

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated June 28, 2018 (the “**Prospectus**”) issued by Tianli Education International Holdings Limited (the “**Company**”).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus issued by the Company for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares thereby being offered.

*This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Hong Kong Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from or in a transaction not subject to the registration requirements of the U.S. Securities Act. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.*

*In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, over-allocate or effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Offer Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Friday, August 3, 2018, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Offer Shares, and therefore the price of the Shares, could fall.



天立教育国际控股有限公司
Tianli Education International Holdings Limited

(Incorporated under the laws of the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 500,000,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 50,000,000 Shares (subject to adjustment and the Over-allotment Option)
- Number of International Offer Shares** : 450,000,000 Shares (subject to adjustment and the Over-allotment Option)
- Offer Price (subject to a Downward Offer Price Adjustment¹)** : HK\$2.26 to HK\$2.66 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full at the maximum offer price application in Hong Kong dollars, subject to refund on final pricing)
(If the Offer Price is set at 10% below the bottom end of the indicative Offer Price range after making a Downward Offer Price Adjustment, the Offer Price will be HK\$2.04 per Offer Share)
- Nominal value** : HK\$0.1 per Share
- Stock code** : 1773

Sole Sponsor and Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the grant of the approval of listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option or may be granted under the Share Option Scheme). Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, July 12, 2018. In the event the Over-allotment Option is exercised, an announcement will be made by the Company which will be posted on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.sztljyjt.com.

The Global Offering comprises the Hong Kong Public Offering of initially 50,000,000 Shares (subject to reallocation) representing 10% of the total number of Offer Shares initially available under the Global Offering, and the International Offering of initially 450,000,000 Shares (subject to reallocation and the Over-allotment Option) representing 90% of the total number of Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus. In particular, the Sole Global Coordinator and the Sole Sponsor may, at its sole discretion, reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 100,000,000 Offer Shares, being 20% of the Global Offering) and the final Offer Price shall be fixed at the low-end of the indicative offer price range (i.e. HK\$2.26 per Offer Share) stated in the Prospectus.

Pursuant to the Over-allotment Option, the International Underwriters have the right, exercisable by the Sole Global Coordinator (on behalf of the International Underwriters) at any time from the day on which trading of the Shares commences on the Stock Exchange until the 30th day after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 75,000,000 additional Offer Shares, representing 15% of the initial Offer Shares, at the Offer Price to cover over-allocations in the International Offering (if any).

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.66 per Offer Share and is currently expected to be not less than HK\$2.26 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus (subject to a reduction of up to 10% below the bottom end of the indicative Offer Price range) through making a Downward Offer Price Adjustment as set out in the Prospectus. If the Offer Price is set after making a 10% Downward Offer Price Adjustment, the Offer Price will be HK\$2.04 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.66 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.66 per Offer Share.

If the Company decides to reduce the Offer Price by making a Downward Offer Price Adjustment (a reduction of up to 10% below HK\$2.26, the Company will separately announce the final Offer Price no later than Wednesday, July 11, 2018 on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.sztljyjt.com.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website (www.eipo.com.hk) for White Form eIPO.

Applicants who wish to be issued the Hong Kong Offer Shares in their own names should either (i) complete and sign the **WHITE** Application Form; or (ii) submit applications online through the designated website of the **White Form eIPO Service Provider** at www.eipo.com.hk under the **White Form eIPO** service. Applicants who wish to have the Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should either (i) complete and sign the **YELLOW** Application Form; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, June 28, 2018 till 12:00 noon on Wednesday, July 4, 2018 (or such later date as may apply as described in the section headed “How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus) from the addresses of the following Hong Kong Underwriters:

China International Capital Corporation Hong Kong Securities Limited

29/F One International Finance Centre

1 Harbour View Street

Central

Hong Kong

Macquarie Group Limited

Level 18, One International Finance Centre
1 Harbour View Street
Central
Hong Kong

Haitong International Securities Company Limited

22/F, Li Po Chun Chambers
189 Des Voeux Chambers
Hong Kong

or any of the designated branches of the following receiving bank:

(a) Bank of China (Hong Kong) Limited

District	Branch	Address
Hong Kong Island	Lee Chung Street Branch	29-31 Lee Chung Street, Chai Wan
Kowloon	Yau Ma Tei Branch	471 Nathan Road, Yau Ma Tei
New Territories	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1-15 Wang Pok Street, Shatin

(b) Standard Chartered Bank (Hong Kong) Limited

District	Branch	Address
Hong Kong Island	Central Branch	G/F, 1/F, 2/F and 27/F, Two Chinachem Central, 26 Des Voeux Road Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
Kowloon	68 Nathan Road Branch	Basement, Shop B1, G/F and M/F Golden Crown Court, 66-70 Nathan Road, Tsimshatsui
New Territories	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi
	Fotan Branch	Shop No. 3, 1/F, Shatin Galleria, 18-24 Shan Mei Street, Fo Tan, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, June 28, 2018 till 12:00 noon on Wednesday, July 4, 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**Bank of China (Hong Kong) Nominees Limited — Tianli Education Public Offer**" attached should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

Your **WHITE** or **YELLOW** Application Forms can be lodged at the following times on the following dates:

Thursday, June 28, 2018	—	9:00 a.m. to 5:00 p.m.
Friday, June 29, 2018	—	9:00 a.m. to 5:00 p.m.
Saturday, June 30, 2018	—	9:00 a.m. to 1:00 p.m.
Tuesday, July 3, 2018	—	9:00 a.m. to 5:00 p.m.
Wednesday, July 4, 2018	—	9:00 a.m. to 12:00 noon

Applicants may apply online through the **White Form eIPO** by submitting an application through the designated website at www.eipo.com.hk (24 hours daily, except on the last day for applications) from 9:00 a.m. on Thursday, June 28, 2018 till 11:30 a.m. on Wednesday, July 4, 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, July 4, 2018 or such later date as described in the section headed "How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates:

Thursday, June 28, 2018	—	9:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, June 29, 2018	—	8:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, June 30, 2018	—	8:00 a.m. to 1:00 p.m.⁽¹⁾
Tuesday, July 3, 2018	—	8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, July 4, 2018	—	8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, June 28, 2018 until 12:00 noon on Wednesday, July 4, 2018 (24 hours daily, except on the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Wednesday, July 4, 2018 or such later time as described in the section headed “How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

The application for the Hong Kong Offer Shares will commence on Thursday, June 28, 2018 through Wednesday, July 4, 2018. The application monies (including the brokerage fees, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Wednesday, July 11, 2018. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Thursday, July 12, 2018.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

Irrespective of whether a Downward Offer Price Adjustment is made, the Company expects to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Wednesday, July 11, 2018 in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the Company’s website at www.sztljyjt.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for the Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$2.66 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

No temporary documents of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Thursday, July 12, 2018, provided that the Global Offering has become unconditional and the right of termination described in the “Underwriting” section in the Prospectus has not been exercised. Dealings in the Shares are expected to commence at 9:00 a.m. on Thursday, July 12, 2018. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 1773.

By order of the Board
Tianli Education International Holdings Limited
Mr. Luo Shi
Chairman

Hong Kong, June 28, 2018

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Luo Shi as Chairman and Executive Director, Ms. Yang Zhaotao and Mr. Wang Rui as Executive Directors, Mr. Tian Mu as Non-executive Director, and Mr. Liu Kai Yu Kenneth, Mr. Yang Dong and Mr. Cheng Yiqun as Independent Non-executive Directors.*

** The appointment of Mr. Liu Kai Yu Kenneth, Mr. Yang Dong and Mr. Cheng Yiqun as Independent Non-executive Directors will take effect on the Listing Date.*

¹ *Please refer to Prospectus for the definition of “Downward Offer Price Adjustment”.*