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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)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF SIX (6) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE

Reference is made to (i) the prospectus of Zhengwei Group Holdings Company Limited (the "**Company**") dated 18 September 2026 (the "**Prospectus**") in relation to the Rights Issue of the Company on the basis of six (6) Rights Shares for every one (1) existing Share held on the Record Date at the Subscription Price of HK$0.4 per Rights Share; and (ii) the announcement of the Company dated 6 October 2026 (the "**Announcement**") in relation to the results of valid acceptances of the Rights Issue and the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares subject to the Compensatory Arrangements. . Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE, THE COMPENSATORY ARRANGEMENTS AND THE PLACING AGREEMENT

As disclosed in the Announcement, as at 4:00 p.m. on Monday, 5 October 2026, being the Latest Time for Acceptance, a total of 9 valid acceptances for a total of 145,662,612 Rights Shares had been received, representing approximately 36.13% of the total number of Rights Shares offered under the Rights Issue (the "**Offered Shares**"). Accordingly, the Rights Issue was undersubscribed by 257,537,388 Rights Shares, representing approximately 63.87% of the total number of the Offered Shares, which were subject to the Compensatory Arrangements.

The Company has, pursuant to Rule 7.21(1)(b) of the Listing Rules, made the Compensatory Arrangements by entering into the Placing Agreement with the Placing Agent pursuant to which the Company appointed the Placing Agent and the Placing Agent agreed to act as the placing agent for the Company to procure, on a best-effort basis, to place the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the Placing Period to independent Placees.

The Board wishes to announce that at 6:00 p.m. on Wednesday, 28 October 2026, being the latest time of placing of the Placing Shares by the Placing Agent, 257,537,388 Unsubscribed Rights Shares were successfully placed to not less than six (6) Placees at the price of HK$0.4 per Share, which is equal to the Subscription Price, under the Placing. Therefore, there is no Net Gain available for distribution to the No Action Shareholders.

All conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 4:00 p.m. on Thursday, 29 October 2026.

Based on the results of acceptance of the Rights Issue and the results of the Placing, the Rights Shares to be allotted and issued amounted to 403,200,000 Rights Shares, representing 100% of the total number of Rights Shares available for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the Placees is an Independent Third Party; and (ii) none of the Placees has become a substantial Shareholder immediately upon completion of the Placing.

PROCEEDS FROM THE RIGHTS ISSUE

The gross proceeds from the Rights Issue were approximately HK$161.28 million and the net proceeds from the Rights Issue, after deducting the related expenses, were approximately HK$160.43 million. As disclosed in the Prospectus, the Company intends to apply 100% of the net proceeds from the Rights Issue for repayment of the Group's bank borrowings.

EFFECT OF THE RIGHTS ISSUE ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, based on public information available, the shareholding structure of the Company immediately before and after completion of the Rights Issue are as follows:

	As at the Latest Practicable Date		**Immediately after completion of the Rights Issue**	
	No. of Shares	*Approx. %*	*No. of Shares*	*Approx. %*
Mr. Yang Shengyao (楊聲耀) ("**Mr. Yang**") and Ms. Lin Qiuyun (林秋雲) ("**Ms. Lin**") *(Note 1)*	14,164,443	21.08	99,151,101	21.08
Placees	–	–	257,537,388	54.75
Public Shareholders	53,035,557	78.92	113,711,511	24.17
Total	**67,200,000**	**100.00**	**470,400,000**	**100.00**

Note:

1. Immediately after completion of the Rights Issue, (i) Shengyao Investment Group Limited ("**Shengyao Investment**"), a corporation owned as to 100% by Mr. Yang, held 66,572,611 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 32,578,084 Shares and (iii) Trendy Peak International Limited ("**Trendy Peak**"), a corporation owned as to 100% by Ms. Lin, held 406 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 the other by virtue of Part XV of the SFO.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates for all fully-paid Rights Shares are expected to be posted on Wednesday, 4 November 2026 to those entitled thereto at their registered addresses by ordinary post at their own risks.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 5 November 2026.

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

Hong Kong, 3 November 2026

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