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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 AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

This announcement is made by Tianli Holdings Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), in relation to the proposed amendment and restatement to the Company’s existing amended and restated articles of association (the “**Existing Articles**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the Existing Articles by way of adopting the second amended and restated articles of association of the Company (the “**Amended and Restated Articles**”) in order to:

- (a) updating and bringing the Existing Articles to reflect and align with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules;
- (b) updating and bringing the Existing Articles to reflect and align with the latest regulatory requirements in relation to treasury shares and the relevant amendments made to the Listing Rules;

- (c) updating the Existing Articles to prepare for the uncertificated securities market regime; and
- (d) make certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

In view of the Proposed Amendments to be made to the Existing Articles, the Board proposes to put forward to the shareholders (the “**Shareholders**”) of the Company for approval at the annual general meeting (the “**AGM**”) to be convened and held on 18 June 2026 a special resolution to amend the Existing Articles by the adoption of the Amended and Restated Articles in substitution for, and to the exclusion of, the Existing Articles so as to consolidate all the Proposed Amendments.

Full version of the Amended and Restated Articles which included the Proposed Amendments will be set out in the appendix to the circular for the AGM to be despatched to the Shareholders. The Board is of the view that the Proposed Amendments and the adoption of the Amended and Restated Articles are in the interests of the Company and the Shareholders as a whole. The Proposed Amendments and the adoption of the Amended and Restated Articles are subject to the approval of the Shareholders by way of special resolution at the AGM and, if approved, will become effective upon the close of the AGM. Prior to the passing of the relevant special resolution at the AGM, the Existing Articles shall remain valid.

After the Proposed Amendments and the adoption of the Amended and Restated Articles come into effect, the full text of the Amended and Restated Articles will be published on the websites of the Stock Exchange and the Company. A circular containing, among other things, full version of the Proposed Amendments together with the notice to convene the AGM and the proxy form will be despatched to the Shareholders in due course.

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

Hong Kong, 20 April 2026

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. Xu Xuechuan and Ms. Jiao Jie.