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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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

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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)**

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS AND  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Tianli Holdings Group Limited to be held at Empire Room I, Empire Hotel Hong Kong - Wan Chai, 1/F, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 5 June 2019 at 11: 00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

26 April 2019

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Empire Room I, Empire Hotel Hong Kong - Wan Chai, 1/F, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 5 June 2019 at 11: 00 a.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Tianli Holdings Group Limited, an exempted company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and otherwise deal with authorised and unissued Shares up to a maximum of 20% of the aggregate number of Shares in issue at the date of passing of the relevant resolution approving the mandate

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## DEFINITIONS

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“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase up to a maximum of 10% of the aggregate number of Shares in issue at the date of passing of the relevant resolution approving the mandate
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Zhou Chunhua (*Chairman*)  
Mr. Pan Tong (*Chief Executive Officer*)  
Mr. Jing Wenping  
Mr. Chou, Benjamin Bang Yi

*Independent Non-executive Directors:*

Mr. Chu Kin Wang, Peleus  
Mr. To Yan Ming, Edmond  
Mr. David Tsoi  
Mr. Xu Xuechuan

*Registered office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Unit 907–909, 9th Floor  
Three Pacific Place  
1 Queen's Road East  
Hong Kong

26 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS AND  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding the resolutions to be proposed at the AGM relating to, among other things (i) the re-election of Directors; and (ii) the grant of the Issue Mandate, Repurchase Mandate and the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate, and to give the Shareholders notice of AGM at which ordinary resolutions as set out in the notice of AGM will be proposed.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Pursuant to Article 87(1) of the Articles of Association, I, Zhou Chunhua, Mr. Jing Wenping and Mr. Xu Xuechuan shall retire from office by rotation at the AGM, and being eligible, have offered themselves for re-election.

Pursuant to article 86(3) of the Article of Association and subsequent to his appointment as an additional Director on 12 April 2019, Mr. Chou, Benjamin Bang Yi will hold office only until the next following annual general meeting of the Company, and will then be eligible for re-election.

Based on the biographical information disclosed to the Company, Mr Xu Xuechuan does not hold 7 or more listed company directorships and he continues to demonstrate his commitment to his role with the Company. Moreover, the nomination committee of the Company had assessed and reviewed the written confirmation of Mr. Xu Xuechuan concerning his independence in accordance with the Listing Rules. Accordingly, the Board satisfied that he remains independent.

The nomination committee of the Company had also considered that the strong finance background of Mr. Xu Xuechuan and his experience in direct investment and corporate finance would continue to bring contribution to the diversity to the Board. In addition, Mr. Xu Xuechuan has provided in-depth insights to the Board and has demonstrated his abilities to provide independent, balanced and impartial views to the Company's affairs.

In considering and approving such re-election, the nomination committee of the Company has taken into account of wide range of diversity perspective including but not limited to skills, experience and background, geographical and industry experience, ethnicity, gender, knowledge and length of service, as set out in the board diversity policy of the Company.

The Board having considered the recommendation of the nomination committee of the Company, is of the view that each of Mr. Zhou Chunhua, Mr. Jing Wenping, Mr. Xu Xuechuan and Mr. Chou, Benjamin Bang Yi will continue to make significant contribution to the Company. As such, the Board recommends each of them to be re-elected as a Director at the AGM.

Particulars of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 1 June 2018, approval was given by the Shareholders for the granting of, inter alia, the general mandates to the Directors to (i) issue, allot and otherwise deal with the Shares not exceeding 20% of the aggregate number of Shares in issue; and (ii) repurchase the Shares not exceeding 10% of the aggregate number of Shares in issue. In accordance with the terms of the approval, these general mandates will expire upon the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares for the interests of the Shareholders, ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and the Repurchase Mandate. Subject to the approval by the Shareholders for granting the Issue Mandate and the Repurchase Mandate, an ordinary resolution to authorise the Directors to extend the power under the Issue Mandate to issue, allot and deal with Shares by adding to it the aggregate number of Shares repurchased by the Company under the Repurchase Mandate will also be proposed for approval by the Shareholders at the AGM.

As at the Latest Practicable Date, there was a total of 744,750,000 Shares in issue. Subject to the passing of the proposed resolution for approving the Issue Mandate to the Directors, and on the basis that no other Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Issue Mandate to allot and issue a maximum of 148,950,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, and on the basis that there were 744,750,000 issued Shares as at the Latest Practicable Date and no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 74,475,000 Shares.

