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Tianyun International Holdings Limited
天韵國際控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 6836)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “AGM”) issued by Tianyun International Holdings Limited (the “Company”) dated 30 April 2019 (the “Original AGM Notice”). The AGM will be held on Friday, 14 June 2019 at 10:00 a.m. at 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong.

As disclosed in the announcement of the Company dated 27 May 2019, the board of directors of the Company will propose an additional ordinary resolution for shareholders’ consideration and approval at the AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held on the same date, at the same time and at the same place as original scheduled in the Original AGM Notice, will consider and, if thought fit, pass the following additional resolution as ordinary resolution in addition to those resolutions as set out in the Original AGM Notice:

ADDITIONAL ORDINARY RESOLUTION

8. “**THAT** conditional upon Resolution No. 2 in the Original AGM Notice not being passed by the shareholders of the Company, to declare and approve a final cash dividend of HK\$0.027 per share of the Company for the year ended 31 December 2018.”

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

Hong Kong, 29 May 2019

Notes:

1. Save for the proposed new ordinary resolution, there are no other changes to the resolutions set out in the Original AGM Notice. For details of the resolutions to be considered at the AGM and other relevant matters, please refer to the announcement and circular of the Company dated 30 April 2019 published on the website of The Stock Exchange of Hong Kong Limited and the website of the Company and the circular to be despatched by the Company in due course.
2. Since the form of proxy for the AGM enclosed with the Original AGM Notice dated 30 April 2019 (the “**First Form of Proxy**”) does not contain the additional resolutions set out in this supplemental notice, a new proxy form of proxy (the “**Revised Form of Proxy**”) has been prepared and is enclosed with this supplemental notice.
3. The Revised Form of Proxy for use at the AGM is enclosed and published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.tianyuninternational.com). Whether or not you intend to attend the AGM, you are requested to complete the accompanying Revised Form of Proxy in accordance with the instructions printed thereon and return the same 48 hours before the time for holding the AGM or any adjournment thereof (as the case maybe) (the “**Closing Time**”).
4. A Shareholder who has already lodged the First Form of Proxy with the Company’s branch share registrar and transfer office in Hong Kong shall note that:
 - (a) if no Revised Form of Proxy is lodged with the Company’s branch share registrar and transfer office in Hong Kong, the First Form of Proxy will be treated as a valid form of proxy lodged by the relevant Shareholder if correctly completed. The proxy so appointed by the relevant Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution(s) properly put to the AGM other than those referred to in the notice of AGM and the First Form of Proxy, including the resolution in relation to the Final Dividend as set out in the supplemental notice of AGM and the Revised Form of Proxy;
 - (b) if the Revised Form of Proxy is lodged with the Company’s branch share registrar and transfer office in Hong Kong forty-eight (48) hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be) (the “**Closing Time**”), the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by the relevant Shareholder. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the relevant Shareholder if correctly completed; and
 - (c) if the Revised Form of Proxy is lodged with the Company’s branch share registrar and transfer office in Hong Kong after the Closing Time or if lodged before the Closing Time but is incorrectly completed, the Revised Form of Proxy will be deemed invalid. The proxy so appointed by the Shareholder under the First Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Revised Form of Proxy was lodged with the Company’s branch share registrar and transfer office.
5. Shareholders are reminded that completion and return of the Revised Form of Proxy will not preclude them from attending and voting in person at the AGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Shareholders are reminded to refer to other notes contained in the Original AGM Notice.
7. Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 30 April 2019.

As at the date of this announcement, 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.