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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Tianyun International Holdings Limited (“**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Tuesday, 2 April 2019 at 2:30 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the Joint Investment Agreement (as defined in the circular to shareholders of the Company dated 18 March 2019 (the “**Circular**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and any one director of the Company (the “**Director**”) be and is hereby authorized to take all such steps to implement the same and to execute all documents or deeds as they may consider necessary or appropriate in relation thereto, including but not limited to make any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions of the Joint Investment Agreement as he or she may think fit;
2. **THAT** the JV Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved and confirmed and any one Director be and is hereby authorized to take all such steps to implement the same and to execute all documents or deeds as they may consider necessary or appropriate in relation thereto, including but not limited to make any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions of the JV Agreement as he or she may think fit;

3. **THAT** the Director(s) be and are hereby authorised to do all such further acts and things and execute such further documents and take all steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the Joint Investment Agreement, the JV Agreement and all other transactions contemplated thereunder with any changes as such Director(s) may consider necessary, desirable or expedient.

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

Hong Kong, 18 March 2019

Principal place of business in Hong Kong:
Unit 605, 6th Floor, Beautiful Group Tower
74-77 Connaught Road Central
Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company 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 fixed for holding the above meeting or any adjournment thereof.

4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should he so wish.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board of the Company comprises (i) Mr. Yang Ziyuan, Mr. Sun Xingyu and Mr. Wang Hu as the executive Directors; (ii) Ms. Chu Yinghong, Mr. Wong Yim Pan and Mr. Liu Zhumeng as the non-executive Directors; and (iii) Mr. Liang Zhongkang, Mr. Tsang Yuen Wai and Ms. Hui Yung Yung Janet as the independent non-executive Directors.