The Repurchase Mandate and the Issue Mandate shall continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Repurchase Mandate and the Issue Mandate up to (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 Articles of Association or any applicable law to be held; or (iii) the revocation or variation of the Repurchase Mandate or the Issue Mandate (as the case may be) by ordinary resolutions of the Shareholders at a general meeting of the Company, whichever occurs first.

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## LETTER FROM THE BOARD

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In respect of the Issue Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the General Mandate.

An explanatory statement, as required under the Listing Rules, to provide the requisite information in connection with the Repurchase Mandate is set forth in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

A notice convening the AGM is set out in Appendix III to this circular. Ordinary resolutions in respect of, inter alia, the re-election of the Directors, the grant of the Issue Mandate, the Repurchase Mandate, and an extension of the Issue Mandate will be proposed at the AGM.

Pursuant to the Listing Rules, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM pursuant to Rule 13.39(4) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. If you are not able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit it at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof, as the case may be. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

### **RECOMMENDATION**

The Directors consider that the proposed re-election of Directors, the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.



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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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 material matters the omission of which would make any statement herein or this circular misleading.

### GENERAL

Your attention is drawn to the information set out in the appendices to this circular. Unless otherwise stated, in case of any inconsistency between the English and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully  
For and on behalf of the Board  
**Tianli Holdings Group Limited**  
**Zhou Chunhua**  
*Chairman*

*The particulars of the retiring Directors proposed to be re-elected at the AGM are set out as follows:*

**Mr. Zhou Chunhua (“Mr. Zhou”)**

Mr. Zhou, aged 42, joined the Company as an executive Director in January 2016 and was appointed as the chairman of the Board of the Company in January 2018. Mr. Zhou was appointed as a member of the Remuneration Committee and the Nomination Committee of the Company in July 2018. He is also a director of various subsidiaries of the Company. Mr. Zhou holds a Master of Business Administration degree in Finance from Kellogg School of Management at Northwestern University, a Master of Philosophy degree in System Dynamics from University of Bergen and a Bachelor of Science degree in Management Information Systems from Fudan University. Mr. Zhou had held various executive positions in a reputable investment bank and had worked for various international financial institutions and business organizations. Mr. Zhou has extensive experience in financial management, investment and corporate finance.

Save as disclosed above, Mr. Zhou has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the three years preceding the Latest Practicable Date.

Mr. Zhou has entered into a service contract with the Company for a term of three years commencing from 29 January 2016. The service contract of Mr. Zhou can be terminated by either party by serving a notice in writing to the other of not less than three months or payment in lieu of such notice. The directorship of Mr. Zhou will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Zhou is entitled to receive a remuneration of HK\$500,000 per month which was recommended by the remuneration committee of the Company and approved by the Board based on Mr. Zhou’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. Mr. Zhou may also be entitled to receive discretionary bonuses or other benefits as decided by the remuneration committee of the Company and the Board having regard to the Company’s and his performance.

Save as disclosed above, Mr. Zhou does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Zhou has beneficial interests in 1,400,000 Shares (equivalent to approximately 0.19% of the total number of Shares in issue). Save as disclosed above, Mr. Zhou does not have any interests in the securities of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Zhou as a Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

**Mr. Jing Wenping (“Mr. Jing”)**

Mr. Jing, aged 37, was appointed as an executive Director of the Company in May 2013. Mr. Jing is the deputy general manager of MLCC division of the Group. Mr. Jing is also a director of various subsidiaries of the Company. He is in charge of the Group’s MLCC product management, including development, quality and production. Following his graduation from University of Electronic Science and Technology of China in 2005, Mr. Jing started his career in the Group and was promoted to the deputy factory director of the MLCC Production Centre in February 2008. He left the Group in April 2009 and rejoined the Group in January 2012. Mr. Jing obtained a master’s degree in business administration from Peking University HSBC Business School in 2018.

Save as disclosed above, Mr. Jing has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the three years preceding the Latest Practicable Date.

Mr. Jing has not entered into a service agreement with the Company but is subject to normal retirement and re-election by rotation at the annual general meeting pursuant to the Articles of Association. Total emoluments (including salary, bonus and other benefits) paid to Mr. Jing for the year ended 31 December 2018 amounted to approximately RMB10,300,000. The remuneration package of Mr. Jing was determined by the Board with reference to his duties and responsibilities with the Company on the basis of recommendation by the remuneration committee of the Company.

