

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an offer or an invitation to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 24 June 2015 (the “**Prospectus**”) issued by Tianyun International Holdings Limited (the “**Company**”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the shares thereby being offered. Unless defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus.*

*This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered or sold in the United States except pursuant to registration or an exemption from registration requirements under the United States Securities Act of 1933, as amended from time to time (“**US Securities Act**”). The Offer Shares have not been, and will not be, registered under the US Securities Act or any state securities laws of the United States. There will not and it is not currently intended for there to be any public offering of securities of the Company in the United States.*

*In connection with the Global Offering, Guotai Junan Securities (Hong Kong) Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate Shares or effect any other transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offer. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager and may be discontinued at any time. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Such stabilisation action, if commenced, will be conducted at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and may be discontinued at any time, and is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. The details of the intended stabilisation and how it will be regulated under the Securities and Futures Ordinance are set forth in the section headed “Structure of the Global Offering” of the Prospectus.*

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which will begin on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offer. After this date, no further stabilising action may be taken, and demand for the Shares and the price of the Shares could fall.

Tianyun International Holdings Limited

天韻國際控股有限公司

(incorporated in the British Virgin Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares	: 250,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 25,000,000 (subject to reallocation)
Number of International Placing Shares	: 225,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$1.68 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application subject to refund on final pricing)
Nominal value	: Nil
Stock code	: 6836

Sole Sponsor

*Sole Global Coordinator,
Sole Bookrunner and Sole Lead Manager*



Guotai Junan Capital Limited



Guotai Junan Securities (Hong Kong) Limited

Application has been made to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering as described in the Prospectus (including the additional Shares to be offered pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme).

In connection with the Global Offering, our Company is expected to grant to the Sole Global Coordinator the Over-allotment Option. Pursuant to the Over-allotment Option, our Company may be required by the Sole Global Coordinator to allot and issue up to and not more than 37,500,000 additional new Shares (representing 15% of the total number of the Offer Shares initially available under the Global Offering) at the Offer Price to cover over-allocations in the International Placing.

Subject to the granting of the approval for listing of, and permission to deal in, our Shares on the Stock Exchange and our Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second trading date after the trade date. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

Assuming the Hong Kong Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 7 July 2015, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 7 July 2015. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offer of initially 25,000,000 Shares (subject to reallocation), representing 10% of the initial number of Offer Shares, and the International Placing of initially 225,000,000 Shares (subject to reallocation and the Over-allotment Option) representing 90% of the initial number of Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

The Offer Price will not be more than HK\$1.68 per Offer Share and is currently expected to be not less than HK\$1.28 per Offer Share, unless otherwise announced. Applicants for Hong Kong Offer Shares are required to pay, on application, the Offer Price of HK\$1.68 for each Hong Kong Offer Share together with a brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.68 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set forth in the Prospectus and the Application Forms. Applicants who wish the Hong Kong Offer Shares to be issued in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who wish to have the Hong Kong Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 24 June 2015 until 12:00 noon on Monday, 29 June 2015 from:

1. any of the following addresses of the Underwriters:

Guotai Junan Securities (Hong Kong) Limited

27th Floor, Low Block
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

Yuanta Securities (Hong Kong) Company Limited

23rd Floor, Tower 1
Admiralty Centre
18 Harcourt Road
Admiralty, Hong Kong

Ever-Long Securities Company Limited

18th Floor, Dah Sing Life Building
99-105 Des Voeux Road Central
Hong Kong

Great Roc Capital Securities Limited

Suite 3712, 37/F, West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Hong Kong International Securities Limited

23rd Floor, Arion Commercial Centre
2-12 Queen's Road West
Hong Kong

Luk Fook Securities (HK) Limited

Units 502-6, 5/F, Low Block
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

2. any of the following receiving branches of **Bank of China (Hong Kong) Limited**:

District	Branch name	Branch address
Hong Kong Island	Connaught Road Central Branch	13-14 Connaught Road Central
	Sheung Wan Branch	252 Des Voeux Road Central
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan
Kowloon	Prince Edward Branch	774 Nathan Road, Kowloon
	Tsim Sha Tsui East Branch	Shop 3, LG/F, Hilton Towers, 96 Granville Road, Tsim Sha Tsui East, Kowloon
	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road
	Wong Tai Sin Branch	Shop G13, Wong Tai Sin Plaza, Wong Tai Sin
New Territories	Tai Po Branch	68-70 Po Heung Street, Tai Po Market
	Yuen Long (Hang Fat Mansion) Branch	8-18 Castle Peak Road, Yuen Long

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 24 June 2015 until 12:00 noon on Monday, 29 June 2015 from:

- (1) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (2) your stockbroker.

Applicants applying by using the **HK eIPO White Form** service may submit their applications to **HK eIPO White Form** Service Provider through the designated website at www.hkeipo.hk from 9:00 a.m. on Wednesday, 24 June 2015 until 11:30 a.m. on Monday, 29 June 2015 (24 hours daily, except on the last application day) or such later date as described in the section headed “How to apply for Hong Kong Offer Shares – Effect of bad weather on the opening of the application lists” of the Prospectus.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker’s cashier order payable to “Bank of China (Hong Kong) Nominees Limited – Tianyun International Public Offer” should be deposited in the special collection boxes provided at any of the branches of receiving banks referred to above on such dates and during such time as specified in the Prospectus and the Application Forms.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 24 June 2015 until 12:00 noon on Monday, 29 June 2015. The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 29 June 2015, the last application day or such later time as described in “How to apply for Hong Kong Offer Shares – Effect of bad weather on the opening of the applications lists” in the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

We expect to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Offer Shares on Monday, 6 July 2015 in The Standard (in English), the Hong Kong Economic Journal (in Chinese) and on the website of the Stock Exchange at www.hkexnews.hk. Results of allocations in the Hong Kong Public Offer (with successful applicants’ identification document numbers, where applicable) will be available through a variety of channels from Monday, 6 July 2015 as described in the section “How to apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

No temporary documents of title will be issued. No receipt will be issued for sums paid on application. Share certificates will only become valid documents of title at 8:00 a.m. on Tuesday, 7 July 2015 provided that the Global Offering has become unconditional in all respects and neither the Underwriting Agreements has been terminated in accordance with its terms.

Dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Tuesday, 7 July 2015. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Company is 6836.

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

Hong Kong, Wednesday, 24 June 2015

As at the date of this announcement, the executive Directors are Mr. Yang Ziyuan and Mr. Sun Xingyu; the non-executive Directors are Ms. Chu Yinghong and Mr. Wong Yim Pan; and the independent non-executive Directors are Mr. Liang Zhongkang, Mr. Tsang Yuen Wai and Ms. Hui Yung Yung Janet.

Please also refer to the published version of this announcement in The Standard (in English) and the Hong Kong Economic Journal (in Chinese).