THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhengwei Group Holdings Company Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other registered dealer in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED APPOINTMENT OF DIRECTOR;
(4) PROPOSED RE-APPOINTMENT OF AUDITOR; AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Zhengwei Group Holdings Company Limited to be held at Room 1303, Rongchao Economic & Trade Center, Southeast Junction of Jintian Road and Fuzhong Road, Futian District, Shenzhen City, Guangdong Province, PRC on 3 December 2026 at 2:30 p.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend such meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting (i.e. not later than 2:30 p.m. on 1 December 2026, Hong Kong time) or any adjourned meeting thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at such meeting or any adjourned meeting thereof (as the case may be) should you so wish.

11 November 2026

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In this circular, the following expressions have the following meaning unless the context otherwise requires:

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held at Room 1303, Rongchao Economic & Trade Center, Southeast Junction of Jintian Road and Fuzhong Road, Futian District, Shenzhen City, Guangdong Province, PRC on 3 December 2026 at 2:30 p.m., the notice of which is set out on pages 17 to 21 of this circular, or any adjourned meeting thereof;
"Articles"	the articles of association of the Company as amended and restated, supplemented or modified from time to time;
"associates"	has the meaning ascribed to it under the Listing Rules;
"Board"	the board of Director(s);
"Company"	Zhengwei Group Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange;
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"controlling shareholders"	has the meaning ascribed to it under the Listing Rules, and in the context of our Company, means Mr. Yang, Ms. Lin, Shengyao Investment, Trendy Peak, Nanchang Tongli LP and Prosperous Season;
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	director(s) of the Company;
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Board to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;
"Group"	the Company and its subsidiaries;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Issue Mandate"	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) in the capital of the Company not exceeding 20% of the total number of issued Shares of the Company (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting such mandate;

"Latest Practicable Date"	10 November 2026, being the latest practical date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Mr. Yang"	Mr. Yang Shengyao (楊聲耀), our Joint Chairman, executive Director and one of the controlling shareholders of the Company;
"Ms. Lin"	Ms. Lin Qiuyun (林秋雲), the spouse of Mr. Yang and one of the controlling shareholders of the Company;
"Nanchang Tongli LP"	Nanchang Tongli Enterprise Management Center (Limited Partnership)* (南昌市同利企業管理中心(有限合夥)), a limited partnership established under the laws of the PRC on 20 May 2016 and one of the controlling shareholders of the Company;
"PRC"	the People's Republic of China;
"Prosperous Season"	Prosperous Season Group Limited, a BVI business company incorporated in the BVI with limited liability on 6 March 2020, which is wholly-owned by Nanchang Tongli LP and one of the controlling shareholders of the Company;
"Register of Members"	the register of members of the Company;
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting such mandate;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	the holder(s) of the Share(s);
"Shengyao Investment"	Shengyao Investment Group Limited, a BVI business company incorporated in the BVI with limited liability on 4 March 2020, which is wholly-owned by Mr. Yang, and one of the controlling shareholders of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;

"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended, modified and supplemented from time to time;
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules;
"Trendy Peak"	Trendy Peak International Limited, a BVI business company incorporated in the BVI with limited liability on 4 March 2020, which is wholly-owned by Ms. Lin;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong; and
"%"	per cent.

* *For identification purpose only*

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)

Executive Directors:
Mr. Yang Shengyao *(Joint Chairman)*
Mr. Tu Qiang *(Joint Chairman)*
Mr. Wan Ming

Independent Non-executive Directors:
Mr. Ye Sangzhi
Mr. Yu Chi Kit
Ms. Zhu Junbin

Registered office:
71 Fort Street
PO Box 500, George Town
Grand Cayman KY-11106
Cayman Islands

Principal place of business in Hong Kong:
Unit 12, 12/F Tower A, New Mandarin Plaza
No. 14 Science Museum Road
Tsim Sha Tsui, Kowloon
Hong Kong

