

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.

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
SUPPLEMENTAL ANNOUNCEMENT

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcement of Zheng Li Holdings Limited (the “**Company**”) dated 26 June 2018 in relation to the disposal of shares by controlling shareholder (the “**Transaction**”) and change of substantial shareholder of the Company (the “**Announcement**”). Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

The Company would like to supplement the Announcement with the following information.

As advised and confirmed by Mr. Kelvin Lim (the “**Seller**”) and Mr. Li Jie (the “**Purchaser**”), the sale of 137,500,000 shares of the Company (the “**Sale Shares**”) was conducted on a “willing-buyer willing-seller” basis and the total consideration of HK\$137,500,000 for the Sale Shares (equivalent to an average of HK\$1.0 per Sale Share) was agreed between the Purchaser and the Seller after arms-length negotiations.

In determining the consideration of the Transaction, the Seller advised that he had taken references to his previous disposals of certain number of shares of the Company (the “**Shares**”) conducted in April 2018 whereby the average selling price per Share was HK\$0.64 per Share. The Seller was satisfied with the appreciation of approximately 56.3% in value of the Sale Shares after his previous disposals.

The Purchaser and the Seller further advised that the share price of the Company fluctuated vigorously recently whereby the lowest and the highest closing price of the Share within the three months prior the Transaction ranged from HK\$1.20 to HK\$7.30. Given that the recent

Share price was highly volatile, the Purchaser and the Seller considered that the closing price of the Share was HK\$6.59 on 26 June 2018, being the date of the Transaction, is of little relevance in agreeing the consideration of the Transaction.

Furthermore, the Purchaser and the Seller considered that the Shares were recently thinly traded whereby the average daily traded volume of the Shares was approximately 7.0 million shares (representing 1.4% of the total issued Shares) three months prior to the Transaction. Given the Sale Shares were in bulk volume, the Purchaser and the Seller agreed that the consideration of the Sale Share should be at a discount to the recent Share price.

Based on the above, the Purchaser and the Seller concluded the Transaction at an agreed consideration of HK\$1.0 per Sale Share.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 4 July 2018

As at the date of this announcement, the executive Directors are Mr. Kelvin LIM, Mr. CHUA Boon Hou and Mr. CHEN Feng, the non-executive Director is Mr. WU Tangqing; and the independent non-executive Directors are Ms. POK Mee Yau, Mr. LIU Ji, Mr. LEUNG Yiu Cho and Mr. ZHANG Guangdong.

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 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.