

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this 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 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.

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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)

- (1) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAMES;
**(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;**
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of the Company to be held at 10/F, Shum Tower, 268 Des Voeux Road Central, Sheung Wan, Hong Kong on Monday, 19 August 2024 at 11:00 a.m. or any adjournment thereof as set out on pages 26 to 31 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.tianyuninternational.com>).

Whether or not you are able to attend the AGM, you are requested to complete the enclosed 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, 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. **Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so wish.**

24 July 2024

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 10/F, Shum Tower, 268 Des Voeux Road Central, Sheung Wan, Hong Kong on Monday, 19 August 2024 at 11:00 a.m. or any adjournment thereof;
“AGM Notice”	the notice convening the AGM as set out on pages 26 to 31 of this circular;
“Articles of Association” or “Articles”	the articles of association of the Company as amended, supplemented or modified from time to time, and “Article” shall mean an article of the Articles of Association;
“associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Tianyun International Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, whose securities are listed on the main board of the Stock Exchange (Stock Code: 6836);
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company for the time being;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolutions no. 4 in the AGM Notice;
“Latest Practicable Date”	18 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time;
“PRC”	The People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles as set out in Appendix III to this circular
“Proposed Change of Company Names”	the proposed change of (i) the English name of the Company from “Tianyun International Holdings Limited” to “Amrita Global Development Limited” and (ii) the foreign character name in Chinese of the Company from “天韵國際控股有限公司” to “甘露國際發展有限公司”
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 5 in the AGM Notice;
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;

DEFINITIONS

“SFC Investigation”	the investigating being conducted by the SFC in relation to (i) circumstances suggesting alleged non-existence of the unauthorized transfer in the amount of approximately RMB34.40 million conducted by a former subsidiary of the Company, Tiantong Food (Yichang) Limited* (天同食品(宜昌)有限公司); and (ii) overstatement of bank balances of the Group in the Group’s audited financial statements for the three financial years ended 31 December 2021 and in the Group’s unaudited financial statements for the six months ended 30 June 2022;
“Share(s)”	ordinary share(s) of nil nominal value in the share capital of the Company;
“Shareholder(s)” or “member(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time; and
“%”	per cent.

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)

Executive Director:

Dr. Wan Ho Yuen, Terence
(Chief Executive Officer)

Non-executive Directors:

Mr. Yeung Wan Yiu *(Chairman)*
Mr. Wong Yim Pan
Mr. Yeung Wing Keung

Independent Non-executive Directors:

Ms. Chen Weijie
Ms. Lau Chui Ping Soey
Mr. Shiu Shu Ming

Registered office:

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

*Principal Place of Business
in Hong Kong:*

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

24 July 2024

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAMES;
**(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;**
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 25 June 2024 in relation to the Proposed Change of Company Names.

The purpose of this circular is to provide you with details of the following information: (i) proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate; (ii) the details of the retiring Directors proposed to be re-elected; (iii) the Proposed Change of Company Names; (iv) the Proposed Amendments and the adoption of the New Memorandum and Articles; (v) an explanatory statement regarding the Repurchase Mandate; and (vi) notice of the AGM.

LETTER FROM THE BOARD

THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2023

Reference is made to the announcements of the Company dated 26 March 2024, 27 March 2024 and 30 May 2024 in relation to the delay in publication of audited annual results announcement for the year ended 31 December 2023 (“**2023 Annual Results**”), the SFC investigation and the appointment of independent forensic accountant.

As disclosed in the aforementioned announcements, the Company was informed of the SFC Investigation and the concerns raised and appointed Acclime Corporate Advisory Services (Hong Kong) Limited as the independent forensic accountant to conduct a forensic investigation over the unauthorised transfer and overstatement of bank balances in the concerned published financial results of the Group.

As at the Latest Practicable Date, the audited financial statements, the report of the directors and the independent auditors’ report of the Company for the year ended 31 December 2023 are not yet available. At the AGM, an ordinary resolution will be proposed, if thought fit, to adjourn receiving, considering and adopting the 2023 Annual Results, the report of the directors and the independent auditors’ report of the Company. The Company will issue further announcement(s) in relation to the publication of the 2023 Annual Results as and when appropriate.

