THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Tianli Holdings Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSAL FOR INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the EGM to be held at Portion 02, 12/F, The Center, 99 Queen's Road Central, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you intend to attend the EGM (or any adjournment thereof), you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).

A proxy form for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkex.com.hk.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

1 August 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms or expressions shall have the following meanings:

"Announcement"	the Company's announcement dated 29 July 2025 in relation to, amongst other things, the Increase in Authorised Share Capital
"Board"	the board of Directors
"Company"	Tianli Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange (Stock code: 117)
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held at Portion 02, 12/F, The Center, 99 Queen's Road Central, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. (or any adjournment thereof), for the purpose of considering and, if thought fit, approving the Increase in Authorised Share Capital by the Shareholders
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Increase in Authorised Share Capital"	the proposed increase of the authorised share capital of the Company from HK$10,000,000 divided into 1,000,000,000 Shares to HK$50,000,000 divided into 5,000,000,000 Shares by the creation of an additional 4,000,000,000 Shares
"Latest Practicable Date"	29 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
"Share(s)"	the ordinary shares in the issued share capital of the Company, in the par value of HK$0.01
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	the Stock Exchange of Hong Kong Limited

The English text of this circular, the notice of the EGM and accompanying form of proxy shall prevail over their respective Chinese text in case of inconsistency.

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)

Executive Directors
Mr. Zhou Chunhua *(Chairman)*
Mr. Pan Tong *(Chief Executive Officer)*

Independent non-executive Directors
Mr. Chu Kin Wang, Peleus
Mr. Xu Xuechuan
Ms. Jiao Jie

Registered office
Cricket Square,
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong
Suites 2711-12, 27th Floor
The Center,
99 Queen's Road Central
Hong Kong

1 August 2025

To the Shareholders

Dear Sir/Madam,

PROPOSAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement in relation to, amongst other things, the Increase in Authorised Share Capital.

The purposes of this circular are to provide you with, among other things, (i) further details of the Increase in Authorised Share Capital; and (ii) notice of the EGM. In the EGM, such necessary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Increase in Authorised Share Capital.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK$10,000,000 divided into 1,000,000,000 Shares of HK$0.01 each, as at the Latest Practicable Date, 744,750,000 Shares are in issue and 255,250,000 Shares are authorised but unissued.

With reference to the Announcement, the Board proposes to increase the authorised share capital of the Company from HK$10,000,000 divided into 1,000,000,000 Shares to HK$50,000,000 divided into 5,000,000,000 Shares by the creation of an additional 4,000,000,000 Shares which, if issued, shall rank *pari passu* in all respects with the existing Shares.

The Board believes the Increase in Authorised Share Capital will be capable to accommodate the potential growth and development of the Group and to provide the Company with greater flexibility to raise funds in the future, and accordingly, is in the interests of the Company and the Shareholders as a whole.

As disclosed in the Announcement, and as at the Latest Practicable Date, the Company does not have any intention or any immediate plan to conduct equity fundraising by issuing new Shares from any part of the increased authorised share capital. However, the Board cannot rule out the possibility that the Company will conduct equity fundraising exercises as and when suitable fundraising opportunities arise in order to support the operations and future development of the Group.

Upon the Increase in Authorised Share Capital becoming effective and assuming no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM, the authorised share capital of the Company will be HK$50,000,000 divided into 5,000,000,000 Shares, with 744,750,000 Shares in issue and 4,255,250,000 Shares authorised but unissued.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of passing an ordinary resolution at the EGM.

EGM & IMPLICATIONS UNDER THE LISTING RULES

The Company will convene the EGM at Portion 02, 12/F, The Center, 99 Queen's Road Central, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital. A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution on the Increase in Authorised Share Capital at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, the votes to be taken at the EGM will be taken by poll, the results of which will be announced after the EGM.

A form of proxy for the EGM is enclosed. Whether or not you wish to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATIONS

The Directors consider that the proposed resolution at the EGM is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolution at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

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

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Tianli Holdings Group Limited (the "**Company**") will be held at Portion 02, 12/F, The Center, 99 Queen's Road Central, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as the ordinary resolution of the Company:

ORDINARY RESOLUTION

1. "**THAT** the authorised share capital of the Company be increased from HK$10,000,000 divided into 1,000,000,000 shares of HK$0.01 each (the "**Shares**") to HK$50,000,000 divided into 5,000,000,000 Shares by the creation of additional 4,000,000,000 Shares (the "**Increase in Authorised Share Capital**"), such Shares shall rank *pari passu* in all respects; and THAT any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital."

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

Hong Kong, 1 August 2025

Registered office:
Cricket Square,
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong
Suites 2711-12, 27th Floor
The Center,
99 Queen's Road Central
Hong Kong

Notes:

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.

4. For the purpose of determining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents together with the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Monday, 18 August 2025. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM is on Friday, 22 August 2025.

5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

6. Where a "black" rainstorm warning is in force or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted or "extreme conditions" is announced by the Government of Hong Kong is in force at 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Having considered their own situations, Shareholders should decide on their own whether they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

8. Pursuant to Rule 13.39(4) of the Listing Rules, all resolution at the EGM will be conducted by way of a poll.

As at the date of this notice, 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.