

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of Tianli Holdings Group Limited (the “**Company**”), 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, GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at the Seminar room, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Monday, 5 June 2017 at 11:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at hkexnews.hk and the Company’s website at www.tlhg.com.hk.

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 31/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.

27 April 2017

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DEFINITIONS

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 the Seminar room, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Monday, 5 June 2017 at 11:00 a.m., the notice of which is set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“Audit Committee”	Audit Committee of the Company
“Board”	the Board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Tianli Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Cosmic Riches”	Cosmic Riches Investments Limited, a company incorporated in the British Virgin Islands and a substantial Shareholder of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the 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 nominal amount of the issued share capital of the Company at the date of passing of the relevant resolution approving the mandate
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Nomination Committee”	Nomination Committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, Taiwan and Macau Special Administrative Region
“Remuneration Committee”	Remuneration Committee of the Company
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the relevant resolution approving the mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“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 Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



TIANLI HOLDINGS GROUP LIMITED

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 117)

Executive Directors:

Mr. Huang Mingxiang

(Chairman and Chief Executive Officer)

Mr. Jing Wenping

Mr. Kwok Oi Lung Roy

Mr. Xue Hongjian

Mr. Zhou Chunhua

Mr. Zhu Xiaodong

Registered office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Non-executive Director:

Mr. Sue Ka Lok

*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

Independent non-executive Directors:

Mr. Chan Chi On, Derek

Mr. Chu Kin Wang, Peleus

Mr. To Yan Ming, Edmond

Mr. Xu Xuechuan

27 April 2017

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR RE-ELECTION OF DIRECTORS, 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 Annual General Meeting to approve, inter alia, (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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 87(1) of the Articles of Association, Mr. Jing Wenping will retire by rotation at the AGM and, being eligible, offer himself for re-election at the AGM.

In accordance with Article 86(3) of the Articles of Association, Mr. Xue Hongjian, Mr. Chan Chi On, Derek and Mr. To Yan Ming, Edmond will hold office until the AGM and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 14 June 2016, approval was given by the Shareholders for the granting of, inter alia, the general mandates to the Directors (i) to allot, issue and otherwise deal with the Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company; and (ii) to repurchase the Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company. In accordance with the terms of the approval, these general mandates will expire upon the conclusion of the forthcoming 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 allot, issue 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.

Subject to the passing of the resolution granting the proposed Issue Mandate, the Company will be allowed to allot and issue up to a maximum of 148,950,000 Shares, being 20% of the total number of Shares in issue, based on the 744,750,000 Shares in issue as at the Latest Practicable Date assuming that there is no change in respect of the issued share capital of the Company after the Latest Practicable Date and up to the date of the AGM.

An explanatory statement containing the particulars required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 1 June 2017 to Monday, 5 June 2017 (both days inclusive) in order to determine the entitlement of shareholders to attend and vote at the above meeting, during which period no transfer of shares in the Company will be effected. In order to be eligible to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Wednesday, 31 May 2017.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 14 to 18 of this circular. Ordinary resolutions in respect of, inter alia, the re-election of 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 proxy form for the AGM is enclosed with this circular. If you are not able to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/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 AGM or any adjournment thereof, as the case may be. Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

RESPONSIBILITY OF THE DIRECTORS

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 matters the omission of which would make any statement herein or this circular misleading.

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 and accordingly, recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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
Huang Mingxiang
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

EXECUTIVE DIRECTORS

Mr. Jing Wenping (“Mr. Jing”)

Mr. Jing, aged 35, an executive Director of the Company, is the deputy general manager of MLCC division of the Group in charge of the Group’s MLCC product management, including development, quality and production. Following his graduation from 電子科技大學 (University of Electronic Science and Technology 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, but rejoined later on in January 2012. He was appointed as an executive Director of the Company in May 2013. Save as disclosed above, Mr. Jing does not hold any position with the Company or any other member of the Group, nor has any directorships in other companies listed in Hong Kong or overseas in the past three years.

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 2016 amounted to approximately RMB325,196. 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 other Directors, senior management and substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Jing has no interests in Shares or underlying shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there is no other information relating to Mr. Jing that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Jing that need to be brought to the attention of the Shareholders.