GENERAL MANDATE TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company’s existing mandates to issue and repurchase Shares were approved by the Shareholders on 29 June 2023. Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 990,512,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to allot, issue and deal with a maximum of 198,102,400 Shares, representing 20% of the total number of Shares in issue as at the date of the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase a maximum of 99,051,200 Shares, representing 10% of the total number of Shares in issue as at the date of AGM.

LETTER FROM THE BOARD

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the British Virgin Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix II to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 74(3) of the Articles, Dr. Wan Ho Yuen, Terence, Mr. Yeung Wing Keung, Ms. Chen Weijie and Ms. Lau Chui Ping Soey shall hold office until the AGM and, being eligible, offer themselves for re-election. Pursuant to Article 75 of the Articles, Mr. Yeung Wan Yiu and Mr. Shiu Shu Ming will retire from office as Directors by rotation at the AGM and, being eligible, offer themselves for re-election.

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

PROPOSED CHANGE OF COMPANY NAMES

The Board proposes to change the English name of the Company from “Tianyun International Holdings Limited” to “Amrita Global Development Limited” and the foreign character name in Chinese of the Company from “天韵國際控股有限公司” to “甘露國際發展有限公司”.

Conditions of the Proposed Change of Company Names

The Proposed Change of Company Names will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the AGM to approve the Proposed Change of Company Names;
- (ii) the Registrar of Corporate Affairs in the British Virgin Islands (the “**BVI Registrar**”) approving the Proposed Change of Company Names and entering the new names of the Company on the register.
- (iii) the issuance by the Registry of Corporate Affairs in the British Virgin Islands of a Certificate of the Change of Name of the Company.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Names will take effect from the date of the issuance by the BVI Registrar of a Certificate of the Change of Name of the Company. Upon the Proposed Change of Company Names becoming effective, the Company will then carry out all necessary registration and/or filing procedures with the BVI Registrar and the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

Reason for the Proposed Change of Company Names

The Board considers that the Proposed Change of Company Names will better reflect the current status, business and future development of the Group and provide the Company with a fresh corporate image and identity which will benefit the Group's future business development.

The Board believes that the Proposed Change of Company Names is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Names

The Proposed Change of Company Names, upon becoming effective, will not in any way affect any rights of the existing Shareholders. All the existing share certificates of the Company in issue including the existing share certificates bearing the present names of the Company will, after the Proposed Change of Company Names become effective, continue to be evidence of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the exchange of the existing share certificates in issue bearing the old names of the Company for new certificates bearing the new English and foreign character name in Chinese of the Company. Once the Proposed Change of Company Names become effective, any new share certificates thereafter will be issued only under the new English and foreign character name in Chinese of the Company.

In addition, subject to the results of the AGM of the Company and the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will be changed after the Proposed Change of Company Names become effective.

The Company will make further announcement(s) to inform the Shareholders of (i) the results of the AGM; (ii) the effective date of the Proposed Change of Company Names; (iii) the new stock short names of the Company under which the Shares will be traded on the Stock Exchange; and (iv) the new website and logo of the Company as and when appropriate.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

In accordance with Article 14 of the existing memorandum of association of the Company and Article 156 of the existing articles of association of the Company, the Proposed Amendments to the existing Memorandum and Articles will be subject to the approval by the Shareholders by way of a special resolution.

The Proposed Amendments are for the purposes of (i) reflecting the Proposed Change of Company Names; and (ii) updating and bringing the existing Memorandum and Articles in line with the latest regulatory requirements pursuant to the Proposals to Expand the Paperless Listing Regime and Other Rule Amendments published by the Stock Exchange in June 2023 and the relevant amendments to the Listing Rules which came into effect on 31 December 2023, mandating the electronic dissemination of corporate communications by listed issuers to their securities holders.

Details of the Proposed Amendments are set out in Appendix III to this circular. For clarity purpose, the Board proposed to adopt the New Memorandum and Articles in substitution for, and to the exclusion of, the existing Memorandum and Articles.

LETTER FROM THE BOARD

The New Memorandum and Articles are prepared and written in English. As such, any Chinese translation shall be for reference only. In the event of any inconsistency, the English version shall prevail. After the Proposed Amendments come into effect, the full text of the New Memorandum and Articles will be published on the websites of the Stock Exchange and the Company in due course.