11 November 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (3) PROPOSED APPOINTMENT OF DIRECTOR; (4) PROPOSED RE-APPOINTMENT OF AUDITOR; AND (5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM to seek the Shareholders' approval for, among other things,

(i) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate;

(ii) the proposed re-election of the retiring Directors;

(iii) the proposed appointment of Director;

(iv) the proposed re-appointment of auditor;

and to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

A notice convening the AGM setting out the details of the ordinary resolutions to be proposed at the AGM is set out on pages 17 to 21 of this circular.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares by Shareholders at the last annual general meeting will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) on the date of passing the relevant resolution. As at the Latest Practicable Date, a total of 470,400,000 Shares were in issue and the Company did not have any Treasury Shares. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchase by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 94,080,000 Shares (including any sale or transfer of Treasury Shares out of treasury).

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares by Shareholders at the last annual general meeting will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to exercise all the powers of the Company to purchase or repurchase Shares not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) on the date of passing the relevant resolution. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchase by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 47,040,000 Shares.

An explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the AGM to extend the Issue Mandate by an addition of an amount representing the aggregate number of Shares repurchase under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

Please refer to resolutions numbered 10 to 12 set out in the notice of AGM on pages 17 to 21 of this circular for further details of the proposed Issue Mandate, Repurchase Mandate and Extension Mandate.

RE-ELECTION OF DIRECTORS

According to Article 108(a) of the Articles, at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

As such, Mr. Yang Shengyao, an executive Director, and Mr. Yu Chi Kit, an independent non-executive Director, shall retire from office at the AGM and, being eligible, offered themselves for re-election. The biographical details of the above retiring Directors who offered themselves for re-election are set out in Appendix II to this circular.

According to Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting.

As such, Mr. Wan Ming, an executive Director, Ms. Zhu Junbin, an independent non-executive Director and Mr. Tu Qiang, an executive Director, shall retire from office at the AGM and, being eligible, offered themselves for re-election. The biographical details of the above retiring Directors who offered themselves for re-election are set out in Appendix II to this circular.

PROPOSED APPOINTMENT OF DIRECTOR

Pursuant to the nomination committee of the Company, the Board has resolved to propose Mr. Lin Zeng to be appointed as an executive Director. Subject to the passing of the relevant resolution at the AGM, Mr. Lin shall be appointed as an executive Director.

The biographical details of the Director proposed to be appointed are set out in Appendix III to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR

ZSZH (HK) Fuson CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment. Following the recommendation of the audit committee of the Company, the Board proposed to re-appoint ZSZH (HK) Fuson CPA Limited as the auditor of the Company with a term expiring upon the next annual general meeting of the Company and the Board proposed to be authorized to fix its remuneration. It is currently estimated that the remuneration for the auditor's audit services for the year ending 30 June 2027 will be expected to be the range of HK$1,000,000 to HK$1,200,000. The estimate has taken into account, amongst others, the historic fees of the auditor, the expected audit scope and resources required to be committed by the auditor given the Company's business, and remains subject to the mutual agreement of the actual audit fees between the auditor and the Company. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 2:30 p.m. on 3 December 2026 at Room 1303, Rongchao Economic & Trade Center, Southeast Junction of Jintian Road and Fuzhong Road, Futian District, Shenzhen City, Guangdong Province, PRC is set out on pages 16 to 20 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 2:30 p.m. on 1 December 2026, Hong Kong time) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions proposed at the AGM will be taken by way of poll. None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Articles. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

An announcement on the poll results will be made by the Company after the AGM on the websites of the Stock Exchange at www.hkexnews.hk and the Company at zhengwei100.com in accordance with the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The record date for determining the eligibility of shareholders (except holders of Treasury Shares, if any) to attend and vote at the AGM is Thursday, 3 December 2026. The Register of Members will be closed from 30 November 2026 (Monday) to 3 December 2026 (Thursday), both dates inclusive, during which period no transfer of the Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration by no later than 4:30 p.m. on 27 November 2026 (Friday).

