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*Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 31 October 2016 (the “**Prospectus**”) of Zheng Li Holdings Limited (the “**Company**”).*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.*

## **Zheng Li Holdings Limited** **正力控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

**Number of Placing Shares : 125,000,000 Placing Shares**  
**Placing Price : HK\$0.4 per Placing Share (payable in full on application, plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)**  
**Nominal value : HK\$0.01 per Share**  
**Stock code : 8283**

*Sponsor*



**大有融資有限公司**  
**MESSIS CAPITAL LIMITED**

*Bookrunner and Lead Manager*



**Great Wall Securities Limited**  
**長城證券有限公司**

Copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance are available, for information purposes only, from 9:00 a.m. to 5:00 p.m. (Hong Kong time) during Business Days from Monday, 31 October 2016 to Monday, 7 November 2016 (both dates inclusive and for Business Days only) at the office of Messis Capital Limited at Room 1606, 16/F., Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong.

Pursuant to the Underwriting Agreement, the Company is offering 125,000,000 Placing Shares for subscription by way of Placing at the Placing Price, representing 25% of our Company's enlarged share capital immediately after the completion of the Placing and the Capitalisation Issue, on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriter, on behalf of the Company, will conditionally place 125,000,000 Placing Shares at the Placing Price to selected professional, institutional and other investors.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus and the Underwriting Agreement.

The Placing is conditional upon the fulfilment of the conditions as set out in the paragraph headed "Structure and conditions of the Placing — Conditions of the Placing" in the Prospectus. In the event that the conditions of the Placing as mentioned in the Prospectus are not fulfilled or waived pursuant to the terms of the Underwriting Agreement prior to the times and dates specified in the Prospectus, the Placing will lapse thereafter and all monies received will be refunded to the applicants of the Placing Shares without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.zhengliholdings.com](http://www.zhengliholdings.com) on the next Business Day following the date of such lapse.

The Placing Shares are fully underwritten by the Underwriter pursuant to the Underwriting Agreement. Prospective investors of the Placing Shares should note that the sponsor and/or the Lead Manager (also in its capacity as the Underwriter) is entitled to terminate the Underwriting Agreement with immediate effect by giving notice in writing to the Company upon the occurrence of any events set forth in the paragraph headed "Underwriting — Underwriting arrangements, commissions and expenses — Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is currently expected to be Tuesday, 8 November 2016.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued as mentioned in the Prospectus, including the Placing, the Capitalisation Issue and those upon the exercise of any option that may be granted under the Share Option Scheme.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM, and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price is HK\$0.4 per Placing Share. The Company will not issue any temporary documents or evidence of title. All Share certificates will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the indication of level of interest in the Placing and the basis of allocation of the Placing Shares will be announced on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.zhengliholdings.com](http://www.zhengliholdings.com) on Monday, 7 November 2016.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 8 November 2016, Shares will be traded in board lots of 5,000 Shares each. The GEM stock code for the Shares is 8283.

By order of the Board of  
**Zheng Li Holdings Limited**  
**Kelvin Lim**  
*Chairman and executive Director*

Singapore, 31 October 2016

*As at the date of this announcement, the executive Directors are Mr. Kelvin Lim, Mr. Chua Boon Hou (Cai Wenhao) and Mr. Lim Kong Joo, 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 jointly and severally 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 herein or this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.zhengliholdings.com](http://www.zhengliholdings.com).*