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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)

- (1) RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT
NON-EXECUTIVE DIRECTOR;**
**(2) APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT
NON-EXECUTIVE DIRECTOR; AND**
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

**RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-
EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”, and each a “**Director**”) of Zhengwei Group Holdings Company Limited (the “**Company**”) hereby announces that Ms. Lin Qiuyun (“**Ms. Lin**”) has tendered her resignation as an executive Director and a member of the nomination committee of the Company (“**Nomination Committee**”) due to a change in work arrangements, with effect from December 31, 2025.

The Board also announces that Mr. Hu Ruiwo (“**Mr. Hu**”) has tendered his resignation as an independent non-executive Director, a member of the audit committee of the Company (“**Audit Committee**”), chairman of the remuneration committee of the Company (“**Remuneration Committee**”) and chairman of the Nomination Committee in order to devote more time to his personal affairs, with effect from December 31, 2025.

Each of Ms. Lin and Mr. Hu has confirmed to the Company that she/he has no disagreement with the Board and there are no matters relating to their resignations that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude and appreciation to Ms. Lin and Mr. Hu for their valuable contributions to the Company during their terms of office.

APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Wan Ming (“**Mr. Wan**”) and Ms. Zhu Junbin (“**Ms. Zhu**”) has been appointed as an executive Director and an independent non-executive Director, respectively, with effect from 31 December 2025.

The biographical details of Mr. Wan are as follows:

Mr. Wan Ming, aged 51, obtained a diploma in the profession of public security at Jiangxi Police College in 1996. He has over 28 years of working experience in business management. He worked as the manager in Guangdong Qunxiong Media Company Limited* (廣東群雄影音有限公司) from 1997 to 2005 and has been working as the general manager of Huaihua Guangli Mining Company Limited* (懷化廣利礦業有限公司) from 2006 to present.

With respect to his directorship with the Company, Mr. Wan has entered into a contract of appointment with the Company and Mr. Wan will be appointed for a term of one year with an annual remuneration of HK\$300,000. The remuneration is recommended by the Remuneration Committee with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions. Mr. Wan shall only hold office until the next annual general meeting of the Company but shall be eligible for re-election in accordance with the articles of association of the Company.

As far as the Directors are aware, as at the date of this announcement, Mr. Wan is interested in 1,194,000 shares of the Company as beneficial owner within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement and save as disclosed above, Mr. Wan (i) does not hold any directorship or have any major appointment in any listed public company in the last three years preceding the date of this appointment and does not have any other major appointments and professional qualifications; (ii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company and has not held any other positions with any other members of the Group; and (iii) does not have any interest in the shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of other matters relating to the appointments of Mr. Wan that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The biographical details of Ms. Zhu Junbin are as follows:

Ms. Zhu Junbin, aged 52, obtained a master's degree in business administration at the University of Chinese Academy of Social Sciences. She has over 30 years of working experience in media and international trading. She has accumulated extensive industry experience in various companies in Nanchang and surrounding provinces. Currently, she serves as the chairwoman of several companies in China principally engaged in media and international trading, demonstrating exceptional leadership and management skills.

With respect to her directorship with the Company, Ms. Zhu has entered into a contract of appointment with the Company and Ms. Zhu will be appointed for a term of one year with an annual remuneration of HK\$120,000. The remuneration is recommended by the Remuneration Committee with reference to the remuneration policy of the Company, her duties and the prevailing market level of remuneration for executives of similar positions. Ms. Zhu shall only hold office until the next annual general meeting of the Company but shall be eligible for re-election in accordance with the articles of association of the Company.

As at the date of this announcement and save as disclosed above, Ms. Zhu (i) does not hold any directorship or have any major appointment in any listed public company in the last three years preceding the date of this appointment and does not have any other major appointments and professional qualifications; (ii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company and has not held any other positions with any other members of the Group; and (iii) does not have any interest in the shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. Zhu has further confirmed that (i) she has satisfied the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"); (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, the Board is not aware of other matters relating to the appointments of Ms. Zhu that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to extend its warmest welcome to Mr. Wan and Ms. Zhu for their appointment.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

Following the resignation of Ms. Lin (as a member of the Nomination Committee) and Mr. Hu (as a member of the Audit Committee, the chairman of the Remuneration Committee and the chairman of the Nomination Committee), with effect from 31 December 2025, Ms. Zhu has been appointed as the chairman of the Remuneration Committee, the chairman of the Nomination Committee and a member of the Audit Committee.

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

Hong Kong, 31 December 2025

As at the date of this announcement, the executive Directors are Mr. Yang Shengyao and Mr. Wan Ming; and the independent non-executive Directors are Mr. Ye Sangzhi, Mr. Yu Chi Kit and Ms. Zhu Junbin.

* *For identification purpose only*