The legal advisers of the Company as to Hong Kong laws and the laws of the British Virgin Islands have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and that the New Memorandum and Articles do not violate the laws of the British Virgin Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments and the adoption of the New Memorandum and Articles for a company listed on the Stock Exchange.

AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at 10/F, Shum Tower, 268 Des Voeux Road Central, Sheung Wan, Hong Kong on Monday, 19 August 2024 at 11:00 a.m. or any adjournment thereof is set out on pages 26 to 31 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at www.hkex.com.hk and the website of the Company at www.tianyuninternational.com. Whether or not you are able to attend the AGM, you are requested to complete the accompanying 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 17/F., Far East Finance Centre, 16 Harcourt Road, 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 and return of the 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.

VOTING AT THE AGM BY WAY OF POLL

Pursuant to the Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand each of the resolutions set out in the notice of AGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way. The Company will appoint scrutineers to handle vote-taking procedures at the AGM.

After the AGM, the results of the poll will be published on the websites of the Company and the Stock Exchange in accordance with Rules 13.39(5) and 13.39(5A) of the Listing Rules.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to vote at the AGM, the transfer books and register of members of the Company will be closed from Wednesday, 14 August 2024 to Monday, 19 August 2024, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the AGM, 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 4:30 p.m. on Tuesday, 13 August 2024.

RESPONSIBILITY STATEMENT

This 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 circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

RECOMMENDATION

The Directors consider that that each of (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate; (iii) the re-election of the retiring Directors; (iv) the re-appointment of the auditors of the Company; (v) the Proposed Change of Company Names; and (vi) the Proposed Amendments and the adoption of the New Memorandum and Articles are 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 AGM Notice at the AGM.

Yours faithfully,

For and on behalf of
The Board of Directors of
Tianyun International Holdings Limited
Yeung Wan Yiu
Chairman & Non-Executive Director

To enable the Shareholders to make an informed decision on the re-election of the retiring Directors, we set out below the biographical details of the retiring Directors for the information of Shareholders.

1. Dr. Wan Ho Yuen, Terence (温浩源)

Dr. Wan Ho Yuen, Terence (“**Dr. Wan**”), aged 57, was appointed as an executive Director and chief executive officer of the Board on 19 April 2024.

He served as an independent non-executive director of Yues International Holdings Group Limited (stock code: 1529), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited the (“**Stock Exchange**”), from 2017 to 2021.

Dr. Wan is a certified public accountant (Practicing) and a fellow member of the Hong Kong Institute of Certified Public Accountants. He is also a member of the Certified Practising Accountants of CPA Australia.

Dr. Wan obtained Bachelor Degree of Art (Hon) from the Bolton Institute of Higher Education in 1996, a Master Degree in Business from the Victoria University of Technology in 1997, a Master Degree in Art from the City University of Hong Kong in 2000, a Bachelor Degree in Law from Tsing Hua University in 2004, a Doctor degree in Philosophy in Business Administration from the Bulacan State University in 2006 and a Master Degree of Science in Real Estate from the Liverpool John Moores University in 2023.

Dr. Wan has entered into a service agreement with the Company for a term of three years from 19 April 2024 subject to the early termination provisions contained therein and retirement by rotation and re-election according to the Articles. Dr. Wan is entitled to receive an annual remuneration of HK\$960,000 per annum and 10 million Shares as signing bonus, which is determined with reference to his duties and responsibilities within the Company and the prevailing market rate. His salary shall be reviewed at the discretion of the Board (or its designated committee) and decided by the Board (or its designated committee) after he has completed each year of service.

As at the Latest Practicable Date, Dr. Wan does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this circular, as at the Latest Practicable Date, Dr. Wan does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other directors of the Company, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

2. Mr. Yeung Wan Yiu (楊雲耀)

Mr. Yeung Wan Yiu (“**Mr. W.Y. Yeung**”), aged 48, was appointed as an executive Director on 21 April 2022. On 19 April 2024, Mr. W.Y. Yeung was subsequently re-designated from an executive Director to a non-executive Director and appointed as Chairman of the Board.