Save as disclosed above, Mr. Jing does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Jing does not have any interests in the securities of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Jing as a Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

**Mr. Xu Xuechuan (“Mr. Xu”)**

Mr. Xu, aged 56, joined the Company as an independent non-executive Director in July 2015. Mr. Xu is also the chairman of the Remuneration Committee of the Company and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Xu holds a bachelor’s degree in economics from Peking University in China, a Master of Arts in Economics degree and a Master of Science degree in Marketing Research from University of Guelph, Canada. Mr. Xu has extensive experience in direct investment and corporate finance. Mr. Xu has held senior management and consulting positions in various international enterprises in Canada, Hong Kong and China.

Save as disclosed above, Mr. Xu has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the three years preceding the Latest Practicable Date.

Mr. Xu has entered into a letter of appointment with the Company for a term of one year which will automatically be renewed for successive one-year period unless terminated by either party by giving to other of not less than three months prior notice or payment in lieu of such notice. His directorship will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Xu is entitled to receive a director’s fee of HK\$15,000 per month which has been recommended by the remuneration committee of the Company and approved by the Board based on his qualifications and experience, level of responsibilities undertaken and prevailing market conditions. The director’s fee of Mr. Xu will be subject to annual review by the remuneration committee of the Company and the Board.

Save as disclosed above, Mr. Xu does not have any relationship with any other Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Xu does not have any interests in the securities of the Company within the meaning of Part XV of SFO.

Mr. Xu has confirmed that he has met the independent criteria under Rule 3.13 of the Listing Rules and there are no other matters in relation to the re-election of Mr. Xu as a Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

**Mr. Chou, Benjamin Bang Yi, alias Zhou Bang Yi (“Mr. Chou”)**

Mr. Chou, aged 39, is the company secretary and chief legal officer of the Company before his appointment as an executive director of the Company. He is also the chief risk officer of the Company. Mr. Chou holds a Juris Doctor degree from Cornell University Law School and Bachelor of Art degrees in Economics and in Political Science from the University of California, Los Angeles in the United States. He is a solicitor admitted in Hong Kong and in the State of New York of the United States. Mr. Chou has more than 10 years of experience in providing corporate legal and compliance advices and other professional corporate services to Hong Kong listed and private companies.

Save as disclosed above, Mr. Chou has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the three years preceding the Latest Practicable Date.

Mr. Chou has entered into a service contract with the Company for a term of three years commencing from 12 April 2019. The service contract of Mr. Chou can be terminated by either party by serving a notice in writing to the other of not less than three months or payment in lieu of such notice. The directorship of Mr. Chou will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Chou is entitled to receive a remuneration of HK\$150,000 per month which was recommended by the remuneration committee of the Company and approved by the Board based on Mr. Chou’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. Mr. Chou may also be entitled to receive discretionary bonuses or other benefits as decided by the remuneration committee of the Company and the Board having regard to the Company’s and his performance.

Save as disclosed above, Mr. Chou does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Chou does not have any interests in the securities of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Chou as a Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information in relation to the Repurchase Mandate for your consideration.*

**1. LISTING RULES**

The Listing rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions.

**2. SHAREHOLDERS' APPROVAL**

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval of a particular transaction or by a general mandate to the directors of the company to make such repurchases.

**3. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue were 744,750,000. Subject to the passing of the proposed resolution approving the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 74,475,000 Shares.

**4. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company flexibility to do so if and when appropriate. The timing and the number(s), the price and other terms upon which the Shares are repurchased will be decided by the Directors at the relevant time regard to the circumstances then prevailing.

**5. FUNDING OF REPURCHASES**

Any repurchases will only be made out of funds of the Company legally available under the applicable law of the Cayman Islands, the Articles of Association and the Listing Rules for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the proposed Share repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not, however, intend to exercise the Repurchase Mandate in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## **6. SHARE PRICES**

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

	<b>Share Prices (per Share)</b>	
	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2018</b>		
April	1.20	1.02
May	1.16	0.94
June	1.16	0.80
July	2.23	0.76
August	2.08	1.01
September	1.54	1.17
October	1.32	1.01
November	1.27	0.96
December	1.10	0.85
<b>2019</b>		
January	0.93	0.78
February	1.06	0.78
March	1.40	0.85
April (up to the Latest Practicable Date)	0.98	0.82

