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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this 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, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker, registered dealer in securities or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

### **(I) PROPOSED CHANGE OF COMPANY NAME**

### **(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

**AND**

### **(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company (“EGM”) to be convened at Room 1706, T7 Building, Yicheng Times Plaza, Jing Hai Si Road, Daxing District, Beijing City, the PRC on Wednesday, 27 July 2022 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are advised to read this circular and to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same 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, as soon as possible, but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

#### **PRECAUTIONARY MEASURES FOR THE EGM**

Please refer to page 1 of this circular for the measures to be implemented at the EGM by the Company against the epidemic to protect the attendees from the risk of infection of the Novel Coronavirus (“COVID-19”), including:

- compulsory body temperature screening
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

**Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the EGM as your proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.**

*This circular, together with a form of proxy, will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication and on the Company’s website at [www.zhengliholdings.com](http://www.zhengliholdings.com).*

11 July 2022

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## CHARACTERISTICS OF GEM

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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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## PRECAUTIONARY MEASURES FOR THE EGM

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In view of the ongoing COVID-19 pandemic, the Company will implement necessary preventive measures at the EGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) compulsory body temperature screening will be conducted on every attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.2 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue.
- (ii) each attendee is required to prepare his/her own surgical face masks and wear the same inside the EGM venue at all times (no mask will be provided at the EGM venue), and to maintain a safe distance between seats.
- (iii) no corporate gifts will be distributed and no refreshments will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

The form of proxy for use at the EGM is enclosed with this circular and can also be downloaded from the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.zhengliholdings.com](http://www.zhengliholdings.com)). In order to be valid, the signed and completed form of proxy must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof. If you are not a registered Shareholder (i.e., if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context otherwise requires:*

“Articles”	the articles of association of the Company, as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Company”	Zheng Li Holdings Limited (正力控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability, the issued Shares of which are listed on GEM (Stock Code: 8283)
“Directors”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at Room 1706, T7 Building, Yicheng Times Plaza, Jing Hai Si Road, Daxing District, Beijing City, the PRC on Wednesday, 27 July 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in this circular
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or modified from time to time
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 July 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Nomination Committee”	nomination committee of the Company, comprised of Mr. Zhao Wei, Mr. Wang Lei, and Mr. Chen Huichun as at the Latest Practicable Date

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## DEFINITIONS

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“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Zheng Li Holdings Limited” to “Zhongshi Minan Holdings Limited” and the dual foreign name in Chinese of the Company from “正力控股有限公司” to “中食民安控股有限公司”
“Remuneration Committee”	remuneration committee of the Company, comprised of Mr. Gao Yan, Mr. Wang Lei, and Mr. Zhao Wei as at the Latest Practicable Date
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) as amended, supplemented or modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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**LETTER FROM THE BOARD**

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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)**

*Executive Directors:*

Mr. WANG Lei  
Mr. FENG Wei  
Mr. CHUA Boon Hou (CAI Wenhao)  
Ms. WU Lili

*Registered Office:*

Windward 3, Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Non-Executive Directors:*

Mr. WANG Bing  
Mr. ZHAO Yanjiao

*Principal Place of Business in*

*Hong Kong:*  
Room E, 15th Floor  
Leahander Centre  
28 Wang Wo Tsai Street  
Tsuen Wan, New Territories  
Hong Kong

*Independent Non-Executive Directors:*

Mr. CHEN Huichun  
Mr. ZHAO Wei  
Mr. GAO Yan

11 July 2022

*To the Shareholders*

Dear Sir or Madam,

**(I) PROPOSED CHANGE OF COMPANY NAME**  
**(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 5 July 2022 in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with, among other things, (i) further information on the Proposed Change of Company Name; (ii) the proposed re-election of retiring Directors; and (iii) the notice of the EGM at which the following resolutions will be proposed at the EGM relating to:

- (a) the proposed re-election of retiring Directors; and
- (b) the Proposed Change of Company Name.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE OF COMPANY NAME**

As disclosed in the announcement of the Company dated 5 July 2022, the Board proposes to change the English name of the Company from “Zheng Li Holdings Limited” to “Zhongshi Minan Holdings Limited” and the dual foreign name in Chinese of the Company from “正力控股有限公司” to “中食民安控股有限公司”.

### **Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands having approved for the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong and the Registrar of Companies in the Cayman Islands.

### **Reasons for the Proposed Change of Company Name**

The Board considers that the Proposed Change of Company Name will better reflect the Company’s strategic business plan to seek business opportunities in different regions in the future and its direction of future development. The Board is of the opinion that the Proposed Change of Company Name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development, and is thus in the best interests of the Company and the Shareholders as a whole.

### **Effects of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates in issue bearing the Company’s existing name shall continue to be evidence of legal title to the shares of the Company and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company. Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new names of the Company and the Shares will be traded on GEM of the Stock Exchange under the new names.



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## LETTER FROM THE BOARD

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In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed upon the Proposed Change of Company Name becoming effective.

The Company will make further announcements as and when appropriate to inform the Shareholder on the results of the EGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short name of the Shares.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 112 of the Articles, Ms. WU Lili (executive Director) (“**Ms. Wu**”), Mr. ZHAO Yanjiao (non-executive Director) (“**Mr. Zhao**”), and Mr. GAO Yan (independent non-executive Director) (“**Mr. Gao**”), shall retire and, being eligible, will offer themselves for re-election at the forthcoming EGM of the Company. Particulars of Ms. Wu, Mr. Zhao and Mr. Gao are set out in the Appendix I to this circular.

The re-election of Director has been reviewed by the Nomination Committee, which has made recommendation to the Board that the re-election be proposed for the Shareholders’ approval at the forthcoming EGM. The Nomination Committee has reviewed the biographical details of Ms. Wu, Mr. Zhao and Mr. Gao and their respective meeting of nomination criteria (including but not limited to, character, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, time commitment to effectively discharge duties as members of the Board) set out in the nomination policy of the Company and has considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, and has taken the view that Ms. Wu, Mr. Zhao and Mr. Gao have been contributing to the Group effectively and is committed to their respective role as Directors. The Board has accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Ms. Wu, Mr. Zhao and Mr. Gao as Directors at the EGM.

### THE EGM

A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for the EGM is enclosed with this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish. If the Shareholder attends and votes at the EGM, the authority of the proxy will be revoked.

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## LETTER FROM THE BOARD

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In accordance with Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders to be taken at the EGM shall 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 to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Shareholders at the EGM pursuant to Article 72 of the Articles.

For determining the entitlement to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Monday, 25 July 2022 to Wednesday, 27 July 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 22 July 2022.

No Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

### RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the notice of EGM, including, among other things, the proposed re-election of retiring Directors and the Proposed Change of Company Name are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

### GENERAL

Your attention is also drawn to the Appendix I to this circular.

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

*Set out below are details of the Directors who will retire at the conclusion of the EGM and will be proposed to be re-elected at the EGM.*

**EXECUTIVE DIRECTOR**

**Ms. WU Lili (吳麗麗)** (“**Ms. Wu**”), aged 40, was appointed as an executive Director of the Company on 30 June 2022.

Ms. Wu obtained a bachelor’s degree of Business Administration from Renmin University of China\* (中國人民大學) in 2013, has more than 10 years of experiences on technology industries and management of e-commerce corporations. From January 2015 to August 2016, she was the chief operating officer of Lehui Life (Beijing) Technology Services Company Limited\* (樂惠生活(北京)科技服務有限公司). She was one of the joint founders of Beijing Zhicai Technology Company Limited\* (北京智裁科技有限公司) (“**Beijing Zhicai**”), and from September 2016 to June 2019, she was the chief operating officer of Beijing Zhicai. She is one of the joint founders of Hanzhou Xiaotianluo Food Technology Company Limited\* (杭州小田螺食品科技有限公司) (“**Hanzhou Xiaotianluo**”), and since June 2019, she has been the chief operating officer of Hanzhou Xiaotianluo.

