



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 FOR ANNUAL GENERAL MEETING

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares
of HK\$0.01 each in the share capital of Tianli Holdings Group Limited (the “Company”) **HEREBY APPOINT**⁽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 Annual General Meeting of the Company to be held at Portion 02, 12/F, The
Center, 99 Queen’s Road Central, Hong Kong on Thursday, 20 June 2024 at 12:00 p.m. and at any adjournment thereof on the undermentioned resolutions as
indicated under.

	ORDINARY RESOLUTIONS ⁽⁹⁾	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and of the independent auditor for the year ended 31 December 2023.		
2.	(a) to re-elect Mr. Zhou Chunhua as executive Director. (b) to re-elect Mr. David Tsoi as independent non-executive Director.		
3.	to authorise the board of Directors to fix the Directors’ remuneration.		
4.	to re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with the shares of the Company.		
6.	To grant a general mandate to the Directors to repurchase the shares of the Company.		
7.	To extend the general mandate to be granted to the Directors to allot, issue and deal with the shares of the Company.		

Signature⁽⁶⁾ _____

Date: _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. 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 PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete 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.
5. In the case of joint holders of any shares of the Company, this proxy form 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.
6. The proxy form 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 proxy form 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof.
8. Completion and delivery of this proxy form shall not preclude a shareholder from attending and voting in person at the Annual General Meeting and in such event, this proxy form shall be deemed to be revoked.
9. The full text of the resolutions is set out in the Notice of Annual General Meeting dated 29 April 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”). Your supply of Personal Data to the Company is on a voluntary basis. However, failure to provide the Personal Data may result in the Company being unable to process your appointment of proxy and instructions (the “Purposes”). Your Personal Data will not be disclosed or transferred to any party outside the Company or its share registrar in Hong Kong unless it is required by law, and will be retained for such period as may be necessary to fulfil the Purposes. You have the right to request for access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing to the Company at Suites 2711-12, 27/F, The Center, 99 Queen’s Road Central, Hong Kong.