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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)

INSIDE INFORMATION
DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER
AND
CHANGE OF SUBSTANTIAL SHAREHOLDER

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) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Zheng Li Holdings Limited (the “**Company**”) has been notified by Mr. Kelvin Lim, the chairman of the Board and an executive director and the controlling shareholder (as defined under the GEM Listing Rules) of the Company (“**Mr. Kelvin Lim**”), that on 26 June 2018, he has disposed of an aggregate of 137,500,000 shares of the Company (the “**Disposal**”), representing approximately 27.5% of the existing issued share capital of the Company to Mr. Li Jie (“**Mr. Li Jie**”) at a total consideration of HK\$137,500,000 (the “**Sale and Purchase of Shares**”). To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquires, Mr. Li Jie is a third party independent of the Company and its connected persons (as defined in the GEM Listing Rules); and is not acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with (i) the controlling shareholder; (ii) the directors, chief executive of the Company and the substantial shareholder(s) of the Company or their subsidiaries or any of their respective associates; and (iii) the Company or any of its subsidiaries.

Upon completion of the Sale and Purchase of Shares, Mr. Kelvin Lim will be, and Mdm Chong Ling Ling will be deemed to be pursuant to the SFO, interested in 15,000,000 shares in the Company, representing approximately 3.0% of the existing issued share capital of the Company as at the date of this announcement and will cease to be the controlling shareholder(s) and/or substantial shareholder(s) (as defined under the GEM Listing Rules) of

the Company. Mr. Li Jie will hold 137,500,000 shares in the Company, representing approximately 27.5% of the issued share capital of the Company and his spouse Han Mei is deemed to be interested in such 137,500,000 shares by virtue of the SFO. Accordingly, Mr. Li Jie will become, and Mdm Han Mei will be deemed to be a substantial shareholder of the Company.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board of
Zheng Li Holdings Limited
Kelvin LIM

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 26 June 2018

As at the date of this announcement, the executive Directors are Mr. Kelvin LIM and Mr. CHUA Boon Hou; the non-executive Directors are Mr. DU Xianjie and Mr. WU Tangqing; 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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.