Ms. Wu has entered into director service agreement with the Company for a term of three years commencing from 30 June 2022 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Ms. Wu will not receive emolument from the Company for her directorship in the Company, but the expenses incurred in connection with her discharge of duties as an executive Director will be borne by the Company.

As at the Latest Practicable Date, Ms. Wu does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

**NON-EXECUTIVE DIRECTOR**

**Mr. ZHAO Yanjiao (趙延嬌)** (“**Mr. Zhao**”), aged 38, was appointed as a non-executive Director of the Company on 30 June 2022.

Mr. Zhao has more than 4 years of experiences on food industries with respect to technology. From October 2017 to January 2019, he was the chief product development officer of Beijing Zhicai. Mr. Zhao is one of the joint founders and has been chief development officer of Hanzhou Xiaotianluo since February 2019.

Mr. Zhao is currently pursuing a degree programme in Business Administration at the Open University of China\* (國家開放大學).

Mr. Zhao has entered into director service agreement with the Company for a term of three years commencing from 30 June 2022 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Mr. Zhao will not receive emolument from the Company for his directorship in the Company, but the expenses incurred in connection with his discharge of duties as a non-executive Director will be borne by the Company.

As at the Latest Practicable Date, Mr. Zhao does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. GAO Yan (高岩) (“Mr. Gao”)**, aged 56, was appointed as an independent non-executive Director of the Company on 30 June 2022. He is also the chairman of each of the Remuneration Committee and the audit committee of the Company.

Mr. Gao has more than 34 years of extensive experiences covering education, marketing analysis, finance and investment management. From September 1988 to September 1990, he was a teacher in the faculty of mathematics in Beijing Wuzi University. During the period from July 1995 to March 1996, Mr. Gao was an intern analyst in high yield bond research department of Merrill Lynch & Co. Inc. From March 1996 to September 1997, he was Asian market analyst of Cathay Financial LLC. During the period from September 2001 to September 2003, Mr. Gao was visiting assistant professor of The City University of New York, Baruch College. He was assistant professor of California State University, Los Angeles and China Europe International Business School, Shanghai from September 2003 to September 2004 and from September 2004 to September 2010 respectively. Mr. Gao then was a partner of Guizhou Tongsheng Shifu Equity Investment Management Co., Ltd. from December 2012 to June 2017. During the period from December 2013 to January 2019, he was the general manager, director and one of the founders of Beijing Zhigan Sensor Research Institute Co., Ltd. From July 2016 to June 2018, Mr. Gao was the managing director of Beevest Securities Limited.

Mr. Gao has been the deputy director, Center for Innovation and Entrepreneurship and a professor of management practice of Beijing University, Guanghua School of Management since January 2014. He has been a partner of KEII Business Consulting Co., Ltd. since March 2017 and an investment partner of TDRH Capital Co., Ltd. since November 2020. Mr. Gao was appointed as independent director of Sino Medical Sciences Technology Inc. (Stock Code: 688108.SH), a company listed on the Shanghai Stock Exchange, on 19 June 2020.

Mr. Gao is the Chartered Financial Analyst since September 2003. He was the vice chairman of The Chinese Finance Association. Mr. Gao received a bachelor's degree of Computational Mathematics from Beijing University in 1988 and a master's degree of Mathematics from Michigan State University in 1992. He completed a doctor of management program and MBA course from The City University of New York, Baruch College in 1995. Mr. Gao was conferred the degree of doctor of philosophy from Northwestern University in 2002. He also received a degree of doctor of finance from Northwestern University, Kellogg School of Management in 2002. Mr. Gao completed independent director qualification training organized by the Shanghai Stock Exchange in 2020.

