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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)

**(1) APPOINTMENT OF CHIEF EXECUTIVE OFFICER;
(2) APPOINTMENT OF EXECUTIVE DIRECTOR;
(3) CHANGE OF CHIEF RISK OFFICER;
AND
(4) CHANGE OF COMPANY SECRETARY,
AUTHORISED REPRESENTATIVE AND AGENT FOR
THE ACCEPTANCE OF SERVICE OF PROCESS AND
NOTICES IN HONG KONG**

The Board announces that with effect from 12 April 2019:

- (i) Mr. Pan Tong has been appointed as the Chief Executive Officer of the Company and ceased to act as the Chief Risk Officer of the Company;
- (ii) Mr. Chou Benjamin Bang Yi has been appointed as the Executive Director and the Chief Risk Officer of the Company and ceased to act as the Company Secretary, the Authorised Representative and the Process Agent of the Company; and
- (iii) Mr. Lo Chung Man has been appointed as the Company Secretary, the Authorised Representative and the Process Agent of the Company.

APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The board (the “**Board**”) of directors (the “**Directors**”) of Tianli Holdings Group Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) announces that Mr. Pan Tong (“**Mr. Pan**”) has been appointed as a chief executive officer of the Company (the “**Chief Executive Officer**”) and ceased to act as a chief risk officer of the Company (the “**Chief Risk Officer**”) with effect from 12 April 2019.

The biographical details of Mr. Pan are as follows:

Mr. Pan, aged 47, is an executive director of the Company. He is also a director of certain subsidiaries of the Company. Mr. Pan holds a bachelor’s degree in international finance from Hunan College of Finance and Economics (currently known as Hunan University). Mr. Pan had held various executive positions at several banks and financial institutions in China with extensive experience in the fields of risk management, corporate banking and investment.

Mr. Pan entered into a service agreement with the Company for a term of office of three years from 11 August 2017, unless 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. Mr. Pan is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”).

Mr. Pan is entitled to receive a remuneration of HK\$2,400,000 per annum which has been recommended by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board based on Mr. Pan’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. Mr. Pan may also be entitled to receive discretionary bonuses or other benefits as decided by the Remuneration Committee and the Board having regard to the Company’s and his performance. The remuneration of Mr. Pan will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above and as at the date of this announcement, Mr. Pan (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this announcement; and (iv) does not hold other positions with the Company and other members of the Group.

Save as disclosed above, Mr. Pan has confirmed that there is no other information in relation to his appointment that is required to be disclosed pursuant to rule 13.51(2) of the Listing rules and there are no other matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF RISK OFFICER

The Board further announces that Mr. Chou Benjamin Bang Yi (alias Zhou Bang Yi, “**Mr. Chou**”) has been appointed as an executive Director and Chief Risk Officer with effect from 12 April 2019. Following his appointment as an executive Director, he resigned as the company secretary of the Company (the “**Company Secretary**”) and ceased to act as (i) an authorised representative of the Company (the “**Authorised Representative**”) pursuant to rule 3.05 of the Listing Rules and (ii) the agent for the acceptance of service of process and notices on behalf of the Company in Hong Kong under rule 19.05(2) of the Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) with effect from 12 April 2019.

The biographical details of Mr. Chou are as follows:

Mr. Chou, aged 39, is the company secretary and chief legal officer of the Company before his appointment as an executive director of the Company. Mr. Chou holds a Juris Doctor degree from Cornell University Law School and Bachelor of Art degrees in Economics and in Political Science from the University of California, Los Angeles in the United States. He is a solicitor admitted in Hong Kong and in the State of New York of the United States. Mr. Chou has more than 10 years of experience in providing corporate legal and compliance advices and other professional corporate services to Hong Kong listed and private companies.

Mr. Chou has entered into a service agreement with the Company for a term of office of three years commencing from 12 April 2019, unless 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. Mr. Chou shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election in accordance with the Articles of Association. Thereafter, Mr. Chou will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Mr. Chou is entitled to receive a remuneration of HK\$1,800,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Chou's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. Mr. Chou may also be entitled to receive discretionary bonuses or other benefits as decided by the Remuneration Committee and the Board having regard to the Company's and his performance. The remuneration of Mr. Chou will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above and as at the date of this announcement, Mr. Chou (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this announcement; and (iv) does not hold other positions with the Company and other members of the Group.

Save as disclosed above, Mr. Chou has confirmed that there is no other information in relation to his appointment that is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

APPOINTMENT OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board further announces that Mr. Lo Chung Man (“**Mr. Lo**”) has been appointed as the Company Secretary, the Authorised Representative and the Process Agent of the Company with effect from 12 April 2019.

The biographical details of Mr. Lo are as follows:

Mr. Lo is currently the chief financial officer of the Company. Mr. Lo holds a Master’s degree in Corporate Finance from Hong Kong Polytechnic University and a Bachelor’s degree in Accounting from Macquarie University, Australia. He is a member of the Hong Kong Institute of Certified Public Accountant and a member of Certified Public Accountant, Australia. Mr. Lo has more than 15 years of experience in accounting, auditing and financial management with renowned professional firms, asset management and manufacturing organizations with special emphasis in manufacturing, real estate and private equity sectors.

The Board would like to extend a warm welcome to Mr. Pan, Mr. Chou, and Mr. Lo on their respective new positions.

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

Hong Kong, 11 April 2019

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Zhou Chunhua (chairman), Mr. Jing Wenping and Mr. Pan Tong; and four independent non-executive Directors, namely Mr. Chu Kin Wang, Peleus, Mr. To Yan Ming, Edmond, Mr. David Tsoi and Mr. Xu Xuechuan.