Mr. W.Y. Yeung is the Co-Founder of GLAM Capital Limited. Mr. W.Y. Yeung has years of corporate management experience. He has over 20 years of global financial market experience and is well versed in the market knowledge. He is also a director of Tianyi Holding Hong Kong Limited, Gan Fu Development Company Limited and Apex Win International Limited, subsidiaries of the Company.

Mr. W.Y. Yeung has entered into a service agreement with the Company for a term of three years from 21 April 2022 subject to retirement by rotation and re-election according to the Articles. Mr. W.Y. Yeung is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to his duties and responsibilities within the Company. His salary shall be reviewed at the discretion of the Board (or its designated committee) and decided by the Board (or its designated committee) after he has completed each year of service.

Mr. W.Y. Yeung, through Rainbow Lead Ventures Limited, a company wholly-owned by Mr. W.Y. Yeung, directly held 273,886,740 Shares, representing approximately 27.65% of the Shares and is accordingly deemed to be interested in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. W.Y. Yeung does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other directors of the Company, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

3. Mr. Yeung Wing Keung (楊永強)

Mr. Yeung Wing Keung (“**Mr. W.K.Yeung**”), aged 57, was appointed as a non-executive Director on 16 April 2024.

Mr. W. K. Yeung has over 20 years of experience in brand building, business development, channel and dealer development and M&A for various industries, and over 15 years of Profit and Loss (P&L) responsibility for business operation.

Mr. W. K. Yeung graduated with a Higher Diploma of Production and Industrial Engineering from Hong Kong Polytechnic in 1990. Mr. W.K. Yeung also completed the MBA program from Ivey Business school of the University of Western Ontario in Canada in 2005. From 1990 to 1994, he was a senior engineer at Philips Consumer Electronics Ltd. Between 1994 to 1996, he acted as an Electronic Banking Consultant at Chase Manhattan Bank (JP Morgan Chase) Asia Pacific. He joined Ingersoll-Rand Asia Pacific Ltd. in 1996 and held the position of the chief information officer (CIO) until 2003. He then transitioned to the position of the business development director at the same company until 2006. Since 2006, he acted as the chief operating officer (COO) and human resources (HR) director of Beijing DQY Ecological Ltd. until 2010 and a director of the same company until 2014; and the chief executive officer (CEO) and an executive director of DQY Hong Kong Ltd. until 2020.

Mr. W. K. Yeung has entered into a service agreement with the Company for a term of three years from 16 April 2024 subject to retirement by rotation and re-election according to the Articles. Mr. W. K. Yeung is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to his duties and responsibilities within the Company.

Mr. W.K. Yeung (i) held 130,000 Shares as beneficial owner, representing approximately 0.01% of the entire issued share capital of the Company; (ii) held 15,100,000 Shares through TOPBIZ Investments Limited which is 77.5% indirectly owned by Mr. W.K. Yeung, representing approximately 1.52% of the entire issued share capital of the Company; and (iii) Ms. Lau Sau Ling, the spouse of Mr. W.K. Yeung, held 270,000 Shares as beneficial owner, representing approximately 0.03% of the entire issued share capital of the Company. Mr. W.K. Yeung is deemed to be interested in those Shares held by his spouse under Part XV of the SFO. Save as disclosed in this circular, as at the Latest Practicable Date, Mr. W. K. Yeung does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; and (iv) have any relationship with any other directors of the Company, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

4. Ms. Chen Weijie (陳維洁)

Ms. Chen Weijie (“**Ms. Chen**”), aged 43, was appointed as an independent non-executive Director on 30 April 2024.

Ms. Chen has over 12 years of experience in executive management, investment and corporate finance. Since July 2020, Ms. Chen has been appointed as the chief executive officer and responsible officer in Type 6 (advising on corporate finance) regulated activities of Vision Finance (Securities) Limited, a company principally engaging in provision of financial services, where she is responsible for the overall business development and provision of financial advice to listed companies. Before joining Vision Finance (Securities) Limited, from March 2018 to December 2019, Ms. Chen has been appointed as the executive director and responsible officer in Type 6 (advising on corporate finance) regulated activities of ZhongHua Finance Capital Company Limited, a company principally engaging in provision of financial services, where she is responsible for the overall business development and provision of financial advice to listed companies. Ms. Chen had also worked as senior management for several financial and securities companies including Legend Strategy International Holdings Group Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1355) from November 2016 to February 2018, Vision Finance (Securities) Limited from May 2013 to October 2016, China Private Equity Investment Holdings Limited between December 2010 and April 2013, China Fortune Group Limited (currently known as Go Fintech Innovation Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 290) from August 2009 to November 2010, and China Aircraft Leasing Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1848) from August 2008 to August 2009.

