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*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated Friday, 30 December 2022 (the “**Prospectus**”) issued by Zhengwei Group Holdings Company Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any Shares or other securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

*This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer to sell or a solicitation of an offer to buy securities in the United States or in any other jurisdiction. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any applicable state securities laws, and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the U.S. Securities Act (the “**Regulation S**”)), except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. There will be no public offering of the securities of the Company in the United States.*

*In connection with the Share Offer, Grand Moore Capital Limited, as stabilizing manager (the “**Stabilizing Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager or any person acting for it to conduct any such stabilizing activity, which if commenced, will be done at the absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end within 30 days of the last day for lodging applications under the Public Offer (being Saturday, 4 February 2023). Any market purchases of the Shares will be effected in compliance with all applicable laws and regulatory requirements. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

Potential investors should be aware that no stabilizing action can be taken to support the price of the Shares for longer than the stabilization period, which will begin on the Listing Date, and is expected to expire on Saturday, 4 February 2023, being the 30th day after the last day for lodging applications under the Public Offer. After this date, when no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

The Public Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related application form. The Public Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong. Potential investors of the Offer Shares should note that the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) shall be entitled to terminate the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting Arrangements and Expenses — Public Offer — Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Friday, 13 January 2023).

In connection with the Share Offer, the Company is expected to grant the Over-allotment Option to the Placing Underwriters. Pursuant to the Over-allotment Option, the Placing Underwriters will have the right, exercisable by the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Placing Underwriters) at any time from the Listing Date until 30th day after the last day for lodging applications under the Public Offer (being Saturday, 4 February 2023), to require the Company to allot and issue not more than 15% of the number of Offer Shares initially available under the Share Offer at the Offer Price to cover over-allocations in the Placing, if any.



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



華盛証券
Valuable Capital Limited

Joint Bookrunners and Joint Lead Managers



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 HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$
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 the Public Offer Shares will be considered and any such application is liable to be rejected.

THE LISTING APPLICATION

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Assuming the Public Offer becomes unconditional at or before 8:00 a.m. on Friday, 13 January 2023, it is expected that dealings in the Shares on the Stock Exchange are to commence at 9:00 a.m. on Friday, 13 January 2023. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at zhengwei100.com and the Stock Exchange's website at www.hkexnews.hk.

STRUCTURE OF THE SHARE OFFER

The Share Offer comprises the Public Offer of initially 20,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares made available under the Share Offer, and the Placing of 180,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares under the Share Offer. The allocation of Offer Shares between the Public Offer and the Placing is subject to reallocation as stated in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. In particular, the Offer Shares may be reallocated from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, (i) the number of Placing Shares reallocated to the Public Offer should not exceed 20,000,000 Offer Shares, representing 10% of the Offer Shares initially available under the Share Offer, increasing the total number of Offer Shares available under the Public Offer to 40,000,000 Offer Shares, representing double of the initial allocation to the Public Offer and 20% of the Offer Shares initially available under the Share Offer, and (ii) the final Offer Price shall be fixed at HK\$0.68 per Offer Share, the low-end of the Offer Price range stated in the Prospectus.

In connection with the Share Offer, the Company is expected to grant the Over-allotment Option to the Placing Underwriters, exercisable by the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Placing Underwriters) that is exercisable at any time from the day on which trading of the Shares commences on the Stock Exchange to the 30th day from the last day for lodging applications under the Public Offer (being Saturday, 4 February 2023), to require the Company to allot and issue up to an aggregate of 30,000,000 additional Offer Shares, representing 15% of the total number of Offer Shares initially available under the Share Offer, at the Offer Price to cover, among other things, over-allocations in the Placing, if any.

If the Over-allotment Option is exercised in full, the additional Offer Shares to be issued pursuant thereto will represent approximately 3.61% of the enlarged share capital immediately following the completion of the Share Offer and the exercise of the Over-allotment Option. In the event that the Over-allotment Option is exercised, we will make an announcement which will be posted on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at zhengwei100.com, respectively.

PRICING

The Offer Price will not be more than HK\$0.82 per Offer Share and is expected to be not less than HK\$0.68 per Offer Share unless otherwise announced. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.82 per Offer Share together with brokerage fee of 1.0%, 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 as finally determined is less than HK\$0.82 per Offer Share.

