
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying revised 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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**PROPOSED RE-ELECTION OF DIRECTOR;
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 24 December 2024. A supplemental notice convening the AGM to be held at Jiangsu Room, 3/F, Futian Shangri-La Hotel, 4088 Yitian Road, Futian District, Shenzhen, Guangdong Province, China on Thursday, 16 January 2025 at 10:00 a.m., is set out on pages 8 to 9 of this supplemental circular.

A revised form of proxy for the AGM is enclosed. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying revised 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 revised form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

3 January 2025

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RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors (as defined herein) 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 supplemental 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 supplemental circular misleading.

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Jiangsu Room, 3/F, Futian Shangri-La Hotel, 4088 Yitian Road, Futian District, Shenzhen, Guangdong Province, China on Thursday, 16 January 2025 at 10:00 a.m.
“Articles”	the third amended and restated articles of association of the Company currently in force
“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
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	30 December 2024, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares with a nominal value 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
“HK\$” and “HK cents”	Hong Kong dollar and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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. ZHANG Wenzao

Mr. PAN Ping

Ms. LI Xiaomei

Independent Non-executive Directors:

Mr. LIU Kai Yu Kenneth

Mr. YANG Dong

Mr. CHENG Yiqun

Registered Office:

89 Nexus Way, Camana Bay

Grand Cayman KY1-9009

Cayman Islands

*Principal Place of Business
in Hong Kong:*

40th Floor

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

3 January 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTOR;
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 24 December 2024 which contains, among other things, information regarding the resolutions to be proposed at the AGM.

The purpose of this supplemental circular is to provide you with information in respect of the newly added resolution to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, the re-election of Director.

RE-ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 24 December 2024 in relation to the appointment of non-executive Director.

LETTER FROM THE BOARD

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, Ms. LI Xiaomei will retire from office at the AGM and, being eligible, offer herself for re-election.

Details of the above-mentioned Director proposed to be re-elected at the AGM are set out in Appendix I to this supplemental circular, which indicates how the Director 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.

ANNUAL GENERAL MEETING AND REVISED FORM OF PROXY

Set out on pages 8 to 9 of this supplemental circular is a supplemental notice convening the AGM to consider and, if appropriate, to approve, among others, the newly added ordinary resolution relating to the proposal for the re-election of Director.

A revised 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 revised form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong,

LETTER FROM THE BOARD

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 (the "**Closing Time**") or any adjournment thereof. Completion and return of the revised form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

If you have not yet deposited the original form of proxy, you are requested to deposit only the revised form of proxy if you intend to appoint a proxy to attend the AGM on your behalf. Any Shareholder who has already deposited the original form of proxy should note that:

- (i) if the revised form of proxy is deposited before the Closing Time, the revised form of proxy will revoke and supersede the original form of proxy previously deposited by the Shareholder. The revised form of proxy (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder; and
- (ii) if no revised form of proxy is deposited before the Closing Time, the original form of proxy (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder. The proxy so appointed pursuant to the original form of proxy will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the newly added ordinary resolution as set out in the supplemental notice of AGM.

Apart from the new ordinary resolution and other information as set out in this supplemental circular, all other matters to be dealt with at the AGM remain unchanged. For details of other resolutions to be considered and approved at the AGM and other relevant matters, please refer to the circular of the Company dated 24 December 2024.

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 newly added ordinary resolution in relation to the re-election of Director 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 resolution at the AGM.

LETTER FROM THE BOARD

GENERAL

Your attention is also drawn to the appendix to this supplemental circular.

MISCELLANEOUS

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

Yours faithfully,

For and on behalf of the Board

Tianli International Holdings Limited

LUO Shi

Chairman, Executive Director and Chief Executive Officer

The following are the details of the Director who will retire and, being eligible, will offer herself for re-election at the AGM pursuant to Article 16.2 of the Articles.

NON-EXECUTIVE DIRECTOR

Ms. LI Xiaomei (李曉梅), aged 60, was appointed as a non-executive Director on 24 December 2024. Ms. Li has extensive experience in providing legal services in the fields of securities and capital markets, foreign investment, oversea investment, private equity investment, acquisitions and mergers and restructuring, banking and financing. Ms. Li worked as a lawyer at Sichuan Economic Law Firm from 1988 to 1994. She co-founded Sichuan Huigao Law Firm in December 1994 and served as a partner until 2012. Ms. Li joined Jingtian & Gongcheng Chengdu Office as a partner in 2012, and has been serving as the managing partner of Jingtian & Gongcheng Chengdu Office since 2019. Ms. Li graduated from Sichuan International Studies University in 1986 with a bachelor's degree in English, and graduated from the Law School of Sichuan University in 1992 with a master's degree in law. Ms. Li qualified as a lawyer in the PRC in 1988.

