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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)

RESULTS OF THE OPEN OFFER ON THE BASIS OF ONE OPEN OFFER SHARE FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all conditions set out in the Underwriting Agreement have been fulfilled. Accordingly, the Open Offer became unconditional at 4:00 p.m. on Monday, 6 February 2017.

At 4:00 p.m. on Friday, 3 February 2017, being the latest time for acceptance of and payment for the Open Offer Shares:

- (i) a total of 40 valid acceptances of assured entitlements had been received for an aggregate of 135,516,586 Open Offer Shares, representing approximately 54.59% of the total number of 248,250,000 Open Offer Shares available under the Open Offer; and
- (ii) a total of 29 valid applications had been received for an aggregate of 29,497,632 Excess Shares, representing approximately 11.88% of the total number of 248,250,000 Open Offer Shares available under the Open Offer.

In aggregate, a total of 69 valid acceptances and applications in respect of a total of 165,014,218 Open Offer Shares were received, representing approximately 66.47% of the total number of Open Offer Shares.

As a result of the under-subscription of the Open Offer Shares, the Underwriter has performed its underwriting obligations and has procured subscribers to subscribe for 83,235,782 untaken Open Offer Shares, representing approximately 33.53% of the total number of 248,250,000 Open Offer Shares available under the Open Offer.

The share certificates of the Open Offer Shares in respect of the valid acceptances for assured entitlements and successful excess applications under the Open Offer will be despatched to those entitled by ordinary post at their own risk on or before Tuesday, 14 February 2017. As all applications for the Open Offer Shares were valid and successful, there are no refund cheques in respect of the Open Offer.

Dealings in the Open Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 15 February 2017.

Reference is made to the prospectus of Tianli Holdings Group Limited (the “**Company**”) dated 18 January 2017 in relation to the Open Offer (the “**Prospectus**”). Unless otherwise defined, capitalised terms used herein have the same meanings as ascribed to them in the Prospectus.

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- (iv) a total of 29 valid applications had been received for an aggregate of 29,497,632 Excess Shares, representing approximately 11.88% of the total number of 248,250,000 Open Offer Shares available under the Open Offer.

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UNDERWRITING AGREEMENT

As a result of the under-subscription of the Open Offer Shares, the Underwriter has performed its underwriting obligations and has procured subscribers to subscribe for 83,235,782 untaken Open Offer Shares, representing approximately 33.53% of the total number of 248,250,000 Open Offer Shares available under the Open Offer. None of the subscribers has become a substantial shareholder as a result of taking up the untaken Open Offer Shares.

As confirmed by the Underwriter, the subscribers procured by it and its sub-underwriters are third parties independent of the Company and its connected persons.

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the following is a summary of the shareholding structure of the Company immediately before and after the close of the Open Offer:

	Immediately before the close of the Open Offer		Immediately after the close of the Open Offer	
	No. of Shares	Approx. %	No. of Shares	Approx. %
Cosmic Riches	93,443,650	18.82%	140,165,475	18.82%
<i>Directors</i>				
Mr. Huang	49,600,350	9.99%	69,600,350	9.35%
Public shareholders	353,456,000	71.19%	451,748,393	60.66%
Subscribers procured by the Underwriter	–	–	83,235,782	11.18%
Total (Note)	496,500,000	100.00%	744,750,000	100.00%

Note: Due to rounding, the total percentage figures may not add up to 100.00%.

DESPATCH OF SHARE CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OPEN OFFER SHARES

The share certificates of the Open Offer Shares in respect of the valid acceptances for assured entitlements and successful excess application under the Open Offer will be despatched to those entitled by ordinary post at their own risk on or before Tuesday, 14 February 2017. As all applications for the Open Offer Shares were valid and successful, there are no refund cheques in respect of the Open Offer.

Dealings in the Open Offer Share are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 15 February 2017.

By Order of the Board
Tianli Holdings Group Limited
Huang Mingxiang
Executive Director, Chairman and CEO

Hong Kong, 13 February 2017

As at the date of this announcement, the Board comprises six executive Directors, namely, Mr. Huang Mingxiang, Mr. Jing Wenping, Mr. Kwok Oi Lung Roy, Mr. Xue Hongjian, Mr. Zhou Chunhua and Mr. Zhu Xiaodong; one Non-executive Director, namely Mr. Sue Ka Lok and four Independent Non-executive Directors, namely Mr. Chan Chi On Derek, Mr. Chu Kin Wang, Peleus, Mr. To Yan Ming, Edmond and Mr. Xu Xuechuan.