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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)

**(1) CONTINUING CONNECTED TRANSACTIONS - 2024 SCHOOL CONSTRUCTION SUPPLEMENTAL FRAMEWORK AGREEMENT; AND
(2) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

(1) CONTINUING CONNECTED TRANSACTIONS – 2024 SCHOOL CONSTRUCTION SUPPLEMENTAL FRAMEWORK AGREEMENT

Reference is made to the announcement of the Company dated 17 July 2024 (the “**Announcement**”) in relation to the entering into of the 2024 School Construction Framework Agreement between Tianli Education and Nanyuan Construction, pursuant to which Nanyuan Construction or its subsidiaries shall provide construction-related services in respect of school construction, expansion and alteration projects of Tianli Education or its subsidiaries or schools. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

On 16 August 2024, upon arm’s length negotiations, Tianli Education and Nanyuan Construction entered into a supplemental agreement in respect of the 2024 School Construction Framework Agreement (the “**2024 School Construction Supplemental Framework Agreement**”) due to updates to the expansion plan of the Company. Pursuant to the 2024 School Construction Supplemental Framework Agreement, the Annual Caps for the three financial years ending 31 August 2027 are updated as follows (the “**Revised Annual Caps**”):

	For the year ending 31 August 2025 (RMB’000)	For the year ending 31 August 2026 (RMB’000)	For the year ending 31 August 2027 (RMB’000)
Annual caps	310,000	210,000	170,000

Save for the amendments as specified above, all the other terms of the 2024 School Construction Framework Agreement remain unchanged and applicable.

The basis of determination of the Revised Annual Caps is the same as that of the Annual Caps as set out in the Announcement, except that based on the latest expansion plan of the Company, the following table sets out (i) the school projects in respect of which the Group plans to engage Nanyuan Construction or its subsidiaries for the provision of construction services in the next three years; and (ii) the construction service fees estimated to be payable to Nanyuan Construction or its subsidiaries for each of the three years ending 31 August 2027, respectively, for the services provided in relation to such school projects:

	Estimated service fees <i>(RMB'000)</i>		
	For the year ending 31 August 2025	For the year ending 31 August 2026	For the year ending 31 August 2027
School projects			
Schools in operation			
Expansion work of 6 schools	50,000	160,000	110,000
Maintenance and renovation projects of schools	40,000	50,000	60,000
Schools under planning			
Construction of one new school	220,000	–	–
Total	310,000	210,000	170,000

The abovementioned timeframe is based on the Company's current plan and estimation and may be subject to change depending on the actual circumstances.

Shareholders and potential investors should note that the Revised Annual Caps should not be construed as an assurance or forecast by the Company of the future revenues of the Group.

(2) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Tianli International Holdings 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 has resolved at a meeting on 16 August 2024 to propose (i) to make certain amendments (the “**Proposed Amendments**”) to the second amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) for the purposes of, among other things, (a) updating and bringing the Existing M&A in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers as set out in the Listing Rules which took effect from 31 December 2023, and (b) better aligning the wordings in the Existing M&A with those in the applicable laws of the Cayman Islands and the Listing Rules and incorporating certain housekeeping changes; and (ii) to adopt the third amended and restated memorandum and articles of association of the Company (the “**New M&A**”) incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A.

The Proposed Amendments and the proposed adoption of the New M&A are subject to the consideration and approval by the Shareholders by way of a special resolution at the EGM and shall be effective thereupon.

A circular containing, among other things, (i) a letter from the Board setting out details of the 2024 School Construction Framework Agreement/2024 School Construction Supplemental Framework Agreement, the transactions contemplated thereunder and the Revised Annual Caps; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of recommendation from Rainbow Capital to the Independent Board Committee and the Independent Shareholders; (iv) particulars in relation to the Proposed Amendments and the adoption of the New M&A; (v) a notice of the EGM; and (vi) other information required under the Listing Rules, will be despatched to the Shareholders in due course.

By order of the Board
Tianli International Holdings Limited
Luo Shi
Chairman, Executive Director and Chief Executive Officer

The PRC, 16 August 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.