



# 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 (the “Meeting”) to be convened at the Seminar room, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Monday, 5 June 2017 at 11:00 a.m. (“AGM”)**

I/We (note a) \_\_\_\_\_

of \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ (note b) 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 c) at the AGM to be held at the Seminar room, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Monday, 5 June 2017 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

| RESOLUTIONS |   | FOR | AGAINST |
|-------------|---|-----|---------|
| 1.          | To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and that of the auditor for the year ended 31 December 2016.                              |     |         |
| 2.          | (a) to re-elect Mr. Jing Wenping as Director;   |     |         |
|             | (b) to re-elect Mr. Xue Hongjian as Director;   |     |         |
|             | (c) to re-elect Mr. Chan Chi On, Derek as Director;   |     |         |
|             | (d) to re-elect Mr. To Yan Ming, Edmond as Director; and  |     |         |
|             | (e) to authorise the board of Directors to fix the Directors’ remuneration.   |     |         |
| 3.          | to re-appoint Crowe Horwath (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 AGM.                                    |     |         |
| 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 AGM.  |     |         |
| 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 AGM. |     |         |

Shareholder’s signature \_\_\_\_\_ (notes e, f, g and h) Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2017

**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).
- 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 “the Chairman of the Meeting or” and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the box(es) marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the box(es) 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 AGM other than those set out in the notice convening the AGM.
- 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 AGM, 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.
- 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 any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time of the AGM or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.