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If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zheng Li Holdings Limited (the “**Company**”), you should at once hand this supplemental circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

Zheng Li Holdings Limited
正力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8283)

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 15 OCTOBER 2021
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 15 October 2021 and the notice convening the annual general meeting (the “**AGM**”) 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.. A supplemental notice of AGM is set out in this supplemental circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed second form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

This supplemental circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for seven days from the date of its posting and on the Company’s website at www.zhengliholdings.com.

26 October 2021

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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LETTER FROM THE BOARD

Zheng Li Holdings Limited 正力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8283)

Executive Directors:

Mr. YAN Jianqiang
Mr. WU Tangqing
Mr. CHUA Boon Hou (CAI Wenhao)

Non-Executive Director:

Mr. YUAN Guoshun

Independent Non-Executive Directors:

Mr. LEUNG Yiu Cho
Mr. CHEN Huichun
Mr. ZHAO Wei

Registered Office:

Windward 3, Regatta Office Park
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Grand Cayman KY1-1108
Cayman Islands

*Principal Place of Business in
Hong Kong:*

9/F., Wah Yuen Building
149 Queen's Road Central
Hong Kong

26 October 2021

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 15 OCTOBER 2021
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

On 20 October 2021, the board of directors of the Company announced the appointment of Mr. ZHAO Wei (“**Mr. Zhao**”) as an independent non-executive Director (“**Announcement**”). As stated in the Announcement, Mr. Zhao will retire and be eligible for re-election in accordance with the Articles of Association.

The purpose of this supplemental circular is to provide you with information on the resolution to approve the re-election of Mr. Zhao as an independent non-executive Director at the upcoming AGM originally convened pursuant to the Company's circular dated 15 October 2021 (“**Circular**”) and the supplemental notice of AGM. This supplemental circular (“**Supplemental Circular**”) should be read together with the Circular which contains, among other things, details of the other resolutions to be considered by the Shareholders at the AGM. Unless otherwise defined, capitalized terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTOR

Mr. ZHAO Wei

Mr. ZHAO Wei, aged 56, was appointed as an independent non-executive Director of the Company as recommended by the nomination committee of the Company and approved by the Board on 20 October 2021.

Mr. Zhao has over 30 years of experience in the information technology service industry, especially computer software. He has served as the executive president of Jinling Huasoft Investment Fund* (金陵華軟投資基金) since 2013. Mr. Zhao graduated from Peking University* (北京大學) and obtained a bachelor's degree and a master's degree on computer science with a major of software engineering in 1988 and 1991 respectively.

Mr. Zhao has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for a term of 3 years commencing from 20 October 2021 and subject to retirement by rotation and re-election at the annual general meeting of the Company. As set out in the Letter of Appointment, the annual remuneration of Mr. Zhao as a Director is HK\$120,000, which was determined by the Board on recommendation of the remuneration committee of the Company in accordance with his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions.

Mr. Zhao does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhao (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the GEM Listing Rules) of the Company nor any position in the Company or any of its subsidiaries; and (iii) has not held any other major appointments and professional qualifications or directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. Zhao that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

SUPPLEMENTAL DOCUMENTS

As set out in the Circular, the AGM will 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.. Given the AGM Notice and proxy form accompanying the Circular (“**First Form of Proxy**”) do not contain the proposed resolution in relation to the proposed re-election of Mr. Zhao: (i) a supplemental notice of

LETTER FROM THE BOARD

annual general meeting (“**Supplemental AGM Notice**”) is set out in Appendix I to this Supplemental Circular; and (ii) a second form of proxy has been prepared and is enclosed with this Supplemental Circular (“**Second Form of Proxy**”).

Both the Supplemental AGM Notice and the Second Form of Proxy are published on the GEM website (www.hkgem.com) and the Company’s website (www.zhengliholdings.com) and contain the proposed resolution for the proposed re-election of Mr. Zhao.

SECOND FORM OF PROXY

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Second Form of Proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof (“**Closing Time**”). Completion and return of the Second Form of Proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the First Form of Proxy with the Share Registrar is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Form of Proxy with the Share Registrar should note that:

- (a) if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid form of proxy 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 as set out in the Supplemental AGM Notice and the Second Form of Proxy, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (b) 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 Shareholders if correctly completed.
- (c) 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

LETTER FROM THE BOARD

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.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the Note to Rule 17.47(4) of the GEM Listing Rules) to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM will be voted by poll, and an announcement on the poll vote results will be made by the Company in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors 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 supplemental circular 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 supplemental circular misleading.

RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Zhao as an independent non-executive Director at the AGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of such resolution.

Yours faithfully,
On behalf of the Board
Zheng Li Holdings Limited
YAN Jianqiang
*Co-Chairman, Chief Executive Officer and
Executive Director*

The English transliteration of the Chinese name(s) in this circular, where indicated with “”, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese names.*

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.