

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :31/01/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Zheng Li Holdings Limited	
Date Submitted	02/02/2017	

I. Movements in Authorised Share Capital

(1) Stock code : <u>08283</u> Descri	ption : Ordinary	Shares	
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	2,000,000,000	0.01	20,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	2,000,000,000	0.01	20,000,000
(2) Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>		
(2) Stock code : <u>N/A</u> Descri	ption : <u>N/A</u> No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
	No. of ordinary	(State	capital
 (2) Stock code : <u>N/A</u> Describe Balance at close of preceding month Increase/(decrease) 	No. of ordinary	(State	capital

2. Preference Shares

Stock code : $\underline{N/A}$	Descri	ption : <u>N/A</u>		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of pred	ceding month			
Increase/(decrease)				
Balance at close of the	month			

3. Other Classes of Shares

Stock code :	N/A	Descrip	otion :	N/A		
				f other of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding m	onth				
Increase/(decreas	se)					
Balance at close	of the month					

Total authorised share capital at the end of the month (HK\$): 20,000,000

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	500,000,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	Nil	N/A	N/A	<u>N/A</u>		
Balance at close of the month	500,000,000	N/A	N/A	<u>N/A</u>		

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM		schemes of the			No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and - class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share	Granicu	Exclused	Calicolicu	Lapseu		
Option						
Scheme						
Scheme						
(21/10/2016)						
ordinary shares	Nil	NI:1	NI:1	NI:1	NL1	Nil
(Note 1)	INII	Nil	Nil	Nil	Nil	INII
(INOTE I)						
2. N/A						
2. IN/A						
(/ /)						
shares		·		·		
(Note 1)						
2 NI/A						
3. N/A						
(/ /)						
shares		· · ·				
(Note 1)						
		To	otal A. (Ordin		Nil	
				nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised dur	ing the month	from exercise o	of			
options (State currenc				Nil		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal va close o preceding n	f du	tercised the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A							
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price							
EGM approval date (if applicable)							
(dd/mm/yyyy) 2. N/A	(/ /)					
(/ /) Stock code (if listed) Class of shares issuable (Note 1)							
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>							
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price							
EGM approval date (if applicable)							
(dd/mm/yyyy) 4. N/A	(/ /)					
(/ /) Stock code (if listed)							
Class of shares issuable (Note 1)							
Subscription price							
(if applicable) (dd/mm/yyyy)	(/ /)					
			Total B.		hary shares)	N/A	
					ence shares) Other class)	N/A N/A	
				(± 11 £ ¥	

Convertibles (i.e. Convertible :	nto Shares of the I	aquar which are to	For Main Board and GEM listed issuers be Listed)				
Convertibles (i.e. Convertible in Convertibles Convertibl		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
<u>1. N/A</u>							
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable)		· · · · · · · · · · · · · · · · ·					
(dd/mm/yyyy)) 2. N/A	(/ /) 						
Stock code (if listed)							
Class of shares issuable (<i>Note 1</i>) Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)						
Stock code (if listed)							
Class of shares issuable (<i>Note 1</i>) Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)						
<u>4. N/A</u>							
Stock code (if listed)							
issuable (<i>Note 1</i>) Subscription price EGM approval date							
(if applicable) (dd/mm/yyyy)	(/ /)		Fotal C. (Ordin	narry charge)	N/A		
			(Prefere	ence shares) Other class)	N/A N/A N/A	-	

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	as at close of the month
1. N/A	-	
(/ /) shares (Note 1)	-	
2. N/A		
(/ /) shares (Note 1)	-	
3. <u>N/A</u>		
shares (Note 1)	-	
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue						
		Class of shares issuable (Note 1)				
1. Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	NT /A	N 7/4
					N/A	N/A
		Class of shares issuable (Note 1)				
2. Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		/.
					N/A	N/A
		Class of shares issuable (Note 1)				
3. Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		NT/A
					<u>N/A</u>	N/A
		Class of shares issuable (Note 1)				
4. Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

						issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
1	Type of Issue						
			Class of shares issuable (Note 1)				
5.	Scrip dividend At pri	ce : State currency ——	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares repurchased (<i>Note 1</i>)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
8.	Consideration issue At pri	ce : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

				For Main	Board a	nd GEM listed	issuers
	Type of Issue				sh iss	No. of new hares of issuer ued during the onth pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						
			Class of shares issua (Note 1)	ible			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issua (Note 1)	ible			
10.	Other (Please specify)	At price : State	- Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Total E.	(Ordinary s		N/A N/A	
				(Preference s (Other	· · -	N/A N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Submitted by: Wong Cheung Ki Johnny

 Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.