EXPECTED TIMETABLE

The Public Offer commences. 9:00 a.m. on
Friday, 30 December 2022

Latest time for completing electronic applications
under the **White Form eIPO** service through
the designated website **www.eipo.com.hk** 11:30 a.m. on
Thursday, 5 January 2023

Application lists open 11:45 a.m. on
Thursday, 5 January 2023

Latest time for (a) completing payment for
White Form eIPO applications by
effecting internet banking transfer(s) or
PPS payment transfer(s) and (b) giving
electronic application instructions to HKSCC 12:00 noon on
Thursday, 5 January 2023

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists close 12:00 noon on
Thursday, 5 January 2023

Expected Price Determination Date. Thursday, 5 January 2023

Announcement of:

- the final Offer Price;
- level of indication of interest in the Placing;
- the level of applications in the Public Offer; and
- the basis of allocations of the Public Offer Shares under the Public Offer to be published on our website at **zhengwei100.com** and the website of the Stock Exchange at **www.hkexnews.hk** on or before. Thursday, 12 January 2023

Results of allocations in the Public Offer (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels, including:

- (1) in the announcement to be posted on the website of the Stock Exchange at **www.hkexnews.hk** and the website of the Company at **zhengwei100.com** respectively from. Thursday, 12 January 2023
- (2) from the designated results of allocations website at **www.iporeresults.com.hk** at **www.iporeresults.com.hk** (alternatively: English **https://www.eipo.com.hk/en/Allotment**; Chinese **https://www.eipo.com.hk/zh-hk/Allotment**) with a "search by ID" function from 8:00 a.m. on Thursday, 12 January 2023 to 12:00 midnight on Wednesday, 18 January 2023
- (3) from the allocation results telephone enquiry line by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. from Thursday, 12 January 2023 to Tuesday, 17 January 2023 (excluding Saturday, Sunday and public holidays in Hong Kong)

Despatch/collection of Share certificates or deposit of the Share certificates into CCASS in respect of wholly or partially successful applications under the Public Offer on or before Thursday, 12 January 2023

Dispatch/Collection of **White Form** e-Refund
payment instructions/refund cheques in respect
of wholly or partially successful applications
if the final Offer Price is less than the maximum
Offer Price per Public Offer Share
initially paid on application (if applicable) or
unsuccessful applications pursuant to the
Public Offer on or before Thursday, 12 January 2023

Dealings in the Shares on the Stock Exchange
expected to commence at 9:00 a.m. on Friday, 13 January 2023

SETTLEMENT

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional advisors for details of the settlement arrangement as such arrangements may affect their rights and interests.

ELECTRONIC APPLICATION CHANNELS

White Form eIPO service

You may submit your application through the **White Form eIPO** service at **www.eipo.com.hk** (24 hours daily, except on the last day for applications) from 9:00 a.m. on Friday, 30 December 2022 until 11:30 a.m. on Thursday, 5 January 2023 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 5 January 2023 or such later time as described in the under the section headed “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening and Closing of the Application Lists” in the Prospectus.

CCASS EIPO service

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:⁽¹⁾

Friday, 30 December 2022 — 9:00 a.m. to 8:30 p.m.
Saturday, 31 December 2022 — 8:00 a.m. to 1:00 p.m.
Tuesday, 3 January 2023 — 8:00 a.m. to 8:30 p.m.
Wednesday, 4 January 2023 — 8:00 a.m. to 8:30 p.m.
Thursday, 5 January 2023 — 8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 30 December 2022, until 12:00 noon on Thursday, 5 January 2023 (24 hours daily, except on Thursday, 5 January 2023, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, 5 January 2023, the last application day or such later time as described in the section headed “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening and Closing of the Application Lists” in the Prospectus.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

The application monies (including the brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without any interest on or before Thursday, 12 January 2023.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Public Offer Shares” in the Prospectus for further details on the procedures through which you can apply for the Public Offer Shares electronically.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, in the GREEN Application Form and on the designated website (www.eipo.com.hk) for the White Form eIPO service.

PUBLICATION OF RESULTS

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on the website of the Stock Exchange at **www.hkexnews.hk** and on the website of the Company at **zhengwei100.com** on Thursday, 12 January 2023. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration/certificate of incorporation numbers of successful applicants under the Public Offer will be made available through a variety of channels from Thursday, 12 January 2023 in the manner described in the section headed “How to Apply for Public Offer Shares — 11. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.82 per Offer Share (excluding brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Any refund of application monies will be made on or before Thursday, 12 January 2023.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates for the Offer Shares will only become valid evidence of title provided that (i) the Share Offer has become unconditional in all respects; and (ii) the right of termination as described in the paragraph headed “Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination” in the Prospectus has not been exercised. Assuming the Share Offer becomes unconditional at or before 8:00 a.m. Friday, 13 January 2023 (Hong Kong time), dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 13 January 2023 (Hong Kong time). The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 2147.

By order of the Board
Zhengwei Group Holdings Company Limited
Mr. Yang Shengyao
Chairman

Hong Kong, 30 December 2022

As at the date of this announcement, the executive Directors are Mr. Yang Shengyao, Ms. Lin Qiuyun and Mr. Li Hui; and the independent non-executive Directors are Mr. Li Taihong, Mr. Lau Jing Yeung William and Mr. Lee Kwok Tung Louis.

This announcement is available for viewing on the website of the Company at zhengwei100.com and the website of the Stock Exchange at www.hkexnews.hk.