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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Tianli International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PROPOSALS FOR (1) GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Tianli International Holdings Limited to be held at Chengdu Pidun Tianli School, No. 599 Gang Hua Road, Pidun District, Chengdu, Sichuan Province, China on Tuesday, 16 January 2024 at 10:00 a.m., at which, among other things, the above proposals will be considered, is set out on pages 17 to 20 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tianli International Holdings Limited's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at Chengdu Pidu Tianli School, No. 599 Gang Hua Road, Pidu District, Chengdu, Sichuan Province, China on Tuesday, 16 January 2024 at 10:00 a.m.
“Articles”	the second amended and restated articles of association of the Company currently in force
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Company”	Tianli International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 24 January 2017
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	15 December 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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# 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)

*Executive Directors*

Mr. LUO Shi (Chairman)

Mr. WANG Rui

*Non-executive Directors*

Mr. PAN Ping

Mr. ZHANG Wenzao

*Independent non-executive Directors*

Mr. LIU Kai Yu Kenneth

Mr. YANG Dong

Mr. CHENG Yiqun

*Registered Office:*

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal place of business  
in Hong Kong:*

40th Floor  
Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai, Hong Kong

22 December 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR (1) GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

### **GENERAL MANDATES**

At the annual general meeting of the Company held on 30 December 2022, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue as at the date of passing of the relevant resolution (i.e. 430,800,000 Shares); (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue as at the date of passing of the relevant resolution (i.e. 215,400,000 Shares); and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

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## LETTER FROM THE BOARD

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The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 5 to 7 set out in the notice of AGM on pages 17 to 20 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 2,154,000,000 Shares, assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 430,800,000 Shares.

### **EXPLANATORY STATEMENT**

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### **RE-ELECTION OF DIRECTORS**

The Board currently consists of seven Directors, namely Mr. LUO Shi, Mr. WANG Rui, Mr. PAN Ping, Mr. ZHANG Wenzao, Mr. LIU Kai Yu Kenneth, Mr. YANG Dong and Mr. CHENG Yiqun.

In accordance with Article 16.18 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. YANG Dong and Mr. CHENG Yiqun retire from office by rotation at the AGM, and being eligible, offer themselves for re-election.

In accordance with Article 16.2 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. PAN Ping and Mr. ZHANG Wenzao will retire from office at the AGM and, being eligible, offer themselves for re-election.

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## LETTER FROM THE BOARD

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Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

### **Procedure and Process for Nomination of Directors**

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board Diversity Policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment.

### **Recommendation of the Nomination Committee in respect of the Independent Non-executive Directors to be Re-elected**

The Nomination Committee has considered Mr. YANG Dong's extensive experience in education industry, his working profile and other experience and factors as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. YANG has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believes that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

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## LETTER FROM THE BOARD

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The Nomination Committee has considered Mr. CHENG Yiqun's extensive experience in law field, his working profile and other experience and factors as set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. CHENG has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believes that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Furthermore, Mr. YANG Dong and Mr. CHENG Yiqun, being independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During their appointment, they have demonstrated their ability to provide an independent view to the Company's matters. The Nomination Committee is of the view that they are able to continue to fulfill their roles as independent non-executive Directors and thus recommends them to the Board for it to propose to Shareholders for re-election at the AGM.

### **FINAL DIVIDEND**

As stated in the announcement of the Company dated 23 November 2023 relating to, among others, the annual results of the Group for the year ended 31 August 2023, the Board recommends the payment of a final dividend of RMB2.34 cents (equivalent to HK2.56 cents, according to the central parity rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China on 23 November 2023, i.e. RMB0.91329 equivalent to HKD1.00) per Share for the year ended 31 August 2023 to be paid on Monday, 5 February 2024 to the Shareholders whose names appear on the register of members of the Company on Thursday, 25 January 2024. Such dividend, if approved by the Shareholders at the AGM, will be paid out of share premium account of the Company.

For determining the entitlement to the proposed final dividend (subject to the approval by Shareholders at the AGM) for the year ended 31 August 2023, the register of members of the Company will be closed from Tuesday, 23 January 2024 to Thursday, 25 January 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's 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 for registration not later than 4:30 p.m. on Monday, 22 January 2024.