Ms. Chen served as an executive director of Finet Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8317) from October 2021 to August 2023, and served as an independent non-executive director of Chong Kin Group Holdings Limited (a company listed on the Stock Exchange, and was delisted on 28 March 2024, stock code: 1609) from June 2021 to March 2024 and of Ye Xing Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1941) since its listing on 13 March 2020.

Ms. Chen graduated from Guangdong University of Finance & Economics (previously known as Guangdong Business School (廣東商學院)) in Guangdong, the PRC in June 2004 with a bachelor’s degree in law. She also obtained a master of laws degree in international business law from the City University of Hong Kong in November 2005. She has been holding a Type 6 licence (advising on corporate finance) granted by the Hong Kong Securities and Investment Institute since July 2013.

Ms. Chen has entered into a service agreement with the Company for a term of three years from 30 April 2024 subject to retirement by rotation and re-election according to the Articles. Ms. Chen is entitled to receive an annual remuneration of HK\$240,000 per annum, which is determined with reference to a range of factors including her experience, duties and responsibilities within the Company and the prevailing market rate.

Save as disclosed in this circular, as at the Latest Practicable Date, Ms. Chen does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) have any relationship with any other directors of the Company, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

5. Ms. Lau Chui Ping Soey (柳翠萍)

Ms. Lau Chui Ping Soey (“Ms. Lau”), aged 42, was appointed as an independent non-executive Director on 30 April 2024.

Ms. Lau has been a fellow certified management accountant of the Institute of Certified Management Accountants, Australia since December 2016. Ms. Lau possesses more than 10 years of experience in accounting, internal control and compliance.

Prior to joining the Group, Ms. Lau served as an accounting manager of Ultima Healthcare Limited from February 2022 to April 2022. From November 2019 to February 2022, Ms. Lau worked in L. C. Industrial (Hong Kong) Limited as a financial controller. From February 2017 to April 2018, Ms. Lau worked in Crownwell Contracting (HK) Co., Ltd. as a compliance officer. From October 2015 to January 2017, Ms. Lau worked as the head of corporate & investor relations in FLS Engineering (HK) Ltd. From July 2014 to November 2015, Ms. Lau worked in Landmaster Associates & Valuer Ltd. as an assistant company secretary. From May 2011 to January 2013, Ms. Lau was the sole proprietor of Smart Accounting Services Company. From May 2010 to January 2011, Ms. Lau worked in Success International Bullion (H.K.) Ltd as a senior account executive. From November 2008 to June 2009, Ms. Lau worked in Luen Thai International Group Limited as an assistant business analyst. From March 2007 to May 2008, Ms. Lau worked as an auditor in KL CPA Limited. Since October 2023, Ms. Lau serves as an independent non-executive Director of Wenye Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1802).

Ms. Lau graduated from Staffordshire University in the United Kingdom in June 2006 with a Bachelor of Arts Degree in Accounting. She obtained a Professional Diploma for Legal Executives from the Hong Kong Institute of Vocational Education in July 2013 and a Master of Arts Degree in Legal Translation from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong) in November 2014. Ms. Lau further obtained a Graduate Diploma in English and Hong Kong Law awarded by Manchester Metropolitan University in the United Kingdom in September 2023.

Ms. Lau has entered into a service agreement with the Company for a term of three years from 30 April 2024 subject to retirement by rotation and re-election according to the Articles. Ms. Lau is entitled to receive an annual remuneration of HK\$240,000 per annum, which is determined with reference to a range of factors including her experience, duties and responsibilities within the Company and the prevailing market rate.

Save as disclosed in this circular, as at the Latest Practicable Date, Ms. Lau does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) have any relationship with any other directors of the Company, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

6. Mr. Shiu Shu Ming (蕭恕明)

Mr. Shiu Shu Ming (“**Mr. Shiu**”), aged 55, was appointed as an independent non-executive Director on 6 April 2022.

