



TIANLI HOLDINGS GROUP LIMITED
天利控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 117)

PROXY FORM

Form of proxy for use by shareholders at the Annual General Meeting to be convened at Empire Room I, Empire Hotel Hong Kong - Wan Chai, 1/F, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 5 June 2019 at 11:00 a.m.

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ shares of HK\$0.01 each of Tianli Holdings Group Limited (the "Company")
hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy (note 3) at the Annual General Meeting of the Company to be held at Empire Room I, Empire Hotel Hong Kong - Wan Chai, 1/F, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 5 June 2019 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with a "✓" in the appropriate boxes how you wish your vote(s) to be cast on a poll.

RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor for the year ended 31 December 2018.		
2.	(a) to re-elect Mr. Zhou Chunhua as Director.		
	(b) to re-elect Mr. Jing Wenping as Director.		
	(c) to re-elect Mr. Xu Xuechuan as Director.		
	(d) to re-elect Mr. Chou, Benjamin Bang Yi as Director.		
	(e) to authorise the board of Directors to fix the Directors' remuneration.		
3.	to re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with the Company's shares, in terms as set out in ordinary resolution no. 4 in the notice of the Annual General Meeting.		
5.	To grant a general mandate to the Directors to repurchase the Company's shares, in terms as set out in ordinary resolution no. 5 in the notice of the Annual General Meeting.		
6.	To approve the extension of the general mandate to be granted to the Directors to allot, issue and deal with the Company's shares, in terms as set out in ordinary resolution no. 6 in the notice of the Annual General Meeting.		

Shareholder's signature _____ (notes 5 and 6) Date: _____

Notes:

- Full name(s) and address(es) are to be inserted 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 Annual General Meeting is preferred, please strike out "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Annual General Meeting will act as your proxy. The proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to cast your vote at his/her discretion in respect of that resolution. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Annual General Meeting other than those referred to in the Notice of the Annual General Meeting.
- In the case of joint holders of any shares of the Company, this form of proxy may be signed by any joint holder, but if more than one of such joint holders be present at the Annual General Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- 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.
- 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 of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof.
- Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the Annual General Meeting and in such event, this form of proxy shall be deemed to be revoked.
- Notice of the Annual General Meeting is contained in the circular of the Company dated 26 April 2019 which is sent to the shareholders together with this form of proxy.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Share Registrars of the Company) unless it is a requirement 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 purposes.
- You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.