

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)

Revised Form of Proxy for Annual 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 Annual General Meeting of the Company 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. 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 receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2018 and the reports of the directors of the Company (the "Directors") and auditors thereon.		
2.	To declare a final dividend of HK\$0.027 per share for the year ended 31 December 2018, by way of allotment and issue of shares with an option to elect to receive wholly in cash.		
3.	(a) To re-elect Mr. Yang Ziyuan as executive Director.		
	(b) To re-elect Mr. Sun Xingyu as executive Director.		
	(c) To re-elect Mr. Tsang Yuen Wai as independent non-executive Director.		
	(d) To re-elect Mr. Wang Hu as executive Director.		
	(e) To re-elect Mr. Liu Zhumeng as non-executive Director.		
	(f) To authorise the board of Directors to fix the Directors' 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.		
8.	Conditional upon Resolution No. 2 not being passed by the shareholders of the Company, to declare a final cash dividend of HK\$0.027 per share for the year ended 31 December 2018.		

Dated this _____ day of _____ 2019.

Signature(s)⁶ _____

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 REVISED FORM OF PROXY MUST BE INITIALLED 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 revised 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 (the "Closing Time").
- This revised 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.
- A shareholder who has not yet lodged the proxy form for the Annual General Meeting enclosed with the notice of the annual general meeting of the Company dated 30 April 2019 (the "First Form of Proxy") with the Company's branch share registrar and transfer office in Hong Kong is requested to lodge this form of proxy (the "Revised Form of Proxy") if he/she/it wishes to appoint proxy/proxies to attend the Annual General Meeting on his/her/its behalf. In this case, the First Form of Proxy should not be lodged with the Company or the Company's branch share registrar and transfer office.
- 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:
 - 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 Annual General Meeting other than those referred to in the notice of Annual General Meeting and the First Form of Proxy, including the resolution in relation to the Final Dividend as set out in the supplemental notice of Annual General Meeting and the Revised Form of Proxy;
 - 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 Annual General Meeting 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
 - 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.
- 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 Annual General Meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.