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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Zheng Li Holdings Limited (the “**Company**”) dated 15 October 2021 (the “**Initial Notice**”), by which the Company convenes an annual general meeting to be held at 28/F, Zhengzhou Greenland Central Plaza South Tower, Dongfeng South Road, Guancheng Hui District, Zhengzhou City, Henan Province, the PRC on Tuesday, 16 November 2021 at 10:00 a.m. (“**AGM**”) and this supplemental notice shall be read together with the Initial Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that in addition to the resolutions set out in the Initial Notice, the following resolution will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company (“**Shareholders**”) at the AGM:

ORDINARY RESOLUTION

9. To re-elect Mr. ZHAO Wei as an independent non-executive Director.

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

Hong Kong, 26 October 2021

Notes:

- (1) Details of the resolution are set out in the supplemental circular of the Company dated 26 October 2021. Please refer to the Initial Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.

- (2) A Shareholder who has not yet lodged the form of proxy sent together with the Initial Notice (“**First Form of Proxy**”) with the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited (“**Share Registrar**”) at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong is requested to lodge the second form of proxy (“**Second Form of Proxy**”) with the Share Registrar not less than 48 hours before the time appointed for holding of the AGM or adjourned meeting thereof (“**Closing Time**”) if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.
- (3) A Shareholder who has already lodged the First Form of Proxy with the Company should note that:
- (i) if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Form of Proxy, and in respect of the resolution for the proposed re-election of Mr. Zhao Wei as set out in this supplemental AGM notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
 - (ii) if the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
 - (iii) if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on the proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

As at the date of this supplemental notice, the executive Directors are Mr. YAN Jianqiang, Mr. WU Tangqing and Mr. CHUA Boon Hou (CAI Wenhao); the non-executive Director is Mr. YUAN Guoshun; and the independent non-executive Directors are Mr. LEUNG Yiu Cho, Mr. ZHAO Wei and Mr. CHEN Huichun.

This supplemental notice, 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 (the “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 supplemental notice 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 supplemental notice misleading.

This supplemental notice will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least seven days from the day of its posting. This supplemental notice will also be published on the website of the Company at www.zhengliholdings.com.