* *the English translations of Chinese names or words in this circular, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

Mr. Xue Hongjian (“Mr. Xue”)

Mr. Xue, aged 53, was appointed as an Executive Director in July 2016 and is a director of various subsidiaries of the Company. Mr. Xue graduated with major in mechanical engineering from Hubei University of Automotive Technology in PRC and holds a doctor’s degree of Engineering majoring in Mechanical Manufacturing from Huazhong University of Science & Technology in the PRC. Mr. Xue had held various executive positions in a reputable bank in China and has extensive experience in the fields of information technology and product development. Mr. Xue has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Xue has entered into a service contract with the Company for a term of three years and his service contract shall be automatically renewed for successive three-year periods. The service contract of Mr. Xue 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. Xue will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Mr. Xue is entitled to receive a remuneration of HK\$250,000 per month which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Xue’s qualifications and experience, his level of responsibilities undertaken and prevailing market conditions. Mr. Xue may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the Board having regard to the Company’s and his performance. The remuneration of Mr. Xue will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, Mr. Xue does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Xue does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Xue that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Xue that need to be brought to the attention of the Shareholders.

Mr. Chan Chi On, Derek (“Mr. Derek Chan”)

Mr. Derek Chan, aged 53, was appointed as an Independent Non-Executive Director of the Company in July 2016. Mr. Derek Chan is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Derek Chan has over 25 years of experience in the financial services industry and is a co-author of a book on listing procedures and securities rules and regulation in Hong Kong. Mr. Derek Chan is also currently an adjunct professor in the School of Accounting and Finance of the Hong Kong Polytechnic University. Mr. Derek Chan is currently the chairman of Halcyon Capital Limited and Halcyon Securities Limited, which are engaged in corporate finance and securities businesses in Hong Kong respectively. He worked for the Stock Exchange from 1989 to 1996 and had been an executive director of Haitong International Securities Group Limited (stock code: 665) (formerly known as Taifook Securities Group Limited), a company listed on the Main Board of the Stock Exchange and has been the head of its corporate finance division for 16 years until the end of 2012. Mr. Derek Chan is also currently an independent non-executive director of Yuexiu REIT Asset Management Limited (stock code: 405), Longfor Properties Co. Ltd. (stock code: 960) and China Conch Venture Holdings Limited (stock code: 586), all of which are companies listed on the Main Board of the Stock Exchange. Until his resignation in March 2016, Mr. Derek Chan was an independent non-executive director of Global International Credit Group Limited (stock code: 1669), which is also a company listed on the Main Board of the Stock Exchange. Mr. Derek Chan graduated from the Hong Kong University of Science and Technology with a Master’s degree in Business Administration in 1994 and from the University of Hong Kong with a Bachelor’s degree in Social Sciences (majoring in Economics) in 1985. Save as disclosed above, Mr. Derek Chan has not held any directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Derek Chan has entered into a letter of appointment with the Company in relation to his position as an Independent Non-executive Director of the Company with effect from 14 July 2016. According to the letter of appointment, Mr. Derek Chan’s terms of service is fixed at a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. His directorship will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Mr. Derek Chan is entitled to receive a director’s fee of HK\$15,000 per month which has been recommended by the Remuneration Committee and approved by the Board based on their qualifications and experience, level of responsibilities undertaken and prevailing market conditions. The director’s fee of Mr. Derek Chan will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, Mr. Derek Chan does not have any relationship with any Directors, senior management, substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Derek Chan does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there is no other information relating to Mr. Derek Chan that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning the re-election of Mr. Derek Chan as Director that need to be brought to the attention of the Shareholders.

Mr. To Yan Ming, Edmond (“Mr. To”)

Mr. To, aged 45, was appointed as an Independent Non-executive Director of the Company in July 2016. Mr. To is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. To holds a Bachelor of Commerce (Accounting) degree from Curtin University of Technology in Western Australia. Mr. To is a Certified Public Accountant (Practising) in Hong Kong, and a member of both the CPA Australia and the Hong Kong Institute of Certified Public Accountants. He had worked for Deloitte Touche Tohmatsu, an international accounting firm, and has extensive experience in auditing, accounting, public offerings and taxation matters. Mr. To is also a director of Edmond To CPA Limited, R.C.W. (HK) CPA Limited and Asian Alliance (HK) CPA Limited (formerly known as Zhonglei (HK) CPA Company Limited). Mr. To is an independent non-executive director of Courage Marine Group Limited (stock code: 1145), China Vanguard Group Limited (stock code: 8156), Wai Chun Group Holdings Limited (stock code: 1013), Wai Chun Mining Industry Group Company Limited (stock code: 660), Birmingham International Holdings Limited (stock code: 2309) and EPI (Holdings) Limited (stock code: 689). Mr. To was appointed as an independent non-executive director of SH Group (Holdings) Limited (stock code: 1637) and Asia Grocery Distribution Limited (stock code: 8413) on 6 December 2016 and 27 March 2017 respectively. He was an independent non-executive director of China Household Holdings Limited (stock code: 692) and Theme International Holdings Limited (stock code: 990) until 10 December 2015 and 31 May 2015 respectively. All of the above companies are listed in Hong Kong. Save as disclosed above, Mr. To has not held any directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. To has entered into a letter of appointment with the Company in relation to his position as an Independent Non-executive Director of the Company with effect from 14 July 2016. According to the letter of appointment, Mr. To's terms of service is fixed at a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. His directorship will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Mr. To is entitled to receive a director's fee of HK\$15,000 per month which has been recommended by the Remuneration Committee and approved by the Board based on their qualifications and experience, level of responsibilities undertaken and prevailing market conditions. The director's fee of Mr. To will be subject to annual review by the Remuneration Committee and the Board.