### **ANNUAL GENERAL MEETING**

Set out on pages 17 to 20 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

### RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

### GENERAL

Your attention is also drawn to the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board  
**Tianli International Holdings Limited**  
**LUO Shi**  
*Chairman, Executive Director and Chief Executive Officer*

\* For identification purpose only.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,154,000,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 215,400,000 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASES OF SHARES**

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Act, out of capital.

**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 August 2022 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as it would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:-

	<b>Shares</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
December	2.15	1.68
<b>2023</b>		
January	3.15	2.02
February	3.02	2.23
March	2.71	2.17
April	2.46	1.94
May	2.48	1.73
June	2.29	1.93
July	2.86	1.73
August	2.89	2.40
September	2.88	2.31
October	2.50	2.20
November	3.37	1.96
December (up to and including the Latest Practicable Date)	3.49	3.01

**7. UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

#### **8. CORE CONNECTED PERSON**

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

#### **9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING**

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. LUO Shi holds (i) 893,698,316 Shares through Sky Elite Limited, a company wholly-owned by Mr. Luo, (ii) 6,521,733 Shares granted under the restricted share award scheme of the Company adopted on 15 January 2018, and (iii) 1,956,520 Shares granted to Ms. TU Mengxuan, the spouse of the Mr. Luo, under the restricted share award scheme of the Company adopted on 15 January 2018. Mr. TU Mengxuan is deemed to be interested in the Shares which Mr. Luo is interested in. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable voting rights Mr. Luo and Ms. Tu hold would be increased from 41.88% to approximately 46.54% of the total number of Shares in issue. Such increase would give rise to a general offer obligation under the Takeovers Code. However the Directors have no present intention to exercise the Repurchase Mandate to such an extent that the general offer obligation would be triggered and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

**10. SHARE PURCHASE MADE BY THE COMPANY**

The Company has repurchased a total of 21,219,000 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, the details of which were as follows:

<b>Date of repurchase</b>	<b>Number of Shares repurchased</b>	<b>Highest price paid per Share HK\$</b>	<b>Lowest price paid per Share HK\$</b>
26 July 2023	234,000	2.58	2.55
27 July 2023	2,000,000	2.67	2.65
31 July 2023	200,000	2.75	2.71
1 August 2023	1,000,000	2.82	2.80
3 August 2023	550,000	2.80	2.77
7 August 2023	500,000	2.79	2.69
8 August 2023	258,000	2.77	2.72
9 August 2023	500,000	2.77	2.71
11 August 2023	1,000,000	2.73	2.57
14 August 2023	756,000	2.69	2.52
15 August 2023	1,000,000	2.73	2.60
16 August 2023	164,000	2.62	2.58
17 August 2023	500,000	2.63	2.58
18 August 2023	500,000	2.62	2.54
21 August 2023	50,000	2.48	2.47
22 August 2023	1,329,000	2.60	2.48
23 August 2023	845,000	2.53	2.48
24 August 2023	398,000	2.59	2.49
25 August 2023	159,000	2.55	2.50
28 August 2023	272,000	2.56	2.49
29 August 2023	289,000	2.61	2.54
30 August 2023	427,000	2.64	2.55
31 August 2023	476,000	2.61	2.52
4 September 2023	285,000	2.60	2.49
6 September 2023	492,000	2.50	2.38
7 September 2023	159,000	2.45	2.36
11 September 2023	200,000	2.42	2.33
12 September 2023	89,000	2.48	2.42
13 September 2023	312,000	2.50	2.43
14 September 2023	118,000	2.50	2.39
19 September 2023	250,000	2.50	2.40
20 September 2023	271,000	2.45	2.38
21 September 2023	314,000	2.46	2.40
22 September 2023	246,000	2.50	2.40

<b>Date of repurchase</b>	<b>Number of Shares repurchased</b>	<b>Highest price paid per Share <i>HK\$</i></b>	<b>Lowest price paid per Share <i>HK\$</i></b>
25 September 2023	217,000	2.42	2.38
26 September 2023	482,000	2.45	2.36
27 September 2023	274,000	2.45	2.39
28 September 2023	528,000	2.43	2.35
29 September 2023	461,000	2.53	2.41
30 November 2023	292,000	3.13	3.00
4 December 2023	155,000	3.30	3.19
5 December 2023	410,000	3.24	3.16
6 December 2023	214,000	3.19	3.06
7 December 2023	84,000	3.22	3.17
8 December 2023	296,000	3.20	3.12
11 December 2023	403,000	3.15	3.05
12 December 2023	289,000	3.15	3.10
13 December 2023	351,000	3.24	3.08
14 December 2023	291,000	3.16	3.13
15 December 2023	329,000	3.26	3.15

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles 16.2 and 16.18 of the Articles.

