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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 5 JUNE 2019

The Board is pleased to announce that all the proposed resolutions as set out in the AGM Notice dated 30 April 2019 were duly passed by the Shareholders of the Company at the AGM held on 5 June 2019 by way of poll.

Reference is made to the circular (the “**AGM Circular**”) of Zheng Li Holdings Limited (the “**Company**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of the Company both dated 30 April 2019. Terms used in this announcement shall have the same meanings as those defined in the AGM Circular and the AGM Notice unless the context requires otherwise.

POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of Shares in issue was 2,000,000,000 Shares, which was the total number of Shares entitling the shareholders to attend and vote for or against all the resolutions proposed at the AGM. There was no Share entitling the holder to attend and abstain from voting in favour of any resolutions proposed at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on any of the resolutions proposed at the AGM. No Shareholder was entitled to attend and vote only against any of the resolutions proposed at the AGM. No person has stated his/her/its intention to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The Board announces that the poll results of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditors of the Company for the year ended 31 December 2018.	724,500,000 (100%)	0 (0%)
2.	To re-elect Mr. CHUA Boon Hou (CAI Wenhao) as an executive Director of the Company.	724,500,000 (100%)	0 (0%)
3.	To re-elect Mr. YUAN Guoshun as an executive Director of the Company.	724,500,000 (100%)	0 (0%)
4.	To re-elect Mr. YAN Jianqiang as an executive Director of the Company.	724,500,000 (100%)	0 (0%)
5.	To re-elect Mr. ZHANG Guangdong as an independent non-executive Director of the Company.	724,500,000 (100%)	0 (0%)
6.	To re-elect Mr. DENG Bin as an independent non-executive Director of the Company.	724,500,000 (100%)	0 (0%)
7.	To authorise the Board to fix the Directors' remuneration.	724,500,000 (100%)	0 (0%)
8.	To re-appoint Ernst and Young as the auditors of the Company and to authorise the Board to fix the auditors' remuneration.	724,500,000 (100%)	0 (0%)
9.	To grant a general unconditional mandate to the Directors to allot, issue and deal with new shares of the Company with the aggregate number not exceeding 20% of the aggregate number of the shares of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting. (Resolution no. 9 of the AGM Notice).	723,780,000 (99.9%)	720,000 (0.1%)

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes	
		For	Against
10.	To grant a general unconditional mandate to the Directors to purchase or repurchase the Company's shares of an aggregate number not exceeding 10% of the aggregate number of the shares of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting. (Resolution no. 10 of the AGM Notice.	724,500,000 (100%)	0 (0%)
11.	To extend the general unconditional mandate granted to the Directors under resolution no. 9 by an amount representing aggregate number of shares purchased or repurchased by the Company under resolution no. 10, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting. (Resolution no. 11 of the AGM Notice).	723,780,000 (99.9%)	720,000 (0.1%)

Note: The full text of the resolutions above are set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions at the AGM.

Tricor Investor Services Limited, the Company's Hong Kong branch share registrar, acted as the scrutineer at the AGM for the purpose of vote-taking.

By order of the Board of
Zheng Li Holdings Limited
YAN Jianqiang
*Co-Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 5 June 2019

As at the date of this announcement, the executive Directors are Mr. CHUA Boon Hou (CAI Wenhao), Mr. YAN Jianqiang and Mr. YUAN Guoshun; the non-executive Director is Mr. WU Tangqing; and the independent non-executive Directors are Mr. LEUNG Yiu Cho, Mr. ZHANG Guangdong and Mr. DENG Bin.

This announcement, for which the Directors of the Company collectively and individually 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 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.