Mr. Gao has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for a term of three years commencing from 30 June 2022 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. As set out in the Letter of Appointment, the annual remuneration of Mr. Gao as an independent non-executive Director is RMB120,000, which was determined by the Board on recommendation of the Remuneration Committee in accordance with his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Gao does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

## **GENERAL**

Save as disclosed above, none of the above Directors:

- (i) held any other positions in any members of the Group as at the Latest Practicable Date;
- (ii) had any other relationship with any Directors, senior management or substantial shareholders or controlling shareholder of the Company as at the Latest Practicable Date;
- (iii) held any other directorships in listed public companies or any other major appointments and professional qualifications in the three years prior to the Latest Practicable Date; and
- (iv) had any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information in relation to the above Directors that needs to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

\* *English translation, for identification purpose only*

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## NOTICE OF EGM

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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

#### PRECAUTIONARY MEASURES FOR THE EGM

Please refer to page 1 of the circular of the Company dated 11 July 2022 for the measures to be implemented at the Extraordinary General Meeting by the Company against the epidemic to protect the attendees from the risk of infection of the Novel Coronavirus (“COVID-19”), including:

- compulsory body temperature screening
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

**Any person who does not comply with the precautionary measures may be denied entry into the Extraordinary General Meeting venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the Extraordinary General Meeting as your proxy to vote on the relevant resolutions at the Extraordinary General Meeting as an alternative to attending the Extraordinary General Meeting in person.**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Zheng Li Holdings Limited (the “Company”) will be convened at Room 1706, T7 Building, Yicheng Times Plaza, Jing Hai Si Road, Daxing District, Beijing City, the PRC on Wednesday, 27 July 2022 at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolution:

#### ORDINARY RESOLUTION

1. **“THAT** to re-elect:
  - (a) Ms. WU Lili as an executive Director and the board (the “**Board**”) of directors (the “**Directors**”) of the Company be and is hereby authorised to fix her remuneration;
  - (b) Mr. ZHAO Yanjiao as a non-executive Director and the Board be and is hereby authorised to fix his remuneration; and
  - (c) Mr. GAO Yan as an independent non-executive Director and the Board be and is hereby authorised to fix his remuneration.”

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## NOTICE OF EGM

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### SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be and is hereby changed from “Zheng Li Holdings Limited” to “Zhongshi Minan Holdings Limited” and the dual foreign name in Chinese of the Company be and is hereby changed from “正力控股有限公司” to “中食民安控股有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands and any one or more director of the Company be authorised on behalf of the Company to do all such acts and things and execute and deliver all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing and to attend to any registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.”

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

Hong Kong, 11 July 2022

*Registered Office:*  
Windward 3, Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal Place of Business in  
Hong Kong:*  
Room E, 15th Floor  
Leahander Centre  
28 Wang Wo Tsai Street  
Tsuen Wan, New Territories  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint one or if he is a holder of two or more shares of the Company, more than one proxies to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person in the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which such proxy is so appointed. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

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## NOTICE OF EGM

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3. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the EGM or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting to be convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. To ascertain the members' entitlement to attend and vote at the EGM, the transfer books and register of members will be closed from Monday, 25 July 2022 to Wednesday, 27 July 2022 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 22 July 2022.
5. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on the proposed resolution set out in this notice will be decided by way of a poll.
6. Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. Considering the outbreak of COVID-19, certain measures will be implemented at the EGM with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to undergo compulsory body temperature screening; (ii) all attendees will be required to wear a surgical face mask throughout the EGM within the EGM venue (no mask will be provided at the EGM venue); and (iii) no corporate gifts will be distributed and no refreshments will be served. The Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. For details, all attendees of the EGM should read the section headed "Precautionary Measures for the EGM" on page 1 of the circular of the Company for the EGM dated 11 July 2022.

*As at the date of this notice, the executive Directors are Mr. WANG Lei, Mr. FENG Wei, Mr. CHUA Boon Hou (CAI Wenhao) and Ms. WU Lili; the non-executive Directors are Mr. WANG Bing and Mr. ZHAO Yanjiao; and the independent non-executive Directors are Mr. CHEN Huichun, Mr. ZHAO Wei and Mr. GAO Yan.*