

Zheng Li Holdings Limited

正力控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8283)

Procedures for Shareholders to Propose a Person for Election as a Director of the Company (a “Director”)

The following procedures apply to shareholders who wish to propose a person for election as a Director. These procedures are subject to the Companies Law of the Cayman Islands, Cap. 22 (Law 3 of 1961) (as amended from time to time), the memorandum and articles of association of the Company (as amended from time to time) and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and other applicable legislation and regulation:

- (1) If a shareholder (other than the person to be proposed), who is duly qualified to attend and vote at a general meeting convened, wishes to propose a person (other than a retiring Director or the shareholder himself/herself) for election as a Director at a general meeting, he/she shall lodge a written notice at the Company’s principal place of business in Hong Kong at 9/F, Wah Yuen Building, 149 Queen’s Road Central, Central, Hong Kong for the attention of the Company Secretary of the Company.
- (2) The written notice must state (i) his/her intention to propose such person for election as a Director, and (ii) the full name, contact details and biographical details of such nominated candidate as required under Rule 17.50(2) of the GEM Listing Rules (including other directorships held in listed public companies in the last three (3) years and other major appointments and professional qualifications) and be signed by the shareholder concerned and the person who has been proposed to indicate his/her willingness to be elected and consent to the publication of his/her personal data.

- (3) The minimum length of the period for lodgement of the above notice shall be at least seven (7) days and the period for lodgement of the above notice shall commence on the day after the dispatch of the notice of the general meeting appointed for such election of Director and end no later than seven (7) days prior to the date of such general meeting.

Shareholders who have enquiries about the above procedures may write to the Company Secretary at the Company's principal place of business in Hong Kong at 9/F, Wah Yuen Building, 149 Queen's Road Central, Central, Hong Kong.

Hong Kong, 7 November 2016