Ms. Li was recognized as a Leading Talent of Foreign-related Legal Services in Chengdu in 2016, a member of Expert Group on Foreign-related Legal Affairs of the Construction of Chengdu Free Trade Zone and the Belt and Road Initiative in 2017, a Legal Talent of Foreign-related Legal Services of Sichuan Province in 2018 and a Talent of Foreign-related Legal Services in China in 2019. Ms. Li was awarded the title of "ALB China Top 15 Female Lawyers" by Asian Legal Business and "Outstanding Female Lawyer of Sichuan Province in 2018-2020" in 2020. Ms. Li was awarded the title of "Best Lawyer in Sichuan for Commercial Services" by ALB and "Best Lawyer of the Year 2022" by IFLR1000 International Financial Law Review in 2023.

Ms. Li as a non-executive Director will sign an appointment letter issued by the Company for a term of three years, with effect from her date of appointment. Under the appointment letter, Ms. Li is entitled to an annual director's remuneration of RMB100,000. Ms. Li's remuneration has been determined by the Board with reference to the recommendation by the remuneration committee of the Company and her duties and responsibilities to the Company. Pursuant to the Articles, Ms. Li will hold office as a non-executive Director until the first annual general meeting of the Company after her appointment and will be subject to re-election at such meeting. Thereafter, Ms. Li's appointment is subject to the provisions of retirement and rotation of Directors under the Articles and the Listing Rules.

As at the Latest Practicable Date, Ms. Li does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. As far as the Board is aware and save as disclosed in this supplemental circular, Ms. Li (i) does not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

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 the above Director.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Meeting**”) of Tianli International Holdings Limited (the “**Company**”) dated 24 December 2024 (the “**Original Notice**”), which set out the time and venue of the Meeting and contained the resolutions to be considered and, if thought fit, approved by the shareholders of the Company at the Meeting. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the Meeting will be held as originally scheduled at Jiangsu Room, 3/F, Futian Shangri-La Hotel, 4088 Yitian Road, Futian District, Shenzhen, Guangdong Province, China on Thursday, 16 January 2025 at 10:00 a.m. In addition to the resolutions contained in the Original Notice, the following resolution will also be considered and, if thought fit, approved:

ORDINARY RESOLUTION

3. (v) To re-elect Ms. LI Xiaomei as a non-executive Director.

By Order of the Board

Tianli International Holdings Limited

LUO Shi

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 3 January 2025

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details of the ordinary resolution stated above are set out in the supplemental circular of the Company dated 3 January 2025 (the “**Supplemental Circular**”). A revised form of proxy containing, among others, the above ordinary resolution is enclosed with the Supplemental Circular. Please refer to the section headed “Annual General Meeting and Revised Form of Proxy” on pages 3 to 4 of the Supplemental Circular for arrangements on the completion and submission of the revised form of proxy.
2. Apart from the newly added ordinary resolution and other information as set out in the Supplemental Circular, all other matters to be dealt with at the Meeting remain unchanged. For details of the other resolutions to be considered and approved at the Meeting, eligibility for attending/voting at the Meeting, closure of register of members of the Company and other relevant matters, please refer to the circular of the Company dated 24 December 2024.
3. With respect to the resolution of this supplemental notice, Ms. LI Xiaomei shall retire from office of directorship and shall offer herself for re-election in accordance with the third amended and restated articles of association of the Company. Details of her information which are required to be disclosed under the Listing Rules are set out in the Supplemental Circular.
4. As at the date of this supplemental notice, the Board comprises Mr. LUO Shi as chairman and executive Director and Mr. WANG Rui as executive Director, Mr. ZHANG Wenzao, Mr. PAN Ping and Ms. LI Xiaomei as non-executive Directors and Mr. LIU Kai Yu Kenneth, Mr. YANG Dong and Mr. CHENG Yiqun as independent non-executive Directors.