

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)

PROXY FROM

Form of proxy for use at the Annual General Meeting of Tianyun International Holdings Limited (the "Company") to be held at 10/E, Shum Tower, 268 Des Voeux Road Central, Sheung Wan, Hong Kong on Monday, 19 August 2024 at 11:00am and at any adjournment of the meeting.

I/We,¹ _____
of _____
being holder(s) of² _____ shares of the Company hereby appoint³ the Chairman of the meeting
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 19 August 2024 at 11:00am or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Unless otherwise indicated, capitalised terms used herein shall have the meaning as those defined in the Company's circular dated 24 August 2024 (the "Circular").

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
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.	To re-elect the following directors of the Company:		
	(a) Dr. Wan Ho Yuen, Terence as an executive Director;		
	(b) Mr. Yeung Wan Yiu as a non-executive Director;		
	(c) Mr. Yeung Wing Keung as a non-executive Director;		
	(d) Ms. Chen Weijie as an independent non-executive Director;		
	(e) Ms. Lau Chui Ping Soey as an independent non-executive Director; and		
	(f) Mr. Shiu Shu Ming as an independent non-executive Director.		
	(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 of Directors to fix their remuneration.		
4.	To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent. of the total number of Shares in issue as at the date of this resolution.		
5.	To grant to the directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent. of the total number of Shares in issue as at the date of this resolution.		
6.	To include the number of shares repurchased by the Company to the number of Shares which may be allotted and issued by the Directors under the general mandate granted to the directors under Resolution No. 4.		
	SPECIAL RESOLUTIONS	FOR ⁴	AGAINST ⁴
7.	To approve the change in 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 be 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"), and that any one director of the Company, the company secretary of the Company or registered agent of the Company be and is hereby authorised to do all such things for the implementation of and giving effect to the Change of Company Names.		
8.	To approve the proposed amendments to the existing Memorandum of Association and Articles of Association of the Company and to adopt the fourth amended and restated Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum of Association and Articles of Association, and that any one director of the Company, the company secretary of the Company or registered agent of the Company be and is hereby authorised to do all such things for the implementation of and giving effect to the adoption of the fourth amended and restated Memorandum and Articles of Association.		

The description of these resolutions is by way of summary only. The full text appears in the notice convening the Annual General Meeting of the Company.

Dated this _____ day of _____ 2024. Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/E, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap. 486 ("PDPO"), which includes you and your proxy's name and address. Your and your proxy's Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy's Personal Data is on voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy's Personal Data. Your and your proxy's Personal Data will be disclosed or transferred to the Company's branch share registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose. By providing your proxy's Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.