RESPONSIBILITY STATEMENT

Your attention is drawn to the additional information set out in the Appendices to this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors are of the opinion that all the proposed resolutions at the AGM, including but not limited to (i) the granting of the Repurchase Mandate, the Issue Mandate and the Extension Mandate; (ii) the proposed re-election of Directors; (iii) the proposed appointment of Director ; and (iv) the proposed re-appointment of auditor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the AGM. No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM under the Listing Rules and/or the Articles.

MISCELLANEOUS

This circular has been issued in both English and Chinese version. In case of any inconsistency, the English version shall prevail.

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

The following is the explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to be provided to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM for your consideration.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 470,400,000 Shares in issue and the Company did not have any Treasury Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that there will be no change in the total number of issued Shares before the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 47,040,000 Shares, representing 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of the AGM.

REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

SOURCE OF FUNDS

The Company is empowered by the Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Act of the Cayman Islands (the "**Cayman Companies Act**"), the Listing Rules, the Companies Ordinance and/or other applicable laws, rules and regulations, as the case may be. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Cayman Companies Act.

IMPACT ON REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 30 June 2026) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and to the best knowledge and belief of the Directors, the Company's controlling shareholders, Mr. Yang, who is the executive Directors and Mr. Lin, who is the spouse of Mr. Yang, were interested in an aggregate of approximately 99,151,101 issued Shares, representing approximately 21.08% of the total number of issued Shares.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the interests of Mr. Yang and Ms. Lin would increase from approximately 21.08% to approximately 23.42% of the total number of issued Shares and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 and 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced to less than the minimum public float requirement of 25% of the issued share capital of the Company.

GENERAL

The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Shares bought back by the Company shall be held as Treasury Shares and/or cancelled, depending on market conditions, the Company's capital management needs and funding arrangements at the time of share buy-back. For any Treasury Shares deposited with Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company will (i) procure its stockbroker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions. The Company will take appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as Treasury Shares.

SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
December	0.990	0.740
2026		
January	1.000	0.700
February	0.840	0.620
March	0.730	0.510
April	0.640	0.455
May	0.530	0.440
June	0.570	0.440
July	0.640	0.490
August	0.705	0.500
September	0.755	0.390
October	0.650	0.525
November (up to Latest Practicable Date)	0.575	0.345

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are the biographical details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

(i) Mr. Yang Shengyao

Mr. Yang Shengyao (楊聲耀先生), aged 54, was appointed as our Director on 31 March 2020 and is our executive Director, joint chairman and chief executive officer. He is primarily responsible for the overall operations, strategic management, business development, and formulating our Group's business operation plans.

Mr. Yang has accumulated over 24 years of experience in the food and trading industry. Mr. Yang was a general manager of Changsha Zhengwei Trading Company Limited* (長沙市正味貿易有限公司) from March 2000 to May 2001. Mr. Yang established our Group as a co-founder in January 2002.

Mr. Yang graduated from Jiangxi Agricultural University (江西農業大學) in January 2016 with a bachelor degree in landscape architecture. He is also a member of Jiusan Society (九三學社) since December 2015.

Mr. Yang was the director or responsible person of the following companies which were incorporated in the PRC and were subsequently dissolved or had their business licence revoked during his tenure:

Name of Company	Position	Status	Reasons of revocation of business licence/ deregistration	Date of revocation of business licence/ deregistration
Changsha Zhengwei Trading Co., Ltd. Nanchang Branch Office* (長沙市正味貿易有限公司南昌分公司)	Responsible person (負責人)	Business licence revoked	Cessation of business	3 January 2005
Jiangxi Kailingda Investment Consulting Co Ltd.* (江西省凱靈達投資諮詢有限公司)	Director	Deregistered	Voluntarily dissolved	28 June 2016

Mr. Yang confirmed that the above companies were solvent at the time of their business licences being revoked or their deregistration. Mr. Yang further confirmed that there was no wrongful act on his part leading to the revocation of business licences or deregistration and he is not aware of any actual or potential claim that has been or will be initiated against him as a result of the revocation of business licence or deregistration, and that his involvements in the companies were part and parcel of his services and that no misconduct or misfeasance had been involved in the revocation of business licence or deregistration. As advised by our PRC Legal Advisers, the revocation of business licence or deregistration of the above companies would not render Mr. Yang unsuitable to act as a director of any companies in the PRC.