## **7. UNDERTAKING**

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

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

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

## 8. TAKEOVERS CODE

If as a result of a repurchase of Shares, 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 (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholders	Notes	Number of Shares held	Approximate percentage of shareholding as at Latest Practicable Date	Approximate percentage of shareholding in the event of the Repurchase Mandate is exercised in full
Cosmic Riches Investments Limited	1	189,765,825	25.48%	28.31%
Ms. Du Weilin	1	189,765,825	25.48%	28.31%
China Tian Yuan Manganese Limited	2	60,590,482	8.14%	9.04%
Ningxia Tianyuan Manganese Industry Group Co., Ltd. (formerly Ningxia Tianyuan Manganese Industry Co., Ltd)	2	60,590,482	8.14%	9.04%
Mr. Jia Tianjiang	2	60,590,482	8.14%	9.04%



*Notes:*

- (1) Cosmic Riches Investments Limited is 100% owned by Ms. Du Weilin.
- (2) Mr. Jia Tianjiang owns 99.97% shareholding interests of Ningxia Tianyuan Manganese Industry Group Co., Ltd. (formerly Ningxia Tianyuan Manganese Industry Co., Ltd) which in turn holds 100% interest in China Tian Yuan Manganese Limited. Therefore, Mr. Jia Tianjiang and Ningxia Tianyuan Manganese Industry Group Co., Ltd. are deemed to be interested in the same block of Shares owned by China Tian Yuan Manganese Limited.

In the event that the Directors exercised the Repurchase Mandate in full, the interests of each of the above Shareholders in the Company will be increased to approximately the percentages as set out opposite their respective names in the table above. To the best of the knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

**9. SHARES REPURCHASES MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Tianli Holdings Group Limited (the “Company”) will be held at Empire Room I, Empire Hotel Hong Kong - Wan Chai, 1/F, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 5 June 2019 at 11: 00 a.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and reports of the directors (the “Director(s)”) and the independent auditor for the year ended 31 December 2018.
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Zhou Chunhua as Director;
  - (b) to re-elect Mr. Jing Wenping as Director;
  - (c) to re-elect Mr. Xu Xuechuan as Director;
  - (d) to re-elect Mr. Chou, Benjamin Bang Yi as Director; and
  - (e) to authorise the board of Directors of the Company (the “Board”) to fix the Directors’ remuneration.
3. to re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

4. To consider and, if thought fit, pass (with or without modification) the following ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such power during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than by way of (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of 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 date of 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company or an offer or issue of warrants or options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors 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).”

5. To consider and, if thought fit, pass (with or without modification) the following ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (b) of this resolutions, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the shares of the Company on The Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission and the Stock Exchange, or of any other stock exchange as amended from time to time and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolutions during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of 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 date of 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 articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass (with or without modification) the following ordinary resolutions:

“**THAT** subject to the passing of ordinary resolutions no. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company pursuant to ordinary resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board  
**Tianli Holdings Group Limited**  
**Zhou Chunhua**  
*Chairman*

Hong Kong, 26 April 2019

*Notes:*

1. All resolution (except for procedural and administrative matters) at the annual general meeting will be taken by poll pursuant to the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a shareholder of the Company.
3. To be valid, the form of proxy, together with a 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 Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the annual general meeting or any adjournment thereof (as the case may be) should the shareholder so desire.
5. The register of members of the Company will be closed from Friday, 31 May 2019 to Wednesday, 5 June 2019 (both days inclusive) during which period no transfer of shares of the Company will be effected. In order to determine shareholders' entitlement to attend and vote at the annual general meeting, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Thursday, 30 May 2019.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. If a tropical cyclone warning signal number 8 or above is hoisted or is expected to be hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time between 9:00 a.m. and 11:00 a.m. on the date of the annual general meeting, the annual general meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting. The annual general meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.
8. Should there be any discrepancies between the English and the Chinese versions of this circular, this English version shall prevail.
9. As at the date of this notice, the Board comprises four executive Directors, namely Mr. Zhou Chunhua (chairman), Mr. Pan Tong (chief executive officer), Mr. Jing Wenping and Mr. Chou, Benjamin Bang Yi; and four independent non-executive Directors, namely Mr. Chu Kin Wang, Peleus, Mr. To Yan Ming, Edmond, Mr. David Tsoi and Mr. Xu Xuechuan.