Mr. Shiu has more than 20 years’ experience in corporate finance, mergers and acquisitions, initial public offerings and fund-raising exercises in various ventures and projects with a deal portfolio covering private entities, the People’s Republic of China (the “**PRC**”) state-owned enterprises and publicly listed companies in Hong Kong, the PRC, Malaysia, Singapore and Indonesia. Mr. Shiu obtained a bachelor’s degree in accountancy from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) in 1993 and is a member of Hong Kong Institute of Certified Public Accountants. He is also a licensed person registered under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to carry out Type 6 (advising on corporate finance) regulated activity.

From March 2020 to September 2021, Mr. Shiu was appointed as a non-executive director of Golden Century International Holdings Group Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 91). From January 2023 to September 2023, Mr. Shiu was appointed as a non-executive Director of Allegro Culture Limited, whose share are listed on the Main Board of the Stock Exchange (stock code: 0550). From November 2022 to June 2023, Mr. Shiu was appointed as executive Director of Town Health International Medical Group Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 3886). From July 2022, Mr. Shiu was appointed as an executive Director of Orient Securities International Holdings Limited, whose shares are listed on the GEM of the Stock Exchange (stock code: 8001). From August 2023, Mr. Shiu was appointed as independent non-executive Director of Tianjin Construction Development Group Co., Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2515). From 10 December 2021, Mr. Shiu was appointed as a non-executive director of Oriental Payment Group Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange (stock code: 8613). Mr. Shiu was the responsible officer of Euto Capital Partners Limited from April 2015 to April 2022 and has been the responsible officer of Orient Securities Limited since April 2024.

Mr. Shiu has entered into a service agreement with the Company for a term of three years from 6 April 2022 subject to retirement by rotation and re-election according to the Articles. Mr. Shiu is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to a range of factors including his duties and responsibilities within the Company and the prevailing market rate.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Shiu does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) have any relationship with any other directors of the Company, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, there are no other matters relating to the re-election of the above Directors that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors in the AGM.

LISTING RULES FOR REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 990,512,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 99,051,200 Shares.

FUNDING AND IMPACT OF REPURCHASE

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles of Association of the Company, the Listing Rules and the applicable laws of the British Virgin Islands. The Company shall not purchase any of its Shares unless the Directors determine that immediately after such purchase the value of the Company's assets exceeds its liabilities and the Company is able to pay its debts as they fall due.

The Directors do not propose to exercise the Repurchase Mandate to such extent if it would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company. However, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022 (being the date to which the latest audited accounts of the Company have been made up) in the event that the Repurchase Mandate is exercised in full.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors will exercise the power of the Company to make purchases pursuant to the proposed resolution in relation to the Repurchase Mandate in accordance with the Listing Rules and the laws of the British Virgin Islands where the Company is incorporated.

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates currently intends to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

SHARES PURCHASES MADE BY THE COMPANY

The Company had not made any repurchase of the Shares during the six months prior to the Latest Practicable Date.

EFFECT UNDER THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained under section 336 of the SFO, Rainbow Lead Ventures Limited ("**Rainbow Lead**") is interested in 273,886,740 Shares, representing 27.65% of the voting rights of the Company. In the event that the Directors exercise in full the power to buy back Shares which are proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Rainbow Lead would be increased to 30.7%. As a result, Rainbow Lead and persons acting in concert with it are required to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Company has no present intention to exercise the Repurchase Mandate to such an extent that an obligation to make a general offer under the Takeovers Code will be triggered. The Directors have no intention to exercise the Repurchase Mandate to such extent that the public shareholding will fail to satisfy the minimum public float requirement of 25% of the total issued share capital of the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Price per share	
	Highest HK\$	Lowest HK\$
2023		
June	3.41	2.33
July	3.09	2.85
August	3.04	2.86
September	2.99	2.89
October	2.97	2.91
November	3.51	2.92
December	3.35	3.29
2024		
January	3.31	3.22
February	3.24	3.19
March	N/A	N/A
April	N/A	N/A
May	N/A	N/A
June	N/A	N/A
July (up to the Latest Practicable Date)	N/A	N/A

Note: At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 26 March 2024. On 12 April 2024, the Securities and Futures Commission has, under Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules, directed the Stock Exchange to suspend all dealings in the Shares from 9:00 a.m. on 15 April 2024. Trading in the Shares will remain suspended until further notice.

