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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)

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by Tianli Holdings Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek the approval from the shareholders of the Company (the “**Shareholders**”) for certain amendments to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) and the adoption of the new memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) consolidating the proposed amendments and all previous amendments made.

The Board wishes to amend the Existing Memorandum and Articles of Association for the purposes of, among others, (i) to allow general meetings to be held as an electronic meeting (also referred to as a virtual general meeting) or a hybrid meeting; (ii) to bring the memorandum and articles of association of the Company in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (iii) to make other consequential amendments and some housekeeping improvements (collectively, the “**Amendments**”). Details of the proposed Amendments will be set out in the circular to be despatched to the Shareholders in due course.

The proposed Amendments to the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting (the “AGM”) of the Company.

A circular containing, among other things, details of the proposed Amendments to the Existing Memorandum and Articles of Association together with a notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 12 April 2022

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Zhou Chunhua (Chairman) and Mr. Pan Tong (Chief Executive Officer); and three independent non-executive Directors, namely Mr. Chu Kin Wang, Peleus, Mr. David Tsoi and Mr. Xu Xuechuan.