

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 Extraordinary General Meeting

I/We,¹ _____
of _____
being holder(s) of² _____ shares of TIANYUN INTERNATIONAL HOLDINGS LIMITED
(the “**Company**”) hereby appoint³ 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 Extraordinary General Meeting of the Company to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong, Hong Kong on Tuesday, 2 April 2019 at 2:30 p.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 ⁴	AGAINST ⁵
1.	To approve, confirm and ratify 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 and to authorize any one director of the Company (the “ Director ”) 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.		
2.	To approve and confirm the JV Agreement (as defined in the Circular) and the transactions contemplated thereunder and to authorize any one Director 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.		
3.	To authorize the Director(s) 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.		

Dated this _____ day of _____ 2019. Signature(s)⁶ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. **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.
5. 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.
6. 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.
7. 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.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.