#### NON-EXECUTIVE DIRECTORS

**Mr. Pan Ping (潘平)**, aged 67, has extensive experience in business administration and development. Mr. Pan has been a director of Shenzhou Tianli Education Investment Co., Ltd. (神州天立教育投資有限責任公司) from December 2015 to October 2023. He served as president of Red Star Macalline Holding Group Company Limited (紅星美凱龍控股集團有限公司) from May 2017 to October 2022. He also served as vice general manager of Red Star Macalline Group Corporation Ltd. (紅星美凱龍家居集團股份有限公司), the H shares of which were listed on the Main Board of the Stock Exchange (stock code: 1528) on 26 June 2015 and the A shares of which were listed on the Shanghai Stock Exchange (stock code: 601828) on 17 January 2018, from December 2010 to December 2016. He was the vice chief director of Chongan District, Wuxi City, Jiangsu Province from May 1996 to April 2003.

Mr. Pan graduated from the Junior College of the Party School of the Central Committee of the Communist Party of China in September 1985. He has been studying the Business Scholar Program (DBA) at Cheung Kong Graduate School of Business since 2018. Mr. Pan became a senior economist in August 1990. Mr. Pan was named as an outstanding entrepreneur in Wuxi in 1990 and 1991, respectively.

Mr. Pan as a non-executive Director has signed an appointment letter issued by the Company for a term of three years, with effect from 25 April 2023. Under the appointment letter, Mr. Pan is entitled to an annual Director's remuneration of RMB100,000. Mr. Pan's appointment is subject to the provisions of retirement and rotation of Directors under the Company's articles of associations and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Pan is interested in 13,043,289 Shares Ms. Wu Caixia, his spouse, is interested within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Pan has no relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Mr. Zhang Wenzao (章文藻)**, aged 65, has extensive experience in banking and finance. Mr. Zhang has served as the chairman of the board of directors of Shenzhen Hirisun Technology Inc (深圳海聯訊科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300277) from June 2015 to July 2018. He has also served as the chief financial officer of Shenzhen Suozhida Industrial Co., Ltd.\* (深圳市索智達實業有限公司) from December 2002 to May 2015. Mr. Zhang was the corporate section chief of the Shenzhen branch of Bank of China from January 1997 to May 2001, the credit section chief of the

Shekou/Shenzhen Nanshan sub-branch of China Construction Bank from December 1993 to December 1996, and the assistant to the president of the Shekou sub-branch of China Merchants Bank from December 1992 to December 1993.

Mr. Zhang graduated from Beijing Jiaotong University in 1982 and from the graduate school of management, State University of New York in 1986. Mr. Zhang became a senior economist in 1995.

Mr. Zhang as a non-executive Director has signed an appointment letter issued by the Company for a term of three years, with effect from 25 April 2023. Under the appointment letter, Mr. Zhang is entitled to an annual Director's remuneration of RMB100,000. Mr. Zhang's appointment is subject to the provisions of retirement and rotation of Directors under the Company's articles of associations and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Zhang directly held and was interested in 1,702,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhang has no relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. YANG Dong** (楊東), aged 60, was appointed as an independent non-executive Director of the Company on 24 June 2018. Mr. Yang is also a member of each of the audit committee and the remuneration committee of the Company. Mr. Yang has over 30 years' experience in the education industry in Sichuan. He has been a teacher in Chengdu Normal University since May 2012, and the Vice President, the General Secretary and the Legal Representative of Sichuan Society for Taoxingzhi Studies since May 2021. Prior to that, he was a teacher at the Elementary Teachers Tutoring Center of Sichuan Province from June 1997 to May 2012, and a chief editor of a magazine for vocational school students from June 1994 to May 1996. He also worked with Educational Science and Research Institute of Leshan from January 1992 to May 1997 and with Education Committee of Dazhu Country, Dazhou of Sichuan Province from August 1984 to December 1991, and was a middle school teacher in Dazhu County, Dazhou of Sichuan Province from August 1983 to July 1984.

