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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

COMPLETION OF 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 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).

Reference is made to the announcement of the Company dated 6 April 2018 (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

After trading hours on 11 April 2018, the board (the “**Board**”) of directors of the Company has been informed by Mr. Kelvin LIM, the co-chairman of the Board and an executive director, and the controlling shareholder of the Company, that the completion of the Placing took place on 11 April 2018. 128,750,000 shares of the Company, representing approximately 25.75% of the entire issued share capital of the Company as at the date of this announcement, were successfully placed through the placing agent, Great Wall Securities Limited, to not less than 6 placees at HK\$0.64 per share pursuant to the terms and conditions of the Placement Agreement.

Based on the best knowledge of the Board and having made all reasonable enquiries, the placees are (i) independent third parties 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) 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.

Upon 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, 11 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 GEM 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.