

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianyun International Holdings Limited (the “Company”), you should at once hand this supplemental circular with the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

---

## 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)

### SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 30 APRIL 2019 IN RELATION TO GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

---

This supplemental circular should be read in conjunction with the circular of Tianyun International Holdings Limited (the “Company”) dated 30 April 2019 in relation to, among other things, the annual general meeting of the Company (the “AGM”) to be held at 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Friday, 14 June 2019 at 10:00 a.m. (the “First Circular”).

A notice convening the AGM was set out in the First Circular. The supplemental notice of the AGM dated 29 May 2019 is set out on pages 5 to 6 of this supplemental circular.

An additional resolution for cash dividend in respect of the financial year ended 31 December 2018 will be proposed at the AGM. Details of the resolution will be set out in this supplemental circular. The revised form of proxy (the “Revised Form of Proxy”) for the use at the AGM which contains the additional resolution to be proposed at the AGM are enclosed herewith and also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.tianyuninternational.com](http://www.tianyuninternational.com)). The Revised Form of Proxy enclosed herewith shall supersede the form of proxy enclosed in the First Circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed Revised Form of Proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. **Completion and return of the Revised Form of Proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.**

29 May 2019

# CONTENTS

	<i>Page</i>
<b>Letter from the Board</b> .....	1
Introduction .....	1
Proposed Cash Dividend .....	2
AGM, Supplemental Notice of AGM and Revised Form of Proxy .....	2
Recommendation .....	4
Responsibility Statement .....	4
<b>Supplemental Notice of Annual General Meeting</b> .....	5

**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)**

*Executive Directors:*

Mr. Yang Ziyuan

Mr. Sun Xingyu

Mr. Wang Hu

*Non-executive Directors:*

Ms. Chu Yinghong

Mr. Wong Yim Pan

Mr. Liu Zhumeng

*Independent Non-executive Directors:*

Mr. Liang Zhongkang

Mr. Tsang Yuen Wai

Ms. Hui Yung Yung Janet

*Registered office:*

Commerce House,

Wickhams Cay 1,

PO Box 3140, Road Town,

Tortola,

British Virgin Islands,

VG1110

*Hong Kong Principal Place of Business:*

Unit 605, 6th Floor,

Beautiful Group Tower,

74-77 Connaught Road Central,

Central, Hong Kong

29 May 2019

*To the Shareholders,*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO  
SHAREHOLDERS DATED 30 APRIL 2019 IN RELATION TO  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the notice of the AGM and the First Circular issued by the Company on 30 April 2019. This supplemental circular should be read in conjunction with the First Circular.

The purpose of this supplemental circular is to provide you with information of the additional resolution to be proposed at the AGM in relation to the final cash dividend in respect of the year ended 31 December 2018 (the “**Cash Dividend**”) and to provide Shareholders with the supplemental notice of AGM and the Revised Form of Proxy. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the First Circular.

## LETTER FROM THE BOARD

### PROPOSED CASH DIVIDEND

As disclosed in the annual results announcement of the Company for the year dated 31 December 2018 dated 27 March 2019, the Board proposed a final dividend of HK\$0.027 per share for the year ended 31 December 2018, to be payable to the shareholders of the Company whose names appear on the register of members of the Company as at 2 July 2019 (the record date). Subject to the approval of the Company's shareholders at the AGM, the final dividend will be satisfied in the form of an allotment of scrip shares of equivalent amount with an option to receive the same wholly in cash (the "**Proposed Scrip Dividend Scheme**"). The Board had subsequently communicated with some of the shareholders of the Company and realizes that there may be possibility that the Proposed Scrip Dividend Scheme, which involve the issue of new shares and dilution of shareholding of some of the existing shareholders of the Company, may not be passed by the shareholders of the Company at the AGM. Notwithstanding the aforesaid, the Board will still propose the Proposed Scrip Dividend Scheme at the AGM for decision by the shareholders.

Nevertheless, in order to ensure that the shareholders of the Company can still enjoy the fruit of their investment in the Company despite the possibility that the Proposed Scrip Dividend Scheme not being passed by the Company, the Board would like to propose, in the event that the Proposed Scrip Dividend Scheme is not passed by the shareholders of the Company, a cash dividend will be declared and paid to the shareholders of the Company and the following additional resolutions will be proposed at the AGM:

- "8. That conditional upon Resolution No. 2 in the notice of AGM dated 30 April 2019 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."

### AGM, SUPPLEMENTAL NOTICE OF AGM AND REVISED FORM OF PROXY

As set out in the First Circular, the AGM will be held at 10:00 a.m. on Friday, 14 June 2019 at 9/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong. The notice of AGM and the form of proxy sent together with the First Circular (the "**First Form of Proxy**"), both dated 30 April 2019, do not contain the additional proposed resolution in relation to the Final Dividend. The supplemental notice of AGM is set out on pages 5 to 6 of this supplemental circular, and a new form of proxy (the "**Revised Form of Proxy**") has been prepared and is enclosed with this supplemental circular. The Revised Form of Proxy enclosed herewith is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.tianyuninternational.com](http://www.tianyuninternational.com)). The Revised Form of Proxy enclosed herewith shall supersede the First Form of Proxy.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying Revised Form of Proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion

## LETTER FROM THE BOARD

and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

A Shareholder who has not yet lodged the First Form of Proxy with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, is requested to lodge the Revised Form of Proxy if he or she wishes to appoint proxy(ies) to attend the AGM on his or her behalf. In this case, the First Form of Proxy should not be lodged with the Company's branch share registrar and transfer office in Hong Kong.

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.

Pursuant to the Rule 13.39(4) of the Listing Rules, all the resolutions proposed to be approved at the AGM will be taken by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Company and the Stock Exchange in accordance with Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that, in the event that the Proposed Scrip Dividend Scheme is not approved by the Shareholders, the additional resolution in relation to cash dividend is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the supplemental notice of AGM at the AGM.

### RESPONSIBILITY STATEMENT

This supplemental circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

# 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)**

## 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.

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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](http://www.hkexnews.hk)) and the website of the Company ([www.tianyuninternational.com](http://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 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.*