Tianyun International Holdings Limited

(incorporated in the British Virgin Islands with limited liability)

Nomination Committee – Terms of reference

The board of directors (the "**Board**") of **Tianyun International Holdings Limited** (the "**Company**") has established a committee of the Board known as the Nomination Committee (the "**Nomination Committee**") with its constitution and particular duties set out below:-

1. Membership

1.1 The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and the Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.

1.2 The chairman of the Nomination Committee shall be appointed by the Board. The chairman of the Nomination Committee must be the chairman of the Board or an independent non-executive director.

2. Secretary of Nomination Committee

2.1 The company secretary of the Company shall be the secretary of the Nomination Committee.

2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

3. Meetings

3.1 At least one meeting will be held each year.

3.2 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Nomination Committee, and to any other person required to attend in relation to all regular meetings of the Nomination Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would deem to be treated as the waiver of the required notification requirement.

3.3 A quorum shall be two members, one of whom must be an independent non-executive director. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

3.4 The members of the Nomination Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).

3.5 Resolutions of the Nomination Committee shall be passed with a simple majority of votes.

3.6 Resolutions signed by all members of the Nomination Committee will be treated valid as if it is passed in the meeting held by the Nomination Committee.

3.7 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records within a reasonable time after the meeting. Once they are agreed, the secretary of the Nomination Committee shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

4. Attendance of meetings

4.1 Upon invitation by the Nomination Committee, the chairman of the Board and/or the general manager or the chief executive, external consultant and other Board members may attend all or any of the meetings.

4.2 Only the Nomination Committee members shall have the voting powers.

5. Duties

The duties of the Nomination Committee shall include, but shall not be limited to the following:

5.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

5.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

5.3 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;

5.4 to assess the independence of independent non-executive directors; and

5.5 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

6. Reporting responsibilities

6.1 After each meeting, the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities.

6.2 The Nomination Committee should make available these terms of reference by including them on the Stock Exchange's website and the Company's website.

7. Authority

7.1 The Nomination Committee is authorised by the Board when necessary to seek any information it requires from senior management of the Company to order to perform its duties.

7.2 The Nomination Committee is authorised by the Board when necessary to seek independent professional advice, at the Company's expense, to perform its responsibilities.

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary.

7.3 The Company should provide the Nomination Committee sufficient resources to perform its duties.

"Senior management" refers to the same category of persons as referred to in the Company's annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the Group as, in the opinion of the directors, is appropriate.