

# 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)

### Form of Proxy for Annual General Meeting

I/We,<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being holder(s) of<sup>2</sup> \_\_\_\_\_ shares of  
TIANYUN INTERNATIONAL HOLDINGS LIMITED (the “Company”) hereby appoint<sup>3</sup> the Chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Room Soho 1, 6th Floor, Hotel ibis Hong Kong Central and Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday 16 May 2017 at 10:00 a.m. or at any adjournment thereof in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>5</sup>
1.	To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2016 and the reports of the directors of the Company (the “Directors”) and auditors thereon.		
2.	To declare a final dividend of HK\$0.025 per share for the year ended 31 December 2016.		
3.	(a) To re-elect Mr. Sun Xingyu as an executive Director.		
	(b) To re-elect Mr. Wong Yim Pan as a non-executive Director.		
	(c) To re-elect Mr. Tsang Yuen Wai as an independent non-executive Director.		
	(d) To authorise the board of Directors to fix all their remuneration.		
4.	To re-appoint PricewaterhouseCoopers as auditors to the Company and to authorise the board of Directors to fix their remuneration.		
5.	To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent. of the total number of Shares in issue as at the date of this resolution.		
6.	To grant to the directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent. of the total number of Shares in issue as at the date of this resolution.		
7.	To include the number of shares repurchased by the Company to the number of Shares which may be allotted and issued by the Directors under the general mandate granted to the directors under Resolution No. 5.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017. Signature(s)<sup>6</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.