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*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 December 2022 (the “**Prospectus**”) issued by Zhengwei Group Holdings Company Limited (正味集团控股有限公司) (the “**Company**”).*

This announcement is for information purposes only and does not constitute an invitation or 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 Shares. Any investment decision in relation to the Shares should be taken solely in reliance on the information provided in the Prospectus.

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The Sole Overall Coordinator and the Joint Global Coordinators confirm that there has been no over-allocation of the Offer Shares under the Placing and the Over-allotment Option will not be exercised. In view of the fact that there has been no over-allocation of the Offer Shares under the Placing, no stabilisation activity as described in the Prospectus will take place during the stabilisation period.

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 Underwriters) are entitled to terminate the obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement upon 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 Friday, 13 January 2023).



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
Number of Public Offer Shares	: 60,000,000 Shares (as adjusted after reallocation)
Number of Placing Shares	: 140,000,000 Shares (as adjusted after reallocation)
Final Offer Price	: HK\$0.68 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%
Nominal value	: US\$0.01 per Share
Stock code	: 2147

Sole Sponsor and Sole Overall Coordinator



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers

