

**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)**

### **PROPOSALS IN RELATION TO** **(1) GENERAL MANDATES TO** **ISSUE NEW SHARES AND REPURCHASE SHARES** **(2) RE-ELECTION OF DIRECTORS** **(3) AMENDMENTS TO THE MEMORANDUM AND** **ARTICLES OF ASSOCIATION AND ADOPTION OF** **THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION** **AND** **NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Units 1302-1303, 13/F, Ruttonjee House, 11 Duddell Street, Central, Hong Kong on Thursday, 1 December 2022 at 10:00 a.m. or any adjournment thereof as set out on pages 23 to 27 of this circular. 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 registrars, 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.

1 November 2022

|                 |
|-----------------|
| <b>CONTENTS</b> |
|-----------------|

|  | <i>Page</i> |
|--|-------------|
| <b>Definitions</b> .....   | 1           |
| <b>Letter from the Board</b> .....   | 3           |
| <b>Appendix I</b> - <b>Biographical Details of<br/>Directors Offering for Re-election</b> .....          | 8           |
| <b>Appendix II</b> - <b>Explanatory Statement</b> .....  | 15          |
| <b>Appendix III</b> - <b>Proposed Amendments to the Memorandum and<br/>Articles of Association</b> ..... | 18          |
| <b>Notice of Annual General Meeting</b> .....  | 23          |

## DEFINITIONS

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

|                           |  |
|---------------------------|--|
| “Amendments”              | the proposed amendments to the Memorandum and Articles of Association currently in force, details of which are set out in Appendix III to this circular  |
| “AGM”                     | the annual general meeting of the Company to be held at Units 1302-1303, 13/F, Ruttonjee House, 11 Duddell Street, Central, Hong Kong on Thursday, 1 December 2022 at 10:00 a.m. or any adjournment thereof; |
| “AGM Notice”              | the notice convening the AGM as set out on pages 23 to 27 of this circular;  |
| “Articles”                | the articles of association of the Company as amended from time to time;   |
| “associates”              | has the meaning ascribed to it under the Listing Rules;  |
| “Board”                   | the board of directors of the Company;   |
| “close associates”        | 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, the Shares of which are listed on the Main Board of the Stock Exchange;                 |
| “connected persons”       | has the meaning ascribed to it under the Listing Rules;  |
| “controlling shareholder” | has the meaning ascribed to it under the Listing Rules;  |
| “core connected persons”  | has the meaning ascribed to it under the Listing Rules;  |
| “Director(s)”             | the director(s) of the Company;  |
| “Group”                   | the Company and its subsidiaries;  |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong;   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China;   |
| “Issue Mandate”           | a general mandate and unconditional mandate proposed 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;          |

## DEFINITIONS

|  |   |
|--|---|
| “Latest Practicable Date”                    | 27 October 2022, 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;   |
| “Memorandum and Articles of Association”     | the second amended and restated memorandum and articles of association of the Company currently in force;   |
| “New Memorandum and Articles of Association” | the third amended and restated memorandum and articles of association incorporating the Amendments to be considered, and if thought fit, adopted by the Shareholders at the AGM;              |
| “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;              |
| “Repurchase Mandate”                         | a general mandate 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; |
| “SFO”  | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;  |
| “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”                    | 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**  
**天韵國際控股有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock code: 6836)**

*Executive Directors:*

Mr. Yang Ziyuan (*Chairman*)  
Mr. Yeung Wan Yiu (*Vice Chairman*)  
Mr. Sun Xingyu  
Ms. Lv Chunxia

*Non-executive Directors:*

Ms. Chu Yinghong  
Mr. Wong Yim Pan

*Independent Non-executive Directors:*

Mr. Liang Zhongkang  
Mr. Shiu Shu Ming  
Prof. Ye Xingqian

*Registered office:*

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

*Hong Kong Principal Place of Business:*

Unit 605, 6th Floor,  
Beautiful Group Tower,  
74-77 Connaught Road Central,  
Central, Hong Kong

1 November 2022

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSALS IN RELATION TO**  
**(1) GENERAL MANDATES TO**  
**ISSUE NEW SHARES AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) AMENDMENTS TO THE MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION AND ADOPTION OF**  
**THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate; (ii) furnish you with details of the retiring Directors proposed to be re-elected; (iii) set out an explanatory statement regarding the Repurchase Mandate; (iv) provide you with details of the proposed amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association; and (v) give you notice of the AGM.

