



天立国际控股有限公司 Tianli International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1773)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 27 SEPTEMBER 2024

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.1 each in the capital of Tianli International Holdings Limited (the “Company”), HEREBY APPOINT the chairman of the meeting or³ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (or at any adjournment thereof) (the “Meeting”) of the Company to be held at Conference Room 4, 3rd Floor, JW Marriott Hotel, 6005 Shennan Boulevard, Futian District, Shenzhen, Guangdong Province, China on Friday, 27 September 2024 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		For ^(Note 4)	Against ^(Note 4)
1.	“THAT: the execution of (i) the construction framework agreement dated 17 July 2024 (the “2024 School Construction Framework Agreement”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose) and (ii) the construction supplemental framework agreement dated 16 August 2024 (the “2024 School Construction Supplemental Framework Agreement”) (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose), both entered into between Shenzhen Tianli Education Investment Co., Ltd. (神州天立教育投資有限責任公司) and Sichuan Nanyuan Construction Co., Ltd. (四川南苑建設有限公司) by any director(s) of the Company be and is hereby approved, confirmed and ratified; any director(s) of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of the 2024 School Construction Framework Agreement/2024 School Construction Supplemental Framework Agreement and the transactions contemplated thereunder; and the annual caps for each of the three years ending 31 August 2027 for the transactions contemplated under the 2024 School Construction Framework Agreement/2024 School Construction Supplemental Framework Agreement as set out in the circular of the Company dated 6 September 2024 be and are hereby approved.”		
SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)
2.	“THAT: (a) the proposed amendments (the “Proposed Amendments”) to the second amended and restated memorandum and articles of association of the Company (the “Existing M&A”), the details of which are set out in Appendix II to the circular of the Company dated 6 September 2024, be and are hereby approved; (b) the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “New M&A”), a copy of which has been produced to this meeting and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing M&A with immediate effect; and (c) any director or company secretary of the Company be and is hereby authorized to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong, respectively.”		

Signature⁵: _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to vote or abstain at he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorised.
- In the case of joint holders the vote of a senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.