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天立教育国际控股有限公司
Tianli Education International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1773)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Tianli Education International Holdings Limited (the “**Company**”) will be held at Sichuan Room, 3/F, Futian Shangri-La Hotel, Shenzhen, 4088 Yi Tian Road, Futian District, Shenzhen, China on Wednesday, 13 October 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

THAT

- “1. the execution of the construction services agreement dated 9 September 2021 (the “**2021 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) entered into between Tianli Education and Sichuan Nanyuan Construction Co., Ltd. (“**Nanyuan Construction**”) (四川南苑建设有限公司) by any director(s) of the Company be and is hereby approved, confirmed and ratified and 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 2021 School Construction Framework Agreement and the transactions contemplated thereunder; and the further annual caps for the three years ending 31 August 2024 (the “**Annual Caps**”) in relation to the purchase of construction services from Nanyuan Construction under the 2021 School Construction Framework Agreement as set out in the circular of the Company dated 20 September 2021 be and are hereby approved.”

By Order of the Board

Tianli Education International Holdings Limited

LUO Shi

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 20 September 2021

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 8 October 2021 to Wednesday, 13 October 2021, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 7 October 2021.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
5. As at the date of this notice, the Board comprises Mr. LUO Shi as chairman and executive Director, Ms. YANG Zhaotao and Mr. WANG Rui as executive Directors, Mr. TIAN Mu as non-executive Director and Mr. LIU Kai Yu Kenneth, Mr. YANG Dong and Mr. CHENG Yiqun as independent non-executive Directors.