## LETTER FROM THE BOARD

### 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 26 May 2021. 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.

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.

## LETTER FROM THE BOARD

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 75 of the Articles, Ms. Chu Yinghong, Mr. Wong Yim Pan and Mr. Liang Zhongkang will retire from office as Directors by rotation at the AGM and, being eligible, offer themselves for re-election.

Pursuant to Article 74(3) of the Articles, Mr. Yeung Wan Yiu, Ms. Lv Chunxia, Mr. Shiu Shu Ming and Professor Ye Xingqian will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

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

### PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes the Amendments for the purposes of, among others, (i) bringing the Memorandum and Articles of Association in line with amendments made to the Listing Rules and applicable laws of the British Virgin Islands; and (ii) making certain minor housekeeping amendments to the Memorandum and Articles of Association for the purpose of clarifying existing practice and making consequential amendments in line with the Amendments, subject to the passing of the special resolution by the Shareholders, with effect from the conclusion of the AGM. Details of the Amendments are set out in Appendix III of this circular.

The Company has been advised by its legal advisers that the Amendments and the adoption of the New Memorandum and Articles of Association conform to the requirements of the Listing Rules and do not violate the laws of the British Virgin Islands, respectively. The Company also confirms that there is nothing unusual about the Amendments to the Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association for a company listed on the Stock Exchange.

## LETTER FROM THE BOARD

### ARRANGEMENT FOR ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 10:00 a.m. on Thursday, 1 December 2022 or any adjournment thereof is set out on pages 23 to 27 of this circular to approve, among other things, the granting of the Issue Mandate, the Repurchase Mandate and the extension of Issue Mandate; the re-election of Directors and the adoption of the New Memorandum and Articles of Association.

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.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.tianyuninternational.com](http://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 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.

The transfer books and Register of Members of the Company will be closed from Monday, 28 November 2022 to Thursday, 1 December 2022, 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 Friday, 25 November 2022.

Pursuant to the Rule 13.39(4) of the Listing Rules, all the resolutions proposed to be approved at the AGM will be taken by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Company and the Stock Exchange in accordance with Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the adoption of the New Memorandum and Articles of Association 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.

## LETTER FROM THE BOARD

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

### 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 there are no other facts the omission of which would make any statement herein misleading.

By Order of the Board  
**Tianyun International Holdings Limited**  
**Yang Ziyuan**  
*Chairman and 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. Ms. Chu Yinghong (褚迎紅)**

Ms. Chu Yinghong (“**Ms. Chu**”), aged 62, was appointed as a non-executive Director on 10 November 2014. She is responsible for providing advice on strategic development of the Group. She joined the Group in January 2003 as a director of Shandong Tiantong Food Co.,Ltd. (山東天同食品). She is currently a member of the Strategic Development and Investment Committee of the Company.

Ms. Chu completed a course in Chinese Language and Literature in Shandong Radio and Television University (山東廣播電視大學) in November 1988. Prior to joining the Group, she has been employed by Linyi Carrie Enterprises Company (臨沂凱利實業公司) as an assistant engineer during the period of July 1993 and July 1996. Since September 2000, she has been the deputy general manager, general manager and the chairman of the board of Linyi Jinhua Food Company Limited. Ms. Chu is also the director of a number of subsidiaries of the Company.

Ms. Chu is the wife of Mr. Yang Ziyuan, the Chairman and an executive Director of the Company and is deemed to be interested in 198,180,260 Shares, representing 20.01% of the Shares beneficially owned by Mr. Yang. Ms. Chu has entered into a service agreement with the Company for a term of three years commencing from 16 June 2021 subject to the early termination provisions contained therein. Ms. Chu is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to her duties and responsibilities within the Company.

Save as disclosed in this circular, as at the Latest Practicable Date, Ms. Chu 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, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

**2. Mr. Wong Yim Pan (黃炎斌)**

Mr. Wong Yim Pan (“**Mr. Wong**”), aged 55, was appointed as a Director on 10 November 2014 and re-designated as a non-executive Director on 16 June 2015. He is responsible for providing advice on strategic development of the Group. Mr. Wong is currently a member of the Strategic Development and Investment Committee of the Company.

Mr. Wong graduated from The University of Hong Kong with a degree of bachelor of science in engineering in 1989. He obtained a master degree in business administration from The Chinese University of Hong Kong in 1992. Mr. Wong is a member of Hong Kong Institute of Certified Public Accountants, a fellow of The Association of Chartered Certified Accountants and The Institute of Chartered Accountants in England & Wales, and an associate of The Chartered Institute of Management Accountants and The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries). He is also a CFA charter holder of the CFA Institute and a member of The Association of Corporate Treasurers. Mr. Wong has around 30 years of experiences in audit, internal audit and project analysis and management in Hong Kong and the PRC. He has worked for companies such as Coopers & Lybrand (now known as PricewaterhouseCoopers), New World Infrastructure Limited, Alcatel-Lucent, Shui On Land Limited, Ocean Equity Partners Limited, and is now a consultant with Sync Corporate Consultancy Limited.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing from 16 June 2021 subject to the early termination provisions contained therein. Mr. Wong 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.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Wong 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). Mr. Wong does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

**3. Mr. Liang Zhongkang (梁仲康)**

Mr. Liang Zhongkang (“**Mr. Liang**”), aged 78, was appointed as an independent non-executive Director on 16 June 2015. Mr. Liang is currently a member of the Audit Committee, Nomination Committee and Strategic Development and Investment Committee of the Company, and is the chairman of the Remuneration Committee of the Company.

Mr. Liang completed a course in food engineering in Wuxi Institute of Light Industry (無錫輕工業學院) (now known as Jiangnan University (江南大學)) in August 1968. He was conferred as a senior engineer by China Light Industry Association (中國輕工總會) in December 1993. He is currently a China Canned Food Industrial Technical Expert.

Mr. Liang worked as a senior engineer in the division of food and paper manufacturing of China Light Industry Association (中國輕工總會) from July 1987 to December 2000. He was the chairman of the executive committee of China Canned Food Industry Association (中國罐頭工業協會), and he was an independent director of ORG Packaging Co., Ltd. (奧瑞金包裝股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002701), from January 2011 to June 2017.

Mr. Liang has signed an appointment letter with the Company for a term of three years commencing from 16 June 2021 subject to the early termination provisions contained therein. Pursuant to the appointment letter, his basic annual remuneration is HK\$144,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Liang 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, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Liang does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

**4. Mr. Yeung Wan Yiu (楊雲耀)**

Mr. Yeung Wan Yiu (“**Mr. Yeung**”), aged 45, was appointed as an executive Director on 21 April 2022. He is currently a member of the Strategic Development and Investment Committee of the Company.

Mr. Yeung is the Co-Founder of GLAM Capital Limited. Mr. Yeung has years of corporate management experience. He has over 20 years of global financial market experiences and is well versed in the market knowledge.

Rainbow Lead Ventures Limited (“**Rainbow Lead**”) is the registered owner of 263,914,740 Shares, representing approximately 26.64% of its total issued share capital. Therefore, Rainbow Lead is the substantial shareholder (as defined in the Listing Rules) of the Company. Mr. Yeung owns the entire issued share capital of Rainbow Lead where he is also a director. As such, Mr Yeung is deemed to be interested in 263,914,740 Shares within the meaning of Part XV of the SFO.

Pursuant to a service agreement entered into between Mr. Yeung and the Company, his appointment shall commence on 21 April 2022 for a term of three years and is subject to retirement by rotation and re-election according to the Articles. He will be entitled to an annual remuneration of HK\$144,000 for being an executive director of the Company, which is determined with reference to his duties and responsibilities and prevailing market rate.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. 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, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

#### 5. **Mr. Shiu Shu Ming (蕭恕明)**

Mr. Shiu Shu Ming (“**Mr. Shiu**”), aged 53, was appointed as an independent non-executive Director on 6 April 2022. Mr. Shiu is currently the chairman of the Audit Committee of the Company and a member of the Remuneration Committee, the Nomination Committee and the Strategic Development and Investment Committee of the Company.

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 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 SFO 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). Mr. Shiu was appointed as a non-executive director and redesignated as an executive director of Orient Securities International Holdings Limited, whose shares are listed on the GEM of the Stock Exchange (stock code: 8001), on 10 June 2022 and 5 July 2022, respectively. Mr. Shiu has also been appointed as (i) a non-executive director of Oriental Payment Group Holdings Limited (whose shares are listed on GEM of the Stock Exchange (stock code: 8613)) since December 2021 and (ii) a joint company secretary of China Smartpay Group Holdings Limited (whose shares are listed on GEM of the Stock Exchange (stock code: 8325)), since October 2020.

Pursuant to an appointment letter entered into between Mr. Shiu and the Company, his appointment shall commence on 6 April 2022 for a term of three years and is subject to retirement by rotation and re-election according to the Articles. He will be entitled to an annual remuneration of HK\$144,000 for being an independent non-executive director of the Company, which is determined with reference to his duties and responsibilities and 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; and (iii) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules. Mr. Shiu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

#### 6. Professor Ye Xingqian (葉興乾)

Professor Ye Xingqian (“**Prof. Ye**”), aged 60, was appointed as an independent non-executive Director on 18 June 2022. Prof. Ye is currently a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Prof. Ye is a second grade professor at the Faculty of Biological System Engineering and Food Science\* (浙江大學生物系統工程與食品科學學院) of Zhenjiang University (“ZJU”), a doctorate tutor, the chief of the Food and Nutrition Research Centre of ZJU\* (浙江大學食物與營養研究中心主任), the chief of the Central Plains Research Centre of ZJU\* (浙江大學中原研究院院長). He is also the chief of Zhejiang Provincial Agricultural Product Processing, Ministry of Agriculture Agricultural Product Storage and Preservation Quality Safety Risk Assessment (Hangzhou) Laboratory\* (浙江省農產品加工、農業部農產品貯藏保鮮質量安全風險評估(杭州)實驗室主任). He is a recipient of State Council Special Grant. He was the person-in-charge of the Faculty of Food Science and Engineering of ZJU\* (浙江大學食品科學與工程學科負責人), the chief of Agricultural Technology Promotion Centre of ZJU\* (浙江大學農業技術推廣中心主任), vice dean of the Faculty of Biological System Engineering and Food Science\* (生物系統工程與食品科學學院副院長) and vice dean of New Agricultural Village Development Research Centre\* (新農村發展研究院副院長). Prof. Ye has been working in the food processing industry for more than 30 years. He has attained industrialisation in food processing. He led more than 20 major science research and development projects of the Chinese State Foundation, Ministry of Science of the People’s Republic of China, and Zhejiang Provincial Government. He owns more than 70 patents and published approximately 300 articles. He is also the author of more than 20 books. His book entitled “Craftsmanship of Fruit and Vegetable Processing” \* (《果蔬加工工藝學》) was listed as a 21st century national teaching material by China. He has received two second class national prizes of China, six first class provincial prizes, four second class provincial prizes.

