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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)

INSIDE INFORMATION

PLACING OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Zheng Li Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) has been informed by Mr. Kelvin LIM, the co-chairman of the Board and an executive director of the Company, that he had entered into a placing agreement (the “**Placing Agreement**”) with a placing agent, Great Wall Securities Limited on 6 April 2018 (after trading hours) for placing (the “**Placing**”), on a best effort basis, up to 128,750,000 ordinary shares (the “**Placing Shares**”) of the Company, representing approximately 25.75% of the issued share capital of the Company as at the date of this announcement, held by it to placees (i) who are independent third parties of and not connected persons (as defined in the GEM Listing Rules) of the Company or any of their subsidiaries or any of their respective associates (as defined in the GEM Listing Rules); and (ii) who are not acting in concert (within the meaning of the Codes on Takeovers and Mergers and Share Repurchases) with the directors, chief executive or the substantial shareholder(s) of the Company or their subsidiaries or any of their respective associates in relation to the control of the Company.

Immediately before completion of the Placing (assuming the issued share capital of the Company as at the date of this announcement remains unchanged up to then), Mr. Kelvin Lim held 281,250,000 shares of the Company, representing approximately 56.25% of the issued share capital of the Company. Immediately after completion of the Placing, Mr. Kelvin LIM will be, and Mdm. CHONG Ling Ling will be deemed to be pursuant to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), interested in 152,500,000 shares of the Company, representing approximately 30.5% of the issued share capital of the Company as at the date of this announcement

and they will remain to be the controlling shareholders of the Company.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board of
Zheng Li Holdings Limited

Kelvin LIM

*Co-Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 6 April 2018

As at the date of this announcement, the executive Directors are Mr. Kelvin LIM, Mr. WANG Jingan, Mr. CHUA Boon Hou, Mr. LIM Kong Joo and Mr. SO Zelong, the non-executive Director is Mr. DU Xianjie; 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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 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.