



TIAN YUAN GROUP HOLDINGS LIMITED

天源集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6119)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (AND AT ANY ADJOURNMENT THEREOF) TO BE HELD ON 23 MAY 2019

I/We^(Note 1) _____
of _____
being the registered shareholder(s) of ^(Note 2) _____ ordinary shares of HK\$0.01 each in the share capital of Tian Yuan Group Holdings Limited (the “**Company**”), hereby appoint ^(Note 3) _____
of _____
or, failing him/her, the chairman of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at the annual general meeting (“**Meeting**”) of the Company to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 23 May 2019 at 11:00 a.m. and at any adjournment thereof on the under-mentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “ Directors ”) and auditor of the Company for the year ended 31 December 2018.		
2.	(a) To re-elect Mr. Yang Jinming as an executive Director.		
	(b) To re-elect Ms. Tong Wai Man as an executive Director.		
	(c) To re-elect Mr. Su Baihan as an executive Director.		
	(d) To re-elect Mr. Yang Fan as a non-executive Director.		
	(e) To re-elect Mr. Pang Hon Chung as an independent non-executive Director.		
	(f) To re-elect Professor Wu Jinwen as an independent non-executive Director.		
	(g) To re-elect Mr. Huang Yaohui as an independent non-executive Director.		
	(h) To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.		
3.	To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the Board to fix their remuneration.		
4.	To approve the proposed final dividend of RMB0.013 per ordinary share for the year ended 31 December 2018.		
5.	To grant an unconditional general mandate to the Directors to allot, issue and otherwise deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company (the “ Issue Mandate ”).		
6.	To grant an unconditional general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company.		
7.	To extend the Issue Mandate by the number of Shares repurchased by the Company		

Dated the _____ day of _____, 2019

Signature: _____ ^(Notes 5, 6, 7 and 8)

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK LETTERS**.
2. 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).
3. Any member 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. If you wish to appoint some person other than the chairman of the meeting as your proxy, please delete the words or, failing him/her/it "the chairman of the meeting" and insert the name and address of the person appointed proxy in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK ("✓") THE BOXES MARKED "AGAINST"**. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
7. In order to be valid, this form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, (the "**Branch Register**") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the Meeting or adjourned meeting. Completion and return of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
8. Any alteration made to this form should be duly initialed by the person who signs the form.
9. The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.

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 form of proxy (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 Branch 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 Company/Branch Register at the above address.