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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)

SUPPLEMENTAL ANNOUNCEMENT
INTERNAL REORGANIZATION

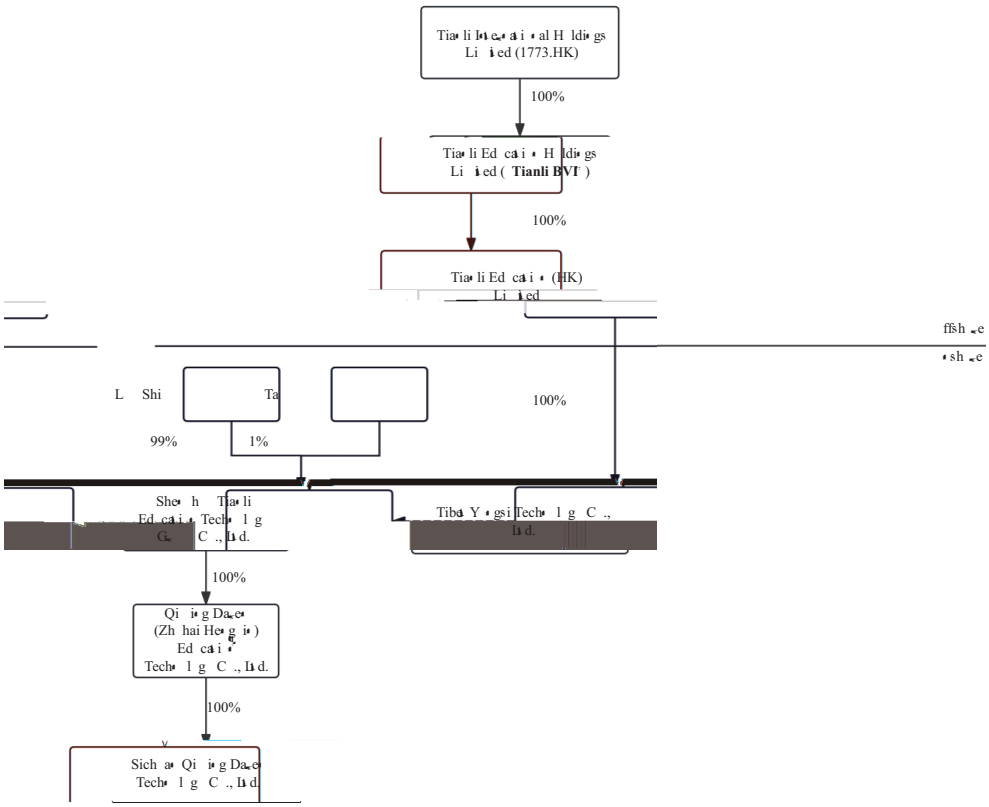
Reference is made to the announcement of Tianli International Holdings Limited (the "**Company**") dated 15 September 2026 in relation to the Internal Reorganization (the "**Announcement**"). Unless otherwise specified, the capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The Company hereby provides the following supplemental information in relation to the Internal Reorganization:

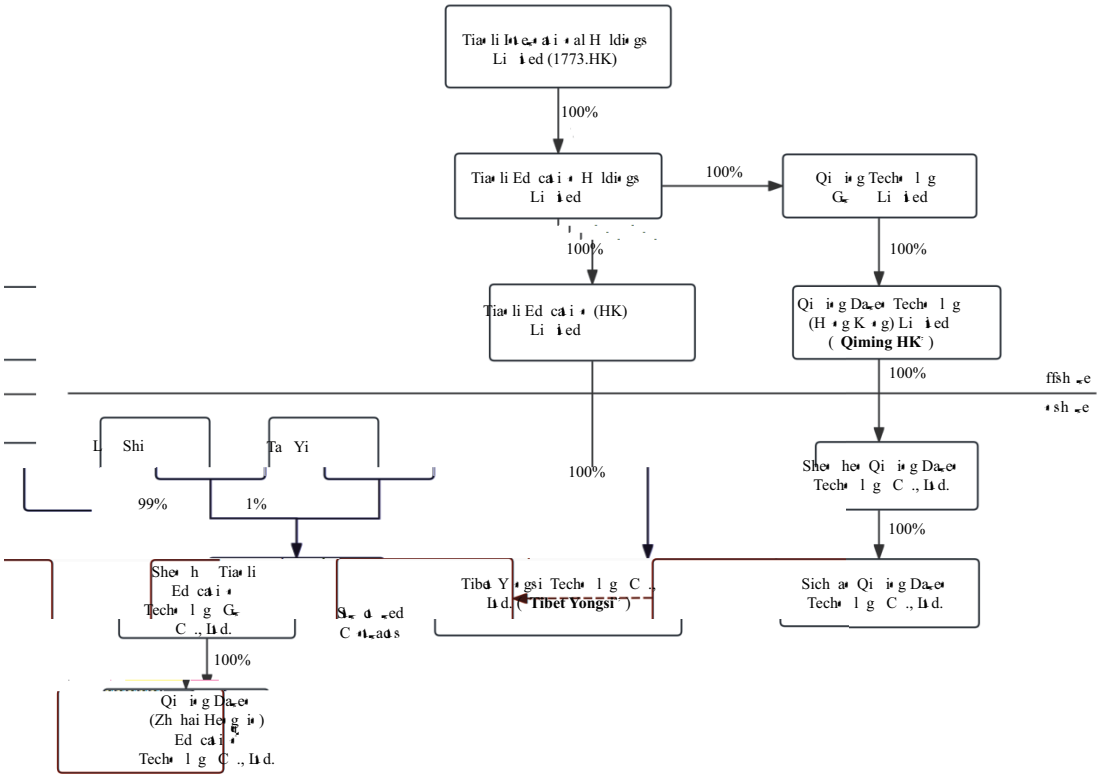
Shareholding Structures Immediately Before the Internal Reorganization and as at the Date of this Supplemental Announcement

The following simplified diagrams illustrate the relevant shareholding and control structures immediately before the Internal Reorganization and as at the date of this supplemental announcement:

Before the Internal Reorganization



As at the date of this supplemental announcement



- *Note: Solid arrows indicate direct equity ownership, with the corresponding shareholding percentages shown. Dashed arrows indicate control through a series of structured contracts (the "**Structured Contracts**"). The diagrams show only the relevant entities and do not depict the Group's entire corporate structure.*

Following the Internal Reorganization, Qiming Zhuhai no longer holds any equity interest in Sichuan Qiming. Qiming Zhuhai remains directly wholly-owned by Tianli Education, which

Consideration and basis of determination:

Pursuant to the valuation report dated 18 August 2026 referred to in the Equity Transfer Agreement, as at 31 July 2026, the total asset value of Sichuan Qiming assessed under the asset-based approach amounted to RMB181,595,000, total liabilities amounted to RMB108,324,800 and shareholders' equity amounted to RMB73,270,200. The transfer consideration payable by Shenzhen Qiming to Qiming Zhuhai for the transfer is RMB73,270,200, inclusive of tax, equal to such assessed shareholders' equity.

Payment terms:

Shenzhen Qiming shall pay the consideration within the period agreed by both parties after Sichuan Qiming completes both the industrial and commercial change registration and the foreign-exchange change registration for the equity transfer.

Completion terms:

The Equity Transfer Agreement became effective upon formal execution by both parties on 15 September 2026, and the transfer of 100% equity interest in Sichuan Qiming completed on the same date. With effect from the completion date, the rights and obligations of Qiming Zhuhai attaching to the transferred equity interest in Sichuan Qiming were transferred to Shenzhen Qiming.

Other arrangements in connection with the transfer:

The Equity Transfer Agreement also provides for a cash distribution to Sichuan Qiming's shareholder of undistributed profits accumulated as at 31 August 2026 after appropriation to the statutory surplus reserve.

Save as disclosed in this supplemental announcement, no indemnity, guarantee, release or other arrangement has been entered into in connection with the Internal Reorganization.

Principal Steps of the Internal Reorganization

The principal steps of the Internal Reorganization are as follows:

(a) the establishment of the separate equity holding chain through Tianli BVI, Qiming Technology Group Limited, Qiming HK and Shenzhen Qiming as described above;

(b) the execution and effectiveness of the Equity Transfer Agreement by Qiming Zhuhai and Shenzhen Qiming on 15 September 2026 and the transfer of the entire equity interest in Sichuan Qiming to Shenzhen Qiming pursuant to the Equity Transfer Agreement;

(c) the completion of the relevant registration and filing formalities and payment of the consideration in accordance with the Equity Transfer Agreement.

Reasons and Commercial Rationale of the Internal Reorganization

As disclosed in the Announcement, the principal purpose of the Internal Reorganization is to delineate more clearly the education technology business carried on by Sichuan Qiming from the Group's other education services businesses and to enable the respective business lines to be managed with clearer strategic positioning, dedicated management and a more focused allocation of resources. Placing Sichuan Qiming under Shenzhen Qiming enables Sichuan Qiming to establish a more direct management and reporting line between Sichuan Qiming and the central management of the Group.

The Internal Reorganization also takes into account the removal of foreign equity restrictions on the relevant value-added telecommunications services in approved pilot areas, including designated areas in Beijing and Shanghai, allowing eligible wholly foreign-owned enterprises to apply for the relevant approval or licence for internet information services. The Group plans to arrange for a wholly-owned subsidiary of Sichuan Qiming registered in an approved pilot area to apply for the requisite approval or licence. Subject to the applicable licensing and regulatory requirements, these arrangements allow the relevant business to be conducted under a wholly-owned equity holding structure, supporting the separate management and development of Sichuan Qiming's education

The Impact of the Internal Reorganization on the Company's Operations and Existing Structured Contract Arrangements

The Internal Reorganization does not have any material adverse impact on the overall operations of the Group. Following completion of the Internal Reorganization, Sichuan Qiming remains an indirect wholly-owned subsidiary of the Company and continues to be under the overall management and control of the Group. There is no change in the Group's actual control over Sichuan Qiming, and the financial results of Sichuan Qiming will continue to be consolidated into the consolidated financial statements of the Group.

Following the transfer of the entire equity interest in Sichuan Qiming to Shenzhen Qiming, Sichuan Qiming is no longer held and controlled through the corporate structure governed by the existing Structured Contracts and is instead indirectly held by the Company through Shenzhen Qiming. The Internal Reorganization involves an adjustment to the scope of entities covered by the Structured Contracts, with Sichuan Qiming ceasing to be subject to those arrangements. The Internal Reorganization does not involve amendment to the terms of the Structured Contracts. There is no change to the terms of the Structured Contracts.

By order of the Board
Tianli International Holdings Limited
Luo Shi