

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

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.

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
- (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;
 - (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 “天韻國際控股有限公司” 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.”
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.
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.

As at the date of this notice, the Board comprises (i) Dr. Wan Ho Yuen, Terence as the executive Director; (ii) Mr. Yeung Wan Yiu (Chairman), Mr. Wong Yim Pan and Mr. Yeung Wing Keung as the non-executive Directors; and (iii) Ms. Chen Weijie, Ms. Lau Chui Ping Soey, Mr. Shiu Shu Ming, as the independent non-executive Directors.