The following are the proposed amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Memorandum and Articles of Association. If the serial numbering of the provisions of the Memorandum and Articles of Association changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

Note: The Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
Memorandum of Association	
Heading	<p>TERRITORY OF THE BRITISH VIRGIN ISLANDS THE BVI BUSINESS COMPANIES ACT (AS AMENDED) (the "Act") FOURTH THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p>OF</p> <p><u>Amrita Global Development Tianyun International Holdings Limited</u> 甘露國際發展天韻國際控股有限公司</p> <p>(Approved by a special resolution of shareholders passed on the 1st day of December, 2022)</p> <p><u>A COMPANY LIMITED BY SHARES</u></p>
1.	<p>NAME</p> <p>The name of the Company is Amrita Global Development Tianyun International Holdings Limited <u>甘露國際發展天韻國際控股有限公司</u>.</p>
4.	<p>REGISTERED AGENT</p> <p>The first Registered Agent of the Company is OVERSEAS MANAGEMENT COMPANY TRUST (B.V.I.) LTD. and the current registered agent of the Company is CONYERS-CODAN TRUST COMPANY (BVI-B.V.I.) LIMITED LTD. of Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, British Virgin Islands VG1110.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)		
Articles of Association			
Cover Page	<p style="text-align: center;"><u>TERRITORY OF THE BRITISH VIRGIN ISLANDS</u> <u>THE BVI BUSINESS COMPANIES ACT (AS AMENDED)</u> <u>FOURTH THIRD AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;"><u>Amrita Global Development Tianyun International Holdings Limited</u> 甘露國際發展天韻國際控股有限公司</p> <p style="text-align: center;">(APPROVED BY A SPECIAL RESOLUTION OF SHAREHOLDERS PASSED ON THE 1ST DAY OF DECEMBER, 2022)</p>		
1.	(1)	WORD	MEANING
		“Company”	<u>Amrita Global Development</u> — <u>Tianyun International Holdings Limited</u> 甘露國際發展天韻國際控股有限公司.
		“ <u>electronic communication</u> ”	a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by other electron magnetic means or other similar means in any form through any medium.
	(2)	(g)	save as aforesaid, words and expressions defined in the Statutes shall bear the same meanings in these Articles if not inconsistent with the subject in the context; and
		(h)	references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; <u>and</u>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)	
	(i)	<u>references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</u>
15.	Every share certificate shall be issued under the Seal or a facsimile thereof and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates and may otherwise be in such form as the Directors may from time to time determine. The Seal seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority (unless such signature shall be dispensed with in accordance with Article 125). No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.	
42.	<u>The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.</u>	
94.	The Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal of the Company , execute any deed or instrument under their personal seal with the same effect as the affixation of the Company's Seal.	

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)	
140.	Subject to Article 141, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 50 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.	
149.	(1)	<u>Except as otherwise provided in these Articles, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Act and the rules of the Designated Stock Exchange from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</u>
	(2)	Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company or the Board to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or <u>electronic communication</u> and any such Notice and document may be <u>given</u> served or <u>issued</u> delivered by the <u>following means: Company or the Board on or to any Member either</u>
	(a)	<u>by serving it personally on the relevant person;</u> or

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)	
	(b)	by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website <u>or other contact details</u> supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member;
	(c)	by delivering or, leaving it at such that address as aforesaid; may also be served
	(d)	by <u>placing an</u> advertisement in <u>the</u> appropriate newspapers <u>or other publication and where applicable,</u> in accordance with the requirements of the Designated Stock Exchange; or, to the extent permitted by the applicable laws,
	(e)	by publishing <u>placing</u> it on the Company's website or the website of the Designated Stock Exchange <u>to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for obtaining of consent (including implied or deemed consent) from such person,</u> and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website;
	(f)	<u>by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u>
(3)	In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.	

