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TIANLI HOLDINGS GROUP LIMITED

天利控股集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 117)

(1) FURTHER DELAY IN DESPATCH OF CIRCULAR; AND (2) SUPPLEMENTAL AGREEMENT IN RELATION TO MAJOR TRANSACTION

Reference is made to the announcement of Tianli Holdings Group Limited (the “**Company**”) dated 22 September 2017 in relation to the Disposal Transaction (the “**Announcement**”) and the announcement of the Company dated 17 October 2017 in relation to delay in despatch of circular. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise defined herein.

(1) FURTHER DELAY IN DESPATCH OF CIRCULAR

As disclosed in the announcement of the Company dated 17 October 2017, the Company expected to despatch the circular (“**Circular**”) in relation to the Disposal Transaction on or before 24 November 2017. As additional time is required for the Company to prepare and finalise the information for inclusion in the Circular, it is expected that the despatch of the Circular will be further postponed to a date on or before 16 January 2018.

(2) SUPPLEMENTAL AGREEMENT IN RELATION TO MAJOR TRANSACTION

Due to the further delay in despatch of the Circular as set out above, additional time is required for the fulfillment of the Conditions, on 22 November 2017 (after trading hours), the Company and the Purchaser entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Sale and Purchase Agreement to extend the Long Stop Date from 22 November 2017 to 31 January 2018 (or such other date as the parties to the Sale and Purchase Agreement may agree in writing).

Save as disclosed above, all other terms and conditions of the Sale and Purchase Agreement remain unchanged and in full force and effect in all respects.

The Board considers that the terms of the Supplemental Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

By order of the Board
Tianli Holdings Group Limited
Jin Zhifeng
Executive Director and Chief Executive Officer

Hong Kong, 22 November 2017

As at the date of this announcement, the Board comprises nine executive Directors, namely, Mr. Huang Mingxiang (Chairman), Mr. Jin Zhifeng (Chief Executive Officer), Mr. Jing Wenping, Mr. Kwok Oi Lung Roy, Mr. Pan Tong, Mr. Xue Hongjian, Mr. Yu Zhenyu, Mr. Zhou Chunhua and Mr. Zhu Xiaodong; one non-executive Director, namely, Mr. Sue Ka Lok and five independent non-executive Directors, namely Mr. Chan Chi On, Derek, Mr. Chu Kin Wang, Peleus, Mr. To Yan Ming, Edmond, Mr. David Tsoi and Mr. Xu Xuechuan.