Mr. Yang has entered into a service contract with our Company for an initial fixed term of three years commencing from 16 December 2022 and has been renewed for another three years, which can be terminated before the expiration of the term by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Pursuant to such service contract, Mr. Yang is entitled to the annual remuneration of HK$600,000 and a discretionary bonus and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yang is a controlling shareholder of our Company and is deemed to be interested in an aggregate of 99,151,101 Shares pursuant to Part XV of the SFO. Amongst such 99,151,101 Shares, 66,572,611 Shares are directly held by Shengyao Investment (a company 100% owned by Mr. Yang), 32,578,084 Shares are directly held by Prosperous Season (a company directly owned by Nanchang Tongli LP, which a limited partnership established in the PRC managed and controlled by Mr. Yang as the general partner), and 406 Shares are directly held by Trendy Peak, a company 100% owned by Ms. Lin, the spouse of Mr. Yang. Save as disclosed herein, as at the Latest Practicable Date, Mr. Yang was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Yang does not hold any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Yang that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(ii) Mr. Yu Chi Kit

Mr. Yu Chi Kit (余志傑先生), aged 47, was appointed as an independent non-executive Director on 15 January 2025. He is the chairman of our audit committee and a member of each of our nomination committee and remuneration committee. He holds a bachelor's degree in business administration from The Chinese University of Hong Kong. He is also a member of the Hong Kong Institute of Certified Public Accountants, Institute of Chartered Accountants in England and Wales and The Hong Kong Chartered Governance Institute. He has been appointed as an independent non-executive director of Ernest Borel Holdings Limited (Stock Code: 1856) from 11 June 2024. He had been an independent non-executive director of Jinchuan Group International Resources Co. Ltd (Stock Code: 2362) from 6 November 2021 to 28 May 2025. He was previously the financial controller and company secretary of Central China Real Estate Limited (Stock Code: 0832) from 3 May 2022 to 1 September 2023, the chief financial officer, company secretary and authorized representative of Xiwang Special Steel Company Limited (Stock Code: 1266) and Xiwang Property Holdings Company Limited (Stock Code: 2088) from 1 November 2019 to 1 April 2022. He was previously the company secretary and authorized representative of China Development Bank International Investment Limited (Stock Code: 1062) from 20 June 2016 to 25 April 2019 and South China Assets Holdings Limited (Stock Code: 8155) from 1 April 2010 to 10 January 2011, respectively. He also has over 9 years auditing experience in international accounting firms. He has extensive experience in accounting, auditing, and company secretarial practice in Hong Kong.

Mr. Yu has entered into a contract of appointment with the Company for an initial fixed term of three years commencing from the date of appointment until terminated by not less than three months' notice in writing served by either party. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Pursuant to such service contract, Mr. Yu is entitled to the annual remuneration of HK$180,000 and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yu was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Yu does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Yu that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(iii) Mr. Wan Ming

Mr. Wan Ming (萬明先生), aged 52, was appointed as an executive Director on 31 December 2025. Mr. Wan 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.

Mr. Wan has entered into a contract of appointment with the Company for a term of one year. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Pursuant to such service contract, Mr. Wan is entitled to the annual remuneration of HK$300,000 and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wan beneficially holds 1,194,000 Shares. Save as disclosed herein, as at the Latest Practicable Date, Ms. Lin is not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Wan does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Wan that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(iv) Ms. Zhu Junbin

Ms. Zhu Junbin (朱俊斌女士), aged 52, was appointed as an independent non-executive Director on 31 December 2025. Ms. Zhu is the chairman of our nomination committee and remuneration committee and a member of our audit committee. She 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.

