

China TianYF Holdings Group Limited

中國天億福控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8196)

Form of Proxy for use at the Annual General Meeting (the “Meeting”) to be held on Wednesday, 10 May 2023 (or any adjournment thereof)

I/We (Note 1) _____

of _____

being the registered holders of (Note 2) _____ shares of HK\$0.01 each in the capital of China TianYF Holdings Group Limited (the “Company”), HEREBY APPOINT (Note 3) 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 said Meeting of the Company to be held at 5/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (Note 4)		FOR (Note 5)	AGAINST (Note 5)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the auditors of the Company for the year ended 31 December 2022;		
2.	To re-elect Mr. Xie Yang as an executive Director and to authorise the Board to fix his remuneration;		
3.	To re-elect Ms. Bai Shuang as an independent non-executive Director and to authorise the Board to fix her remuneration;		
4.	To re-elect Mr. Ha Cheng Yong as an independent non-executive Director and to authorise the Board to fix his remuneration;		
5.	To re-appoint Zhonghui Anda CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration;		
6.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this resolution;		
7.	To grant a general mandate to the Directors to buy back the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this resolution; and		
8.	To extend the general mandate granted by resolution numbered 6 by adding the shares bought back pursuant to the general mandate granted by resolution no. 7.		
SPECIAL RESOLUTION (Note 4)			
9.	To adopt the second amended and restated memorandum of association and the second amended and restated articles of association of the Company.		

Signature (Note 6): _____

Date: _____ 2023

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- 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, strike out “the Chairman of the Meeting or” here inserted 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 WHO SIGNS IT.**
- The above description of the proposed resolutions is by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE AN “✓” IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the register of members of the Company in respect of the joint holding is entitled to vote at the Meeting.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged by post or by hand at 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 adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its share registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.