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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 (the “**Company**”) will be held on Friday, 21 June 2024 at 11:00am at 10/F, Shum Tower, 268 Des Voeux Road Central, Sheung Wan, Hong Kong to transact the following ordinary business:

ORDINARY RESOLUTION

To consider and, if thought fit, pass, with or without modification, the following resolution as ordinary resolution of the Company.

“THAT:

- (a) the Assignment Agreement dated 30 April 2024 (“**the Assignment Agreement**”) entered into between the Company (as transferor), True Choice International Limited (“**True Choice**”) (as transferee), Mr. Yeung Wan Yiu and Jianlibao Asia Limited pursuant to which the Company has conditionally agreed to assign and novate its rights and obligations under the Subscription Agreement dated 20 November 2023 to True Choice and True Choice has conditionally agreed to assume all the rights and obligations of the Company under the Subscription Agreement at a consideration of RMB60 million (details of the Assignment Agreement are set out in the Company’s circular dated 4 June 2024 (the “**Circular**”) and copies of the Assignment Agreement and the Circular have been tabled at the meeting and marked “**A**” and “**B**” respectively for the purpose of identification) and the transaction contemplated thereunder be and are hereby approved confirmed and ratified;

- (b) any one or more of the directors of the Company be and is/are hereby authorized to do such acts and execute such documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Assignment Agreement and the transaction contemplated thereunder.”

By Order of the Board
Tianyun International Holdings Limited
Yeung Wan Yiu
Chairman & Non-Executive Director

Hong Kong, 4 June 2024

Registered Office:

Commerce House, Wickhams Cay 1,
PO Box 3140, Road Town, Tortola,
British Virgin Islands, VG1110

Hong Kong Principal Place of Business:

Rooms 1406-1407, 14/F,
Nan Fung Tower,
88 Connaught Road Central,
Central, Hong Kong

Notes:

1. Any Shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
2. In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. The transfer books and register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant share certificates and appropriate transfer forms, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30pm on Monday, 17 June 2024.
4. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

5. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The resolution at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
7. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 7:00am on Friday, 21 June 2024, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. Yang Ziyuan (duties suspended), Mr. Sun Xingyu (duties suspended), Dr. Wan Ho Yuen, Terence; the non-executive Directors are Mr. Yeung Wan Yiu (Chairman), Ms. Chu Yinghong, Mr. Wong Yim Pan and Mr. Yeung Wing Keung; and the independent non-executive Directors are Ms. Weijie Chen, Ms. Lau Chui Ping Soey and Mr. Shiu Shu Ming.