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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 10 JULY 2019

The Board announces that the resolution proposed at the EGM held on 10 July 2019 was duly passed.

Reference is made to the circular of Tianli Education International Holdings Limited (the “**Company**”) dated 21 June 2019 (the “**Circular**”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board hereby announces that at the EGM held on 10 July 2019, the resolution proposed was duly passed by way of poll voting.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM. The poll results in respect of the resolution proposed at the EGM were as follows:

Ordinary Resolution		Number of Shares (%)	
		For	Against
1.	To approve, confirm and ratify the execution of the construction services agreement dated 16 April 2019 (the “ New School Construction Framework Agreement ”) entered into between the Company and Luzhou Nanyuan Construction Engineering Co., Ltd. (“ Nanyuan Construction ”) (瀘州市南苑建築工程有限公司) by any director(s) of the Company, and to authorize any director(s) of the Company to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of the New School Construction Framework Agreement and the transactions contemplated thereunder; and to approve the further adjusted annual caps for the three years ending 31 December 2021 (the “ Adjusted Annual Caps ”) in relation to the purchase of construction services from Nanyuan Construction under the New School Construction Framework Agreement as set out in the Circular.	524,795,442 (99.999809%)	1,000 (0.000191%)

As majority of the votes were cast in favour of the ordinary resolution, the resolution was duly passed.

The total number of Shares entitling the holders to attend and vote on the resolution at the EGM was 1,203,880,431.

As stated in the Circular, Mr. Luo Shi and his associates, being connected persons of the Company and having material interests in the New School Construction Framework Agreement (which are different from those of the Independent Shareholders) were required to, and did, abstain from voting at the EGM in respect of the resolution. Mr. Luo Shi and his associates (including his spouse Ms. Tu Mengxuan) were interested in a total of 871,119,569 Shares, representing approximately 41.98% of the total issued share capital of the Company, of which (i) 862,641,316 Shares were held by Sky Elite Limited, a company controlled by Mr. Luo; (ii) 1,304,346 Shares were held beneficially by Mr. Luo Shi; (iii) 195,652 Shares were held beneficially by Ms. Tu Mengxuan; and (iv) 6,978,255 Shares represented Shares granted to Mr. Luo Shi and Ms. Tu Mengxuan pursuant to the Pre-IPO Restricted Share Award Scheme which were remained unvested.

Save as disclosed above, there was no restriction on any Shareholder to cast votes on the proposed resolution at the EGM.

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

The PRC, 10 July 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.