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)

VOLUNTARY ANNOUNCEMENT

INTERNAL REORGANIZATION

This announcement is made by Tianli International Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") on a voluntary basis to provide the shareholders of the Company and potential investors with the latest information on the recent adjustment to the corporate structure of the Group.

Internal Reorganization

The board of directors (the "**Board**") of the Company is pleased to announce that, on 15 September 2026, Qiming Daren (Zhuhai Hengqin) Education Technology Co., Ltd. (啟鳴達人(珠海橫琴)教育科技有限責任公司) ("**Qiming Zhuhai**") and Shenzhen Qiming Daren Technology Co., Ltd. (深圳啟鳴達人科技有限公司) ("**Shenzhen Qiming**") entered into an equity transfer agreement (the "**Equity Transfer Agreement**"), pursuant to which Qiming Zhuhai agreed to transfer 100% equity interest in Sichuan Qiming Daren Technology Co., Ltd. (四川啟鳴達人科技有限公司) ("**Sichuan Qiming**") to Shenzhen Qiming (the "**Internal Reorganization**").

The Equity Transfer Agreement became effective upon formal execution by both parties on 15 September 2026, and the effective date was also the completion date of the transfer of 100% equity interest in Sichuan Qiming. Therefore, the completion of the Internal Reorganization took place on 15 September 2026.

Prior to the completion of the Internal Reorganization, Sichuan Qiming was held as to 100% equity interest by Qiming Zhuhai, and Qiming Zhuhai was wholly-owned by Shenzhou Tianli Education Technology Group Co., Ltd. (神州天立教育科技集團有限公司) ("**Tianli Education**"). The Group controls Tianli Education through a series of structured contracts and thereby controls Qiming Zhuhai and Sichuan Qiming. Shenzhen Qiming is a wholly foreign-owned enterprise and an indirect wholly-owned subsidiary of the Company. Upon completion of the Internal Reorganization, Sichuan Qiming is held as to 100% equity interest by Shenzhen Qiming, and is thereby indirectly wholly-owned by the Company.

Sichuan Qiming remains a wholly-owned subsidiary of the Company both before and after the completion of the Internal Reorganization. There is no change in the actual control of the Group over Sichuan Qiming, and its financial results will continue to be consolidated into the consolidated financial statements of the Group.

Reasons for and Benefits of the Internal Reorganization

Sichuan Qiming is a limited liability company established under the laws of the People's Republic of China (the "**PRC**"), primarily engaged in businesses relating to education technology and artificial intelligence, with a business scope covering AI classrooms, AI smart learning, AI companions and related software development and technical services.

The Internal Reorganization aims to manage the education technology business engaged in by Sichuan Qiming and the other education services businesses of the Group independently and professionally, and to clearly delineate the strategic positioning, financial control, operational management and resource allocation of each business line. The directors (the "**Directors**") of the Company consider that the Internal Reorganization is in line with the business development needs of the Group and the overall interests of the Company and its shareholders.

This announcement is made by the Company on a voluntary basis.

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

The PRC, 15 September 2026

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, Mr. Pan Ping and Ms. Li Xiaomei as non-executive Directors and Mr. Liu Kai Yu Kenneth, Mr. Yang Dong and Mr. Cheng Yiqun as independent non-executive Directors.