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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 22 JUNE 2022; AND
AMENDMENTS TO MEMORANDUM AND ARTICLES OF
ASSOCIATION**

Reference is made to the notice of the annual general meeting (the “**Notice**”) and the circular (the “**Circular**”) of Tianli Holdings Group Limited (the “**Company**”) both dated 29 April 2022. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the annual general meeting of the Company held on 22 June 2022, all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll. The poll results are as follows:

Ordinary Resolutions*		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and of the independent auditor for the year ended 31 December 2021.	395,429,961 (100%)	0 (0%)

Ordinary Resolutions*		Number of Votes (%)	
		For	Against
2.	(a) To re-elect Mr. Chu Kin Wang, Peleus as Director.	395,429,961 (100%)	0 (0%)
	(b) To re-elect Mr. David Tsoi as Director.	395,429,961 (100%)	0 (0%)
	(c) To authorise the board of Directors to fix the Directors' remuneration.	395,429,961 (100%)	0 (0%)
3.	To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration.	395,429,961 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot, issue and deal with the shares of the Company.	395,429,961 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase the shares of the Company.	395,429,961 (100%)	0 (0%)
6.	To extend the general mandate to be granted to the Directors to allot, issue and deal with the shares of the Company.	395,429,961 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 6, such resolutions were duly passed as ordinary resolutions by Shareholders at the AGM.			
Special Resolution*		Number of votes (%)	
		For	Against
7.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.	395,429,961 (100%)	0 (0%)
As more than 75% of the votes were cast in favour of the resolution numbered 7, such resolution was duly passed as special resolution by the Shareholders at the AGM.			

* The full text of the resolutions was set out in the Notice.

Notes:

- (a) As at the date of the AGM, the total number of shares of the Company in issue was 744,750,000 shares, being the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM.
- (b) There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Listing Rules.
- (c) None of the Shareholders was required under the Listing Rules to abstain from voting at the AGM.
- (d) None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.
- (e) Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.
- (f) All Directors attended the AGM in person or by electronic means.

AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board is pleased to announce that pursuant to the resolution numbered 7 above, the New Memorandum and Articles of Association (incorporating the proposed amendments to the Existing Memorandum and Articles of Association) has been approved and adopted with immediate effect after the close of the AGM. For the full text of the New Memorandum and Articles of Association, please refer to the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.tlhg.com.hk>). The New Memorandum and Articles of Association are prepared in the English language and the Chinese translation thereof is for reference only, and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

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

Hong Kong, 22 June 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.