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

Save as disclosed above, there is no other information relating to Mr. To that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning the re-election of Mr. To as Director that need to be brought to the attention of the Shareholders.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 744,750,000 fully paid Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 74,475,000 fully paid Shares.

2. REASONS FOR THE REPURCHASE

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 have no present intention to repurchase any Share pursuant to the proposed repurchase mandate and they will exercise the power to repurchase Shares only when they believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchases will only be funded 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 in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

4. SHARE PRICES

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

Month	Share Prices	
	Highest (HK\$)	Lowest (HK\$)
2016		
April	3.17	2.39
May	3.03	2.27
June	2.61	2.09
July	2.61	2.04
August	2.31	1.78
September	2.39	2.00
October	2.49	1.78
November	2.46	1.74
December	2.16	1.83
2017		
January	2.55	1.78
February	2.00	1.45
March	1.79	1.53
April (up to the Latest Practicable Date)	1.61	1.51

5. EFFECTS OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose 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 general offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

6. 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.

7. DIRECTOR'S UNDERTAKING

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

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is approved, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.



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 the Seminar room, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Monday, 5 June 2017 at 11:00 a.m. for the following purpose:

AS ORDINARY BUSINESS

1. to consider and adopt the audited consolidated financial statements and report of the directors and of the auditor for the year ended 31 December 2016;
2. (a) to re-elect Mr. Jing Wenping as Director;
(b) to re-elect Mr. Xue Hongjian as Director;
(c) to re-elect Mr. Chan Chi On, Derek as Director;
(d) to re-elect Mr. To Yan Ming, Edmond as Director; and
(e) to authorise the board of Directors to fix the Directors’ remuneration.
3. to re-appoint Crowe Horwath (HK) CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix their remuneration;

AS SPECIAL BUSINESS

4. to consider, if thought fit, pass the following resolution as an Ordinary Resolution with or without amendments:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry

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rights to subscribe for or are convertible into shares of Company (the “Shares”)), which could or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) 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 share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme 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 in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares 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, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing of this resolution and the authority shall be limited accordingly; and
- (d) for the purposes 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 other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

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

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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, if thought fit, pass the following resolution as an Ordinary Resolution with or without amendments:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares 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, the law of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company on the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes 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 other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

6. To consider, if thought fit, pass the following resolution as an Ordinary Resolution with or without amendments:

“**THAT** subject to the passing of ordinary resolutions no. 4 and 5 above, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue or otherwise deal with shares of the Company (the “**Shares**”) pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued Shares on the date of passing of this resolution.”

By Order of the Board
Tianli Holdings Group Limited
Huang Mingxiang
Chairman

Hong Kong, 27 April 2017

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

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy 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 member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from Thursday, 1 June 2017 to Monday, 5 June 2017 (both days inclusive) in order to determine the entitlement of shareholders to attend and vote at the above meeting, during which period no transfer of shares in the Company will be effected. In order to be eligible to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Wednesday, 31 May 2017.
4. 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.

NOTICE OF AGM

5. Pursuant to Rule 13.39(4) of the Listing Rules, each of the resolutions set out in this notice will be voted by poll.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect at any time between 9:00 a.m. and 11:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company’s website (<http://www.tlhg.com.hk>) to notify shareholders of the date, time and place of the rescheduled meeting.
7. Should there be any discrepancies between the English and the Chinese versions of this circular, this English version shall prevail.