Ms. Zhu has entered into a contract of appointment with the Company for a term of one year. She is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Pursuant to such service contract, Ms. Zhu is entitled to the annual remuneration of HK$120,000 and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to her qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhu was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Ms. Zhu does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Ms. Zhu that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(v) Mr. Tu Qiang

Mr. Tu Qiang (涂強先生), aged 45, was appointed as an executive Director and the joint chairman of the Company on 9 October 2026. Mr. Tu obtained a bachelor degree in Central South University of Forestry and Technology in 2005. He possessed extensive expertise in digital technology, capital operation and technology investment. He has been the chairman of South China Digital Industry (Shenzhen) Group Co., Ltd (華南數字產業(深圳)集團有限公司) since 2023 until present. He specializes in leading enterprises to implement digital transformation in sectors including artificial intelligence, big data and smart manufacturing. He has also been the chairman of Guoshu Digital Industry (Shenzhen) Group Co., Ltd. (國數數字產業(深圳)集團有限公司) since 2019 until present. He is responsible for overseeing investment projects in digital industry across the Guangdong-Hong Kong-Macao Greater Bay Area and overseas markets and driving deep strategic partnerships between enterprises, top-tier research institutions, and high-growth technology companies.

Mr. Tu has entered into a service agreement with the Company for a term of one year. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Pursuant to such service agreement, Mr. Tu is entitled to the annual remuneration of HK$180,000 and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Tu was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Tu does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Tu that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

* *The English names of all the above companies represent the best effort made by the Directors to translate the Chinese names as these companies have not been registered with any official English names.*

Set out below are the biographical details of the Director who will be proposed to be appointed at the AGM.

Mr. Lin Zeng

Mr. Lin Zeng (林增先生), aged 42, has over 15 years of experience in the food industry, having served in various food-related enterprises where he accumulated extensive experience in marketing and business operations. In particular, from July 2010 to July 2022, Mr. Lin served as a sales manager at Jiangxi Zhengwei Food Co., Limited* (江西正味食品有限公司), where he was primarily responsible for sales and marketing activities.

Subject to the Shareholders approving the appointment of Mr. Lin at the AGM and pursuant to the service agreement to be entered into between Mr. Lin and the Company, Mr. Lin will be appointed as an executive Director for a term of one year from the date of the AGM, subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the service agreement, Mr. Lin will be entitled to a fee as determined by the remuneration committee of the Company and to be approved by the Board with the authorisation granted by the Shareholders at the AGM. His remuneration of HK$120,000 per annum is determined by the Board having regard to his responsibilities, experience, performance and the prevailing market conditions.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lin was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Lin does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Lin that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

* *The English names of the above company represent the best effort made by the Directors to translate the Chinese name as the company has not been registered with any official English names.*

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)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Zhengwei Group Holdings Company Limited (the "**Company**") will be held at 2:30 p.m. on 3 December 2026 at Room 1303, Rongchao Economic & Trade Center, Southeast Junction of Jintian Road and Fuzhong Road, Futian District, Shenzhen City, Guangdong Province, PRC for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. to consider and approve the audited financial statements of the Company, the report of the directors (the "**Directors**") and the report of the independent auditor for the year ended 30 June 2026;

2. to re-elect Mr. Yang Shengyao as an executive Director;

3. to re-elect Mr. Yu Chi Kit as an independent non-executive Director;

4. to re-elect Mr. Wan Ming as an executive Director;

5. to re-elect Ms. Zhu Junbin as an independent non-executive Director;

6. to re-elect Mr. Tu Qiang as an executive Director;

7. to appoint Mr. Lin Zeng as an executive Director;

8. to authorise the Board to fix the Directors' remuneration;

9. to re-appoint ZSZH (HK) Fuson CPA Limited as the Company's auditor and authorise the Board to fix their remuneration; and

as special business, to consider and, if thought fit, pass the followings resolutions (with or without amendments) as ordinary resolutions:

10. "**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules)) and to make or grant offers, agreements, options and other rights, including warrants to subscribe for shares of the Company and other securities, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements, options and other rights