Pursuant to an appointment letter entered into between Prof. Ye and the Company, his appointment shall commence on 18 June 2022 for a term of three years and is subject to retirement by rotation and re-election according to the Articles. He will be entitled to an annual remuneration of HK\$144,000 for being an independent non-executive director of the Company, which is determined with reference to his duties and responsibilities and the prevailing market rate.

Save as disclosed in this circular, as at the Latest Practicable Date, Prof. Ye 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, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules). Prof. Ye does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

#### 7. Ms. Lv Chunxia (呂春霞)

Ms. Lv Chunxia (“Ms. Lv”), aged 58, was appointed as an executive Director on 25 October 2022. She is the deputy general manager who joined the Group in January 2003, being responsible for product quality inspection and product development of the Group.

Ms. Lv completed a course in Chinese Language and Literature in Shandong Radio and Television University\* (山東廣播電視大學) in July 1988. Between December 1980 and January 2003, Ms. Lv acted as a quality inspector, the director of quality inspection and the deputy director of quality of Linyi Cannery\* (臨沂罐頭廠). She has been accredited as the Expert of Canned Food Technology Committee of China National Food Industry Association\* (中國食品工業協會罐藏食品科技工作委員會專家委員) for four consecutive sessions since August 2002. She has also been appointed as a committee member of the third Expert Committee of Canned Food Technology Committee of China Canned Food Industry Association\* (中國罐頭工業協會科技工作委員會第三屆委員會專家委員) in May 2010. In November 2017, she was appointed as a member of the canning sub-Technical committee of the National Technical Committee of Food Industry Standardization\* (全國食品工業標準化技術委員會罐頭分技術委員會委員). She was awarded the title of Outstanding Technical Expert of China Canning Industry\* (中國罐頭行業優秀技術專家稱號) in November 2018. In 2021, Ms. Lv was elected as secretary general of Export Canned Product Branch of Shandong Entry-Exit Inspection & Quarantine Association\* (山東出入境檢驗檢疫協會出口罐頭分會), and became a member of the 5th National Technical Committee on Food Industry of Standardization Administration, Canned Product Branch Committee\* (第五屆全國食品工業標準化技術委員會罐頭分技術委員會) and she was also awarded the title of “‘Thirteenth Five-Year’ Excellent Individual in Technological Innovation of National Light Industry”\* (「十三五」輕工行業科技創新先進個人) by China National Light Industry Council\* (中國輕工業聯合會). In 2022, she became a deputy chief member of Food Expert Technical Committee of Shandong Entry-Exit Inspection & Quarantine Association\* (山東出入境檢驗檢疫協會食品專家技術委員會).

\* For identification only

Ms. Lv has entered into a service agreement with the Company for a term of three years commencing from 25 October 2022 subject to early termination provisions contained therein. Ms. Lv will be entitled to an annual remuneration of HK\$144,000 for being an executive director of the Company, which is determined with reference to her duties and responsibilities and prevailing market rate.

Save as disclosed in this circular, as at the Latest Practicable Date, Ms. Lv 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). Ms. Lv 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 above, there is no other information relating to each of the retiring Directors' re-election which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

*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 Memorandum and Articles of Association, the Listing Rules and the applicable laws of the British Virgin Islands. As compared with the financial position of the Company as at 31 December 2021 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

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 of the Company.

## **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 earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the British Virgin Islands and in accordance with the Memorandum and Articles of Association.

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 repurchased Shares on the Stock Exchange during the six months preceding the Latest Practicable Date.

