

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



Zhengwei Group Holdings Company Limited 正味集团控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares under the Share Offer	: 200,000,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares	: 20,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 180,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$0.82 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.01 per Share
Stock code	: 2147

Sole Sponsor and Sole Overall Coordinator



中毅資本有限公司
Grand Moore Capital Limited

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



中毅資本有限公司
Grand Moore Capital Limited



華盛證券
Valuable Capital Limited

Joint Bookrunners and Joint Lead Managers



信達國際
CINDA INTERNATIONAL



富強證券
FORTUNE (HK) SECURITIES



國泰君安國際
GUOTAI JUNAN INTERNATIONAL



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies in Hong Kong and on Display" in Appendix V to this prospectus, has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any of the other documents referred to above.

The Offer Price is expected to be determined by agreement between the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or about Thursday, 5 January 2023 and, in any event, not later than Thursday, 12 January 2023. The Offer Price will be not more than HK\$0.82 and is currently expected to be not less than HK\$0.68. Applicants for Public Offer Shares are required to pay, on application, the maximum offer price of HK\$0.82 for each Public Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%, subject to refund if the Offer Price should be lower than HK\$0.82. If, for any reason, the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) and us are unable to reach an agreement on the Offer Price on Thursday, 12 January 2023, the Share Offer will not proceed and will lapse.

The Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) may, with the consent of our Company, reduce the indicative Offer Price range stated in this prospectus and/or the number of Offer Shares being offered pursuant to the Share Offer at any time on or prior to the morning of the last day for lodging applications under the Public Offer. In such a case, an announcement will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at zhengwei100.com not later than the morning of the day which is the last day for lodging applications under the Public Offer. Further details are set out in the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares" in this prospectus.

The obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Public Offer Shares, are subject to termination by the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Shares commences on the Stock Exchange. Such grounds are set out in the paragraph headed "Underwriting — Underwriting Arrangements and Expenses — Public Offer — Grounds for Termination" in this prospectus. It is important that you refer to that section for further details.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk Factors" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. The Offer Shares are being offered, sold or delivered only outside of the United States in accordance with Regulation S under the U.S. Securities Act.

IMPORTANT

Your application must be for a minimum of 4,000 Public Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

No. of Public Offer Shares applied for	Amount payable on application	No. of Public Offer Shares applied for	Amount payable on application	No. of Public Offer Shares applied for	Amount payable on application	No. of Public Offer Shares applied for	Amount payable on application
	<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>
4,000	3,313.08	80,000	66,261.58	700,000	579,788.79	5,000,000	4,141,348.50
8,000	6,626.16	100,000	82,826.96	800,000	662,615.75	5,500,000	4,555,483.36
12,000	9,939.24	120,000	99,392.37	900,000	745,442.74	6,000,000	4,969,618.20
16,000	13,252.31	140,000	115,957.76	1,000,000	828,269.70	6,500,000	5,383,753.06
20,000	16,565.39	160,000	132,523.15	1,500,000	1,242,404.56	7,000,000	5,797,887.90
24,000	19,878.47	180,000	149,088.55	2,000,000	1,656,539.40	7,500,000	6,212,022.76
28,000	23,191.55	200,000	165,653.95	2,500,000	2,070,674.26	8,000,000	6,626,157.60
32,000	26,504.63	300,000	248,480.91	3,000,000	2,484,809.10	8,500,000	7,040,292.46
36,000	29,817.71	400,000	331,307.88	3,500,000	2,898,943.96	9,000,000	7,454,427.30
40,000	33,130.79	500,000	414,134.86	4,000,000	3,313,078.80	9,500,000	7,868,562.16
60,000	49,696.18	600,000	496,961.82	4,500,000	3,727,213.66	10,000,000 ⁽¹⁾	8,282,697.00

Note:

(1) Maximum number of Public Offer Shares you may apply for.

No application for any other number of Public Offer Shares will be considered and any such application is liable to be rejected.