linyi City\* (臨沂市河東區十大傑出青年). In 2022, he was appointed as a Representative of the People’s Congress of Hedong District, Linyi City\* (臨沂市河東區人大代表). Mr. Yin was also the Vice President of Linyi City Overseas Friendship Association\* (臨沂市海外聯誼會副會長) and the Vice President of Linyi City Hedong District Federation of Industry and Commerce\* (臨沂市河東區工商聯副會長).

As at the date hereof, Mr. Yin is interested in 81,316,000 shares of the Company (the “**Shares**”) as beneficial owner, representing approximately 8.21% of the entire issued share capital of the Company.

Pursuant to a letter of appointment entered into between Mr. Yin and the Company, his appointment shall commence on 16 April 2024 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 a 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 of this announcement, Mr. Yin 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, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

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

### **Mr. Yeung Wing Keung**

Mr. Yeung has been appointed as a non-executive Director with effect from 16 April 2024. His biography is set out below.

Mr. Yeung, aged 57, has over 20 years of experience in brand building, business development, channel and dealer development and M&A for various industries, and over 15 years of Profit and Loss (P&L) responsibility for business operation.

Mr. Yeung graduated with a Higher Diploma of Production and Industrial Engineering from Hong Kong Polytechnic in 1990. Mr. Yeung also completed the MBA program from Ivey Business school of the University of Western Ontario in Canada in 2005. From 1990 to 1994, he was a senior engineer at Philips Consumer Electronics Ltd. Between 1994 to 1996, he acted as an Electronic Banking Consultant at Chase Manhattan Bank (JP Morgan Chase) Asia Pacific. He joined Ingersoll-Rand Asia Pacific Ltd. in 1996 and held the position of the chief information officer (CIO) until 2003. He then transitioned to the position of the business development director at the same company until 2006. Since 2006, he acted as the chief operating officer (COO) and human resources (HR) director of Beijing DQY Ecological Ltd. until 2010 and a director of the same company until 2014; and the chief executive officer (CEO) and an executive director of DQY Hong Kong Ltd. until 2020.

Pursuant to the letter of appointment entered into between Mr. Yeung and the Company, his appointment shall commence on 16 April 2024 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 a non-executive director of the Company, which is determined with reference to his duties and responsibilities and prevailing market rate.

As at the date of this announcement, (i) Mr. Yeung held 130,000 Shares as beneficial owner, representing approximately 0.01% of the entire issued share capital of the Company; (ii) Mr. Yeung, through TOPBIZ Investments Limited, a company incorporated in the British Virgin Islands and is owned by Mr. Yeung as to 77.5%, indirectly held 15,100,000 Shares, representing approximately 1.52% of the entire issued share capital of the Company, and is accordingly deemed to be interested in those Shares which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“SFO”); and (iii) Ms. Lau Sau Ling, the spouse of Mr. Yeung, held 270,000 Shares as beneficial owner, representing approximately 0.03% of the entire issued share capital of the Company, and Mr. Yeung is deemed to be interested in those Shares under Part XV of the SFO.

Save as disclosed in this announcement, as at the date hereof, Mr. Yeung 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, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, there is no other information relating to Mr. Yeung’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.

Pursuant to Rule 3.10A of the Listing Rules, a listed issuer must appoint independent non-executive directors representing at least one-third of the board of directors.

As at the date of this announcement, the Company has only three independent non-executive Directors. This falls below the minimum number of independent non-executive directors (representing at least one-third of the board of directors) under Rule 3.10A of the Listing Rules.

The Company is now in the course of adjusting the Board composition. Further announcement will be made by the Company upon such adjustment.

The Board would like to take this opportunity to welcome Mr. Yin and Mr. Yeung in joining the Board.

## **CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board hereby announces that the principal place of business of the Company in Hong Kong has been changed to Rooms 1406-1407, 14/F, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong with effect from 16 April 2024.

## **SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9am on 26 March 2024 until further notice.

By Order of the Board  
**Tianyun International Holdings Limited**  
**Yeung Wan Yiu**  
*Vice Chairman and Executive Director*

Hong Kong, 16 April 2024

*As at the date of this announcement, the Board comprises (i) Mr. Yang Ziyuan (Chairman)(duties suspended), Mr. Yeung Wan Yiu (Vice Chairman), Mr. Sun Xingyu (duties suspended) and Ms. Lv Chunxia as the executive Directors; (ii) Ms. Chu Yinghong, Mr. Wong Yim Pan, Mr. Yin Xiaolong and Mr. Yeung Wing Keung as the non-executive Directors; and (iii) Mr. Liang Zhongkang, Mr. Shiu Shu Ming, Prof. Ye Xingqian as the independent non-executive Directors*

*\* For identification purposes only*