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)	
	(4)	<u>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.</u>
150.	Any Notice or other document (<u>including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange</u>):	
	(a)	if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope <u>or wrapper</u> containing the same, properly prepaid and addressed, is put into the post. In in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
	(b)	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent, <u>except that any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice or document being served.</u> A Notice, document or publication if placed <u>or published</u> on the Company’s website or the website of the Designated Stock Exchange, <u>shall be deemed to have been given or served</u> by the Company to a Member on the day <u>which the Notice, document or publication first so appears following that on the relevant website, unless the rules of the Designated Stock Exchange specify which a different date. notice of availability is</u> <u>In such case, the deemed date of service shall be provided or required by the rules of the Designated Stock Exchange or any applicable laws or regulations served on the Member;</u>
	(c)	if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, or <u>transmission or publication</u> ; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, or <u>transmission, or publication</u> shall be conclusive evidence thereof; and

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Tianyun International Holdings Limited (the “**Company**”) will be held on Monday, 19 August 2024 at 11:00 a.m. at 10/F, Shum Tower, 268 Des Voeux Road Central, Sheung Wan, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To adjourn receiving, considering and adopting the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Dr. Wan Ho Yuen, Terence as an executive Director;
 - (b) To re-elect Mr. Yeung Wan Yiu as a non-executive Director;
 - (c) To re-elect Mr. Yeung Wing Keung as a non-executive Director;
 - (d) To re-elect Ms. Chen Weijie as an independent non-executive Director;
 - (e) To re-elect Ms. Lau Chui Ping Soey as an independent non-executive Director;
 - (f) To re-elect Mr. Shiu Shu Ming as an independent non-executive Director; and
 - (g) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint Elite Partners CPA Limited as auditors to the Company and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

4. “THAT:

- (a) subject to paragraph (c) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of Shares in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law of the British Virgin Islands or the Company’s articles of association to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the British Virgin Islands or the Company's articles of association to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."
6. "THAT conditional upon the passing of Resolutions No. 4 and No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution No. 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of the total number of Shares repurchased by the Company under the authority granted pursuant to Resolution No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this Resolution."

SPECIAL RESOLUTIONS

As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions of the Company:

7. "THAT subject to and conditional upon the approval of the Registrar of Corporate Affairs in the British Virgin Islands (the "**BVI Registrar**"), (i) the English name of the Company be and is hereby changed from "Tianyun International Holdings Limited" to "Amrita Global Development Limited" and the foreign character name in Chinese of the Company be and is hereby changed from "天韵國際控股有限公司" to "甘露國際發展有限公司" (the "**Change of Company Names**") from the date of entry of the new names of the Company on the register maintained by the BVI Registrar and (ii) any one director of the Company, the company secretary of the Company or the registered agent of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or make such arrangements as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the Change of Company Names and to attend to any necessary registration and/or filing for and on behalf of the Company."

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8. “**THAT** subject to and conditional upon the proposed Change of Company Names becoming effective and a certificate of incorporation on change of name being issued by the BVI Registrar, the memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 24 July 2024 (the “**Circular**”) and the fourth amended and restated memorandum and articles of association of the Company (the “**New M&A**”) in the form of the document marked “A” and produced to the AGM and for the purpose of identification initialed by the chairman of the AGM, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the New M&A of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect from the date that it is registered with the BVI Registrar; and that any one of the directors of the Company, the company secretary of the Company or the registered agent of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the adoption of the New M&A and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 24 July 2024

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

Principal place of business in Hong Kong:
Rooms 1406-1407,
14/F, Nan Fung Tower,
88 Connaught Road Central,
Central, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the board of the directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to 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 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

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4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, 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 holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint 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. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.
8. The transfer books and Register of Members of the Company will be closed from Wednesday, 14 August 2024 to Monday, 19 August 2024, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the Meeting, 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 4:30 p.m. on Tuesday, 13 August 2024.
9. Details of each of Dr. Wan Ho Yuen, Terence, Mr. Yeung Wan Yiu, Mr. Yeung Wing Keung, Ms. Chen Weijie, Ms. Lau Chui Ping Soey and Mr. Shiu Shu Ming proposed to be re-elected as a director of the Company at the Meeting are set out in Appendix I to this circular.
10. A form of proxy for use at the Meeting is enclosed.
11. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of the poll will be published on the websites of the Stock Exchange and of the Company in accordance with the Listing Rules.
12. References to time and dates in this notice are to Hong Kong time and dates.
13. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
14. 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 8:00 a.m. on Monday, 19 August 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.