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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2147)

CLARIFICATION ANNOUNCEMENT
PLACING OF NEW SHARES UNDER GENERAL MANDATE



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Placing Agent

Reference is made to the announcement of Zhengwei Group Holdings Company Limited (the “**Company**”) dated 14 May 2024 (the “**Announcement**”) in relation to the placing of new shares of the Company under the general mandate. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board would like to clarify the inadvertent clerical errors in the paragraphs under the section headed “**EFFECT OF SHAREHOLDING OF THE PLACING**” on page 6 of both the English and Chinese versions of the Announcement. The Company hereby clarifies that the section headed “**EFFECT OF SHAREHOLDING OF THE PLACING**” in the Announcement as follows, with relevant correction made being underlined:

“Assuming no other issue of new Shares and no repurchase of existing Shares before Completion, and the Placing Agent has placed a total of 160,000,000 Placing Shares to the Placee(s), the shareholding structure of the Company before and after Completion are as follows:

	As at the date of this announcement		Immediately after Completion	
	No. of Shares	Approximate per cent.	No. of shares	Approximate per cent.
Directors				
Mr. Yang Shengyao (楊聲耀) (“ Mr. Yang ”) and Ms. Lin Qiuyun (林秋雲) (“ Ms. Lin ”) (Note 1)	283,288,907	35.41%	283,288,907	29.51%
Mr. Li Hui (李輝) (“ Mr. Li ”) (Note 2)	54,320,565	6.79%	54,320,565	5.66%
Public				
The Placee(s)	–	–	160,000,000	16.67%
Other public Shareholders	462,390,528	57.80%	462,390,528	48.16%
Total	800,000,000	100%	960,000,000	100%

Notes:

- As at the date of this announcement, (i) Shengyao Investment Group Limited (“**Shengyao Investment**”), a corporation owned as to 100% by Mr. Yang, held 190,207,478 Shares, (ii) Prosperous Season Group Limited (“**Prosperous Season**”), a corporation wholly owned by Nanchang Tongli Enterprise Management Center (Limited Partnership)* (南昌市同利企業管理中心(有限合夥)), which is a limited partnership managed and controlled by Mr. Yang as the general partner, held 93,080,255 Shares and (iii) Trendy Peak International Limited (“**Trendy Peak**”), a corporation owned as to 100% by Ms. Lin, held 1,174 Shares, and Mr. Yang and Ms. Lin are spouses of each other. Hence, Mr. Yang is deemed to be interested in all the Shares held by Shengyao Investment and Prosperous Season and Ms. Lin is deemed to be interested in all the Shares held by Trendy Peak, and Mr. Yang and Ms. Lin are deemed to be interested in all the Shares held by each other by virtue of Part XV of the SFO.
- As at the date of this announcement, Best Talent Venture Holdings Limited (“**Best Talent**”), a corporation owned as to 57.14% by Mr. Li, held 54,320,565 Shares. Hence, Mr. Li is deemed to be interested in all the Shares held by Best Talent by virtue of Part XV of the SFO.”

Save as disclosed above, all other information as set out in the Announcement remains unchanged and shall continue to be valid for all purposes.

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

Hong Kong, 23 May 2024

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. Lau Jing Yeung William, Mr. Hu Ruiwo and Mr. Ye Sangzhi.

* *For identification purpose only*