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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)

TERMINATION OF MAJOR TRANSACTION REGARDING DISPOSAL OF SUBSIDIARIES

This announcement is made by Tianli Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Listing Rules.

Reference is made to the announcement of the Company dated 22 September 2017 in relation to the Disposal Transaction (the “**Announcement**”) and the announcements of the Company dated 17 October 2017, 22 November 2017 and 27 December 2017 in relation to the delay in despatch of circular, the entering into by the Company and the Purchaser of a supplemental agreement to the Sale and Purchase Agreement to extend the Long Stop Date and the update on progress of the major transaction regarding intended termination of the Sale and Purchase Agreement respectively. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise defined herein.

Following the reaching of a preliminary consensus on 27 December 2017 between the Company and the Purchaser to terminate the Sale and Purchase Agreement and after arm’s length negotiations, the Company and the Purchaser had on 9 January 2018 entered into the deed of termination (the “**Deed of Termination**”) to terminate the Sale and Purchase Agreement with effect from the date of the Deed of Termination and waive all existing and future claims which it has or may have against the other in respect of the matters in connection with the Sale and Purchase Agreement. Pursuant to the terms of the Deed of Termination, the Company shall refund the Advance Payment without interest to the Purchaser by 19 January 2018 (or such other later date as the Parties may agree in writing).

The Board believes that the terms of the Deed of Termination are fair and reasonable and in the interest of the Company and its shareholders as a whole. The Board considers that the termination of the Sale and Purchase Agreement has no material adverse impact on the existing business operations of the Group.

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

Hong Kong, 9 January 2018

As at the date of this announcement, the Board comprises eight 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. 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.