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天立国际控股有限公司

Tianli International Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1773)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 27 SEPTEMBER 2024**

The Board announces that all the resolutions proposed at the EGM held on 27 September 2024 were duly passed.

Reference is made to the circular of Tianli International Holdings Limited (the “**Company**”) dated 6 September 2024 (the “**Circular**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

The Board hereby announces that at the EGM held on 27 September 2024, all the resolutions proposed were voted on and duly passed by way of poll.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

The poll results in respect of the resolutions proposed at the EGM were as follows:

Ordinary Resolution		Number of Shares (%)	
		For	Against
1.	<p><b>“THAT:</b></p> <p>the execution of (i) the construction framework agreement dated 17 July 2024 (the <b>“2024 School Construction Framework Agreement”</b>) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose) and (ii) the construction supplemental framework agreement dated 16 August 2024 (the <b>“2024 School Construction Supplemental Framework Agreement”</b>) (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose), both entered into between Shenzhou Tianli Education Investment Co., Ltd. (神州天立教育投資有限責任公司) and Sichuan Nanyuan Construction Co., Ltd. (四川南苑建設有限公司) by any director(s) of the Company be and is hereby approved, confirmed and ratified; any director(s) of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of the 2024 School Construction Framework Agreement/2024 School Construction Supplemental Framework Agreement and the transactions contemplated thereunder; and the annual caps for each of the three years ending 31 August 2027 for the transactions contemplated under the 2024 School Construction Framework Agreement/2024 School Construction Supplemental Framework Agreement as set out in the circular of the Company dated 6 September 2024 be and are hereby approved.”</p>	441,068,187 (100.000000%)	0 (0.000000%)

Special Resolution		Number of Shares (%)	
		For	Against
2.	<p><b>“THAT:</b></p> <p>(a) the proposed amendments (the <b>“Proposed Amendments”</b>) to the second amended and restated memorandum and articles of association of the Company (the <b>“Existing M&amp;A”</b>), the details of which are set out in Appendix II to the circular of the Company dated 6 September 2024, be and are hereby approved;</p> <p>(b) the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the <b>“New M&amp;A”</b>), a copy of which has been produced to this meeting and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing M&amp;A with immediate effect; and</p> <p>(c) any director or company secretary of the Company be and is hereby authorized to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New M&amp;A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong, respectively.”</p>	1,335,310,503 (100.000000%)	0 (0.000000%)

As a majority of the votes were cast in favour of the resolution numbered 1, it was duly passed as an ordinary resolution at the EGM.

As a majority of not less than three-fourths of the votes were cast in favour of the resolution numbered 2, it was duly passed as a special resolution at the EGM.

As at the date of the EGM, the total number of issued Shares is 2,115,654,000 Shares, which include: (a) 7,969,000 Shares repurchased by the Company during the period from 2 August 2024 to 24 September 2024 but not yet cancelled, which shall not be counted toward the total number of Shares entitling the Shareholders to attend and vote on all the proposed resolutions at the EGM; and (b) 92,919,734 Shares held by The Core Trust Company Limited (being the trustee of the restricted share award scheme of the Company), in respect of which The Core Trust Company Limited was required to, and did, abstain from voting on all the resolutions proposed at the EGM pursuant to Rule 17.05A of the Listing Rules. The 92,919,734 Shares held by The Core Trust Company Limited include the 6,521,733 Shares granted and vested to Mr. Luo Shi and the 1,956,520 Shares granted and vested to Ms. Tu Mengxuan (the spouse of Mr. Luo Shi) under the Pre-IPO Restricted Share Award Scheme.

In addition, as stated in the Circular, Mr. Luo Shi has a material interest in the 2024 School Construction Framework Agreement/2024 School Construction Supplemental Framework Agreement. As such, Mr. Luo Shi and his associates were required to abstain from voting on the resolution numbered 1 at the EGM. As at the date of the EGM, Sky Elite Limited, a company wholly owned by Mr. Luo Shi, held 894,242,316 Shares, and had abstained from voting on the resolution numbered 1 at the EGM. Therefore, the total number of Shares entitling the Shareholders to attend and vote at the EGM in respect of the resolution numbered 1 was 1,120,522,950 Shares. The total number of Shares entitling the Shareholders to attend and vote at the EGM in respect of the resolution numbered 2 was 2,014,765,266 Shares.

Save as disclosed above, (1) there were no Shares entitling the Shareholders thereof to attend and abstain from voting in favour of any of the proposed resolutions at the EGM in accordance with Rule 13.40 of the Listing Rules; (2) no Shareholder was required under the Listing Rules to abstain from voting on any of the proposed resolutions at the EGM; and (3) none of the Shareholders had indicated in the Circular that he or she intended to vote against or to abstain from voting on any of the proposed resolutions at the EGM.

Mr. Wang Rui, Mr. Zhang Wenzao, Mr. Pan Ping, Mr. Liu Kai Yu Kenneth, Mr. Yang Dong and Mr. Cheng Yiqun attended the EGM either in person or by electronic means.

By order of the Board  
**Tianli International Holdings Limited**  
**Luo Shi**

*Chairman, Executive Director and Chief Executive Officer*

The PRC, 27 September 2024

*As at the date of this announcement, the Board comprises Mr. Luo Shi as chairman and executive Director and Mr. Wang Rui as executive Director, Mr. Zhang Wenzao and Mr. Pan Ping as non-executive Directors and Mr. Liu Kai Yu Kenneth, Mr. Yang Dong and Mr. Cheng Yiqun as independent non-executive Directors.*