Mr. Yang graduated from Normal Academy of Da County (達縣師範專科學校) (currently Sichuan University of Arts and Science (四川文理學院)) with an undergraduate degree majoring in Chinese language and literature in July 1983. He was qualified as a higher education teacher in June 2012.

Mr. Yang as an independent non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from 12 July 2018. Under the appointment letter, Mr. Yang is entitled to a Director's fee of RMB180,000 per annum. Mr. Yang's appointment is subject to the provisions of retirement and rotation of Directors under the Company's articles of association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Yang is not interested in any shares of the Company within the meaning of Part XV of the SFO. Mr. Yang has no relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Mr. CHENG Yiqun (程益群)**, aged 53, was appointed as an independent non-executive Director of the Company on 24 June 2018. Mr. Cheng is also a member of the audit committee and nomination committee and the chairman of the remuneration committee of the Company. Mr. Cheng has been an independent non-executive director of Golden Throat Holdings Group Co., Ltd. (stock code: 6896.HK) since 10 February 2015; an independent director of Shanghai Bolex Food Technology Co., Ltd. (stock code: 603170.SH) and Wuhan Zhongke Ruihua Ecological Technology Co., Ltd. (武漢中科瑞華生態科技股份有限公司), respectively, since September 2020; and an independent director of Guangdong Faith Long Crystal Technology Co., Ltd (廣東惠倫晶體科技股份有限公司) (stock code: 300460.SZ) since 2 July 2021. Mr. Cheng has over 20 years' experience in providing legal services. He joined Commerce & Finance Law Offices in 2001 and has been a partner since 2009.

Mr. Cheng obtained a bachelor's degree in laws from Wuhan University in Wuhan, Hubei Province, the PRC in July 1997. Mr. Cheng is a PRC practicing lawyer recognized by the Ministry of Justice of the PRC in August 2009.

Mr. Cheng as an independent non-executive Director has signed an appointment letter with the Company for a term of three years, with effect from 12 July 2021. Under the appointment letter, Mr. Cheng is entitled to a Director's fee of RMB180,000 per annum. Mr. Cheng's appointment is subject to the provisions of retirement and rotation of Directors under the Company's articles of association and the applicable Listing Rules.

As at the Latest Practicable Date, Mr. Cheng is not interested in any shares of the Company within the meaning of Part XV of the SFO. Mr. Cheng has no relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and save as disclosed above, does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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# 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)**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “**Meeting**”) of Tianli International Holdings Limited (the “**Company**”) will be held at Chengdu Pidu Tianli School, No. 599 Gang Hua Road, Pidu District, Chengdu, Sichuan Province, China on Tuesday, 16 January 2024 at 10:00 a.m. to transact the following businesses:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 August 2023.
2. To declare out of the share premium account of the Company a final dividend of HK2.56 cents per ordinary share for the year ended 31 August 2023.
3.
  - (i) To re-elect Mr. PAN Ping as a Director.
  - (ii) To re-elect Mr. ZHANG Wenzao as a Director.
  - (iii) To re-elect Mr. YANG Dong as a Director.
  - (iv) To re-elect Mr. CHENG Yiqun as a Director.
  - (v) To authorize the board of Directors to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as auditor of the Company and to authorize the board of Directors to fix its remuneration.
5. “**THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.1 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
  
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the amended and restated articles of association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. **“THAT:**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
    - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
7. **“THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By Order of the Board  
**Tianli International Holdings Limited**  
**LUO Shi**  
*Chairman, Executive Director and Chief Executive Officer*

Hong Kong, 22 December 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 Thursday, 11 January 2024 to Tuesday, 16 January 2024, 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, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 10 January 2024.
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 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. With respect to resolution no. 3 of this notice, Mr. PAN Ping, Mr. ZHANG Wenzao, Mr. YANG Dong and Mr. CHENG Yiqun shall retire from office of directorship and shall offer themselves for re-election in accordance with the second amended and restated articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 22 December 2023.
6. As at the date of this notice, the Board comprises Mr. Luo Shi as chairman and executive Director and Mr. Wang Rui as executive Director, Mr. Zhang Wenzao and Mr. Pan Ping as non-executive Directors and Mr. Liu Kai Yu Kenneth, Mr. Yang Dong and Mr. Cheng Yiqun as independent non-executive Directors.