## EFFECT OF 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 263,914,740 Shares, representing 26.64% 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 29.60%. As a result, Rainbow Lead and persons acting in concert with it are not required to make a mandatory offer under Rule 26 of the Takeovers Code, 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

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2022. The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous eighteen months up to the Latest Practicable Date were as follows:

|   | Price per share        |                       |
|---|------------------------|-----------------------|
|   | Highest<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| <b>2021</b>                                 |                        |                       |
| April                                       | 1.73                   | 1.58                  |
| May   | 1.83                   | 1.59                  |
| June  | 1.83                   | 1.59                  |
| July  | 1.65                   | 1.47                  |
| August                                      | 1.68                   | 1.48                  |
| September                                   | 1.59                   | 1.41                  |
| October                                     | 1.52                   | 1.38                  |
| November                                    | 1.62                   | 1.43                  |
| December                                    | 1.54                   | 1.46                  |
| <b>2022</b>                                 |                        |                       |
| January                                     | 1.54                   | 1.39                  |
| February                                    | 1.61                   | 1.36                  |
| March                                       | 1.60                   | 1.30                  |
| April                                       | N/A                    | N/A                   |
| May   | N/A                    | N/A                   |
| June  | N/A                    | N/A                   |
| July  | N/A                    | N/A                   |
| August                                      | N/A                    | N/A                   |
| September                                   | N/A                    | N/A                   |
| October (up to the Latest Practicable Date) | N/A                    | N/A                   |

*A summary of details of the proposed major amendments to the Memorandum and Articles of Association as a result of the adoption of the New Memorandum and Articles of Association are as follows (for reference purposes, marked up against the Memorandum and Articles of Association, where applicable):*

## SUMMARY OF AMENDMENTS

### Articles 7 and 8

- (1) By re-numbering the original Article 7(1) as Article 7, and re-numbering the original Article 7(2) as Article 8.
- (2) By deleting the original Article 8 in its entirety.

### Article 47

- (3) By deleting Article 47 in its entirety and replacing it with the following:

“47. An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles App.3  
14(1) ~~(within a period of not more than fifteen (15) months after the holding of the last preceding and such annual general meeting or not more than eighteen months after the date of adoption of these Articles, the Company’s financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.”~~

### Article 49

- (4) By deleting Article 49 in its entirety and replacing it with the following:

“49. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the issued shares of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting for a day not more than twenty-eight (28) days after the date on which the notice convening the meeting is given, the requisitionist(s) himself (themselves), or any of them representing more than one-half of the total voting rights of all of them, may do so in the same manner but any meeting so convened shall not be held after the expiration of three (3) months from the date of deposit of requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.” App.3  
14(5)

**Article 50**

- (5) By deleting the first paragraph of Article 50(1) in its entirety and replacing it with the following:

"50(1). An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days.~~ All other general meeting (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:"

App.3  
14(2)

**Article 64**

- (6) By re-numbering the original Article 64(2) as Article 64(3), and adding the following as new Article 64(2):

"64(2). All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration."

App.3  
14(3)

**Article 74**

- (7) By deleting Article 74(3) in its entirety and replacing it with the following:

"74(3). The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director ~~appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board~~ so appointed shall hold office ~~only~~ until the next following annual general meeting of the Company and shall then be eligible for re-election."

App.3  
4(2)

**Article 91**

(8) By deleting Article 91(1) in its entirety and replacing it with the following:

"91.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board ~~in respect of approving any contract, transaction, or arrangement or any other proposal in which he or any of his close associates has a material interest~~ is materially interested, but this prohibition shall not apply to any of the following matters namely:

App.3  
4(1)

- ~~(i) any contract, transaction, arrangement or proposal for~~
- (i) the giving of any security or indemnity either:
  - (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (b) (ii) any contract, transaction, arrangement or proposal for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) (iii) any contract, transaction, arrangement or proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- (iv) ~~any contract, transaction, arrangement or proposal in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or~~
- (v)
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
- (b) the adoption, modification or operation of a pension fund or retirement, death, or disability benefits scheme which relates ~~both to Director~~ the Director, his close ~~associates~~ associate(s) and ~~employees~~ employee(s) of the Company or ~~of~~ any of its subsidiaries and does not provide in respect of any Director, or his close ~~associates~~ associate(s), as such any privilege or advantage not generally accorded to the ~~employees~~ class of persons to which such scheme or fund relates;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company."

### Article 143

- (9) By deleting Article 143(3) in its entirety and replacing it with the following:

"143(3). The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ ordinary resolution remove the Auditors at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term."

App.3  
17

**Articles 146**

(10) By deleting Article 146 in its entirety and replacing it with the following:

146. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 143(3), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 143(3) at such remuneration to be determined by the Members under Article 145."

~~146. If the office of auditor becomes vacant by the resignation or death of the Auditors, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene an extraordinary general meeting to fill the vacancy."~~

**Articles 153**

(11) By deleting Article 153 in its entirety and replacing it with the following:

~~"153(1). The~~Subject to Article 153(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up."

(2) A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.

## 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 at Units 1302-1303, 13/F, Ruttonjee House, 11 Duddell Street, Central, Hong Kong on Thursday, 1 December 2022 at 10:00 a.m. to transact the following businesses:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2021 together with the reports of the directors of the Company (the “Directors”) and auditors thereon.
2.
  - (a) To re-elect Ms. Chu Yinghong as non-executive Director;
  - (b) To re-elect Mr. Wong Yim Pan as non-executive Director;
  - (c) To re-elect Mr. Liang Zhongkang as independent non-executive Director;
  - (d) To re-elect Mr. Yeung Wan Yiu as executive Director;
  - (e) To re-elect Mr. Shiu Shu Ming as independent non-executive Director;
  - (f) To re-elect Professor Ye Xingqian as independent non-executive Director;
  - (g) To re-elect Ms. Lv Chunxia as executive Director; and
  - (h) To authorize the board of Directors to fix the Directors’ remuneration.
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

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**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 (“**Articles of Association**”) 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

## NOTICE OF ANNUAL GENERAL MEETING

- (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 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. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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 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. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**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."

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTION

7. To consider as special business and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the second amended and restated memorandum and articles of association (the “**Existing Memorandum and Articles of Association**”) of the Company be amended in the manner as set out in Appendix III to the circular of the Company dated 1 November 2022 (the “**Circular**”); the third amended and restated memorandum and articles of association (the “**New Memorandum and Articles of Association**”) of the Company, a copy of which has been produced to the meeting and marked “A” and signed by the chairman of this meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association of the Company; and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association of the Company and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the British Virgin Islands and Hong Kong.”

By Order of the Board  
**Tianyun International Holdings Limited**  
**Yang Ziyuan**  
*Chairman and Executive Director*

Hong Kong, 1 November 2022

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

*Hong Kong Principal Place of Business:*  
Unit 605, 6th Floor,  
Beautiful Group Tower,  
74-77 Connaught Road Central,  
Central,  
Hong Kong

*Notes:*

1. Any member of the Company entitled to 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.

## NOTICE OF ANNUAL GENERAL MEETING

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. 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 to the circular of the Company dated 1 November 2022.
7. References to dates and time in this notice are to Hong Kong dates and time.
8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the Company’s website ([www.tianyuninternational.com](http://www.tianyuninternational.com)) and the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and venue of the rescheduled meeting.
9. The transfer books and Register of Members of the Company will be closed from Monday, 28 November 2022 to Thursday, 1 December 2022, 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 Friday, 25 November 2022.
10. Details of each of the retiring Directors proposed to be re-elected as a director of the Company at the Meeting are set out in Appendix I to this circular.
11. A form of proxy for use at the Meeting is enclosed.

*As at the date of this notice, the Board comprises (i) Mr. Yang Ziyuan (Chairman), Mr. Yeung Wan Yiu (Vice Chairman), Mr. Sun Xingyu and Ms. Lv Chunxia as the executive Directors; (ii) Ms. Chu Yinghong and Mr. Wong Yim Pan as the non-executive Directors; and (iii) Mr. Liang Zhongkang, Mr. Shiu Shu Ming and Prof. Ye Xingqian as the independent non-executive Directors.*