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天立教育国际控股有限公司

Tianli Education International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1773)

**CHANGE OF JOINT COMPANY SECRETARY
AND AUTHORIZED REPRESENTATIVES; AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17
OF THE LISTING RULES**

CHANGE OF COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVES

The board of directors (the “**Board**”) of Tianli Education International Holdings Limited (the “**Company**”) hereby announces that Mr. Wong Yu Kit (“**Mr. Wong**”) has tendered his resignation as (i) a joint company secretary of the Company (the “**Joint Company Secretary**”); (ii) an authorized representative of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”); and (iii) an authorized representative of the Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (collectively, the “**Authorized Representatives**”) with effect from 29 August 2019.

Mr. Wong confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board is pleased to announce that Ms. Zhang Xiao (“**Ms. Zhang**”) has been appointed as a Joint Company Secretary and the Authorized Representatives with effect from 29 August 2019.

Ms. Zhang Xiao is an assistant manager of SWCS Corporate Services Group (Hong Kong) Limited (方圓企業服務集團(香港)有限公司), a professional services provider specialising in corporate services, and has over six years of experience in corporate secretarial field. Ms. Zhang has been admitted as an associate member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom in 2019.

Ms. Zhang obtained a bachelor’s degree in Computer Science from The Chinese University of Hong Kong in 2010 and a master’s degree in corporate governance from The Open University of Hong Kong in 2018.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Reference is made to the appointment of Mr. Wang Rui (“**Mr. Wang**”) as one of the Joint Company Secretaries and the waiver granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in relation to Mr. Wang’s eligibility to act as a Joint Company Secretary for a period of three years (the “**Waiver Period**”) from the Company’s listing (being 12 July 2018), on the condition that the Company would engage Mr. Wong as a Joint Company Secretary to assist Mr. Wang during the Waiver Period (the “**Waiver**”). The Waiver was revoked upon Mr. Wong’s resignation effective on 29 August 2019.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted a new waiver (the “**New Waiver**”) to the Company from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver Period (from 29 August 2019 to 11 July 2021) (the “**Remaining Period**”) in relation to Mr. Wang’s eligibility to act as a Joint Company Secretary, on the condition that:–

- (i) Mr. Wang will be assisted by Ms. Zhang during the Remaining Period;
- (ii) the Company shall notify the Stock Exchange at the end of the Remaining Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Remaining Period, the Company will be able to demonstrate that Mr. Wang satisfies Rule 3.28 of the Listing Rules, having had the benefit of Ms. Zhang’s assistance such that a further waiver will not be necessary; and
- (iii) the Company will announce details of the New Waiver, including its reasons and conditions.

The New Waiver will be revoked immediately if and when Ms. Zhang ceases to be a Joint Company Secretary during the Remaining Period.

The Board would like to take this opportunity to express its gratitude to Mr. Wong for his past contributions to the Company during his tenure of service and express its warm welcome to Ms. Zhang on her new appointment.

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

The PRC, 29 August 2019

As at the date of this announcement, the Board comprises Mr. Luo Shi as chairman and executive director, Ms. Yang Zhaotao and Mr. Wang Rui as executive directors, Mr. Tian Mu and Mr. Shen Jinzhou as non-executive directors and Mr. Liu Kai Yu Kenneth, Mr. Yang Dong and Mr. Cheng Yiqun as independent non-executive directors.