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## **Zheng Li Holdings Limited**

**正力控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8283)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 12 JUNE 2018, RETIREMENT OF DIRECTORS AND RE-DESIGNATION OF CHAIRMAN OF THE BOARD**

The Board announces that:

- (1) save for resolutions numbered 2 and 3, all the proposed resolutions as set out in the AGM Notice were duly passed by way of poll by the Shareholder at the AGM held on 12 June 2018;
- (2) Mr. Wang Jingan retired as an executive Director and ceased to be co-chairman of the Board with effect from the conclusion of the AGM on 12 June 2018;
- (3) Mr. So Zelong retired as an executive Director with effect from the conclusion of the AGM on 12 June 2018; and
- (4) Mr. Kelvin Lim has been re-designated as the chairman of the Board and ceased to act as co-chairman of the Board with effect from 12 June 2018, and will remain as an executive Director and the chief executive officer of the Company.

Reference is made to the circular (the “**AGM Circular**”) of Zheng Li Holdings Limited (the “**Company**”) and the notice (the “**AGM Notice**”) of the Annual General Meeting (the “**AGM**”) of the Company both dated 4 May 2018. Capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular and the AGM Notice unless the context requires otherwise.

## POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of Shares in issue was 500,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules and no Shareholders were required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM.

The Board announces that the poll results of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditors of the Company for the year ended 31 December 2017.	170,000,000 (100%)	0 (0%)
2.	To re-elect Mr. Wang Jingan as an executive Director of the Company.	0 (0%)	170,000,000 (100%)
3.	To re-elect Mr. So Zelong as an executive Director of the Company.	0 (0%)	170,000,000 (100%)
4.	To re-elect Mr. Wu Tangqing as a non-executive Director of the Company.	170,000,000 (100%)	0 (0%)
5.	To authorise the board of Directors (the “ <b>Board</b> ”) to fix the Directors’ remuneration.	170,000,000 (100%)	0 (0%)
6.	To re-appoint Ernst and Young as the auditors of the Company and to authorise the Board to fix the auditors’ remuneration.	170,000,000 (100%)	0 (0%)

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes	
		For	Against
7.	To grant a general unconditional mandate to the Directors to allot, issue and deal with new shares of the Company with the aggregate number not exceeding 20% of the aggregate number of the shares of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting. (Resolution no. 7 of the AGM Notice).	170,000,000 (100%)	0 (0%)
8.	To grant a general unconditional mandate to the Directors to purchase or repurchase the Company's shares of an aggregate number not exceeding 10% of the aggregate number of the shares of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting. (Resolution no. 8 of the AGM Notice).	170,000,000 (100%)	0 (0%)
9.	To extend the general unconditional mandate granted to the Directors under resolution no. 7 by an amount representing aggregate number of shares purchased or repurchased by the Company under resolution no. 8, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting. (Resolution no. 9 of the AGM Notice).	170,000,000 (100%)	0 (0%)

Tricor Investor Services Limited, the Company's Hong Kong branch share registrar, acted as the scrutineer at the AGM for the purpose of vote-taking.

As more than 50% of the votes were cast in favour of each of resolutions numbered 1, 4, 5, 6, 7, 8 and 9, such resolutions were duly passed as ordinary resolutions at the AGM. As less than 50% of the votes were cast in favour of each of the resolutions numbered 2 and 3, such resolutions were not passed as ordinary resolutions at the AGM.

## **RETIREMENT OF DIRECTORS**

The Board further announces that as resolutions numbered 2 and 3 regarding the re-election of Mr. Wang Jingan (“**Mr. Wang**”) and Mr. So Zelong (“**Mr. So**”) as executive Directors were not passed at the AGM, Mr. Wang and Mr. So retired by rotation as executive Directors with effect from the conclusion of the AGM in accordance with the Articles.

Following the retirement of Mr. Wang, Mr. Wang ceased to be co-chairman of the Board.

The Company has confirmed that the Board has no disagreement with each of Mr. Wang and Mr. So and there is no matter relating to their retirement which needs to be brought to the attention of the Shareholders and the Stock Exchange.

## **RE-DESIGNATION OF CHAIRMAN OF THE BOARD**

The Board further announces that Mr. Kelvin Lim has been re-designated as the chairman of the Board and ceased to act as co-chairman of the Board with effect from 12 June 2018, and will remain as an executive Director and the chief executive officer of the Company.

By order of the Board of  
**Zheng Li Holdings Limited**  
**Kelvin LIM**  
*Chairman, Chief Executive Officer and  
Executive Director*

Hong Kong, 12 June 2018

*As at the date of this announcement, the executive Directors are Mr. Kelvin LIM and Mr. CHUA Boon Hou, the non-executive Directors are Mr. DU Xianjie and Mr. WU Tangqing; and the independent non-executive Directors are Ms. POK Mee Yau, Mr. LIU Ji and Mr. LEUNG Yiu Cho.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 any statement in this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at [www.zhengliholdings.com](http://www.zhengliholdings.com).*