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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this notice which are not defined herein shall have the same meanings ascribed to them in the circular of the Company dated 14 March 2019 (the “**Circular**”).

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Zheng Li Holdings Limited (the “**Company**”) will be held at Room 1001, 10th Floor, Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 3 April 2019 at 10:30 a.m. (Hong Kong time) for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), each of the issued and unissued ordinary shares of par value of HK\$0.01 each be subdivided into four (4) ordinary shares of par value of HK\$0.0025 each in the share capital of the Company (the “**Subdivided Shares**”) with effect from the business day immediately following the date on which this resolution is passed, being a day on which the Stock Exchange is open for business of dealing in securities (the “**Effective Date**”), such that the authorised share capital of the Company will become HK\$20,000,000 divided into 8,000,000,000 Subdivided Shares of par value of HK\$0.0025 each, and the Subdivided Shares shall rank *pari passu* in all respects with each other in accordance with the memorandum and articles of association of the Company (the “**Share Subdivision**”), and that any director of the Company be and is hereby authorised for and on behalf of the Company to execute (where appropriate, as a deed) and deliver, and (where required) to affix the common seal or securities seal of the Company to, all such documents, instruments and agreements and to do all such acts or things deemed by

such director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in and/or for implementation of the Share Subdivision including but not limited to, cancelling any existing share certificates in respect of the Shares upon receipt from, and issuing new share certificates in respect of the Subdivided Shares to, holders of the existing shares of the Company pursuant to the Share Subdivision.”

SPECIAL RESOLUTION

2. **“THAT:**

- (a) the existing memorandum and articles of association of the Company be amended in the manner as set out in Appendix I to the Circular (“**M&A Amendments**”), conditional upon the Share Subdivision becoming effective and with effect from the Effective Date; and
- (b) the second amended and restated memorandum and articles of association which consists and consolidates all of the M&A Amendments, a copy of which is attached herein, be approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company, conditional upon the Share Subdivision becoming effective and with effect from the Effective Date.”

By order of the Board
Zheng Li Holdings Limited
YUAN Guoshun
Co-Chairman

Hong Kong, 14 March 2019

Registered Office:
P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Principal Place of Business in Hong Kong:
Room 1001, 10th Floor
Shui On Centre
Nos. 6-8 Harbour Road
Wanchai, Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her at the EGM. A shareholder of the Company who is a holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM, and such appointment shall specify the number of shares in respect of which such proxy is so appointed. In addition, a proxy shall be entitled to exercise the same powers on behalf of a shareholder which is a corporation and for which he/she acts as proxy as such shareholder could exercise if it were an individual shareholder. A proxy need not be a shareholder of the Company.
2. In case of joint registered holders of any share in the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 29 March 2019 to Wednesday, 3 April 2019 both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer forms of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Thursday, 28 March 2019.
4. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this notice of the EGM, the Board comprises three executive Directors, namely Mr. CHUA Boon Hou (CAI Wenhao), Mr. YAN Jianqiang and Mr. YUAN Guoshun; one non-executive Director, namely Mr. WU Tangqing and three independent non-executive Directors, namely Mr. LEUNG Yiu Cho, Mr. ZHANG Guangdong and Mr. DENG Bin.