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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Zhengwei Group Holdings Company Limited (the "**Company**") dated 30 December 2025 (the "**Announcement**") in relation to, among others, the Placing of new Shares under the General Mandate. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions as set out in the Placing Agreement have been fulfilled and the Completion of the Placing has taken place on 22 January 2026 in accordance with the terms and conditions of the Placing Agreement.

Pursuant to the Placing Agreement, 11,200,000 Placing Shares, representing approximately 16.67% of the issued share capital (as enlarged by the allotment and issue of the Placing Shares) of the Company as at the date of this announcement, have been placed by the Placing Agent to not less than six Placees at the Placing Price of HK$0.8 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Placees are professional, institutional or other investors who and whose respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. None of the Placees has become a substantial shareholder (as defined under the Listing Rules) of the Company immediately upon completion of the Placing.

USE OF PROCEEDS

The gross proceeds from the Placing are HK$8.96 million, and the net proceeds from the Placing (after deduction of the placing commission and other expenses incurred in the Placing) are approximately HK$8.71 million. The Company intends to use the estimated net proceeds of the Placing for the Group's general working capital for the coming 12 months as follows:

(a) approximately 80.4% of the net proceeds will be used for the payment of advertising fees; and

(b) approximately 19.6% of the net proceeds will be used for the payment of staff salaries.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion are set out as follows:

Shareholders	Immediately before Completion		Immediately after Completion	
	Number of Shares	*Approximate percentage of number of Shares in issue (%)*	*Number of Shares*	*Approximate percentage of number of Shares in issue (%)*
Mr. Yang Shengyao (楊聲耀) ("**Mr. Yang**") and Ms. Lin Qiuyun (林秋雲) ("**Ms. Lin**")	14,164,445	25.29	14,164,445	21.08
The Placees	–	–	11,200,000	16.67
Other public Shareholders	41,835,555	74.71	41,835,555	62.25
Total	**56,000,000**	**100.00**	**67,200,000**	**100.00**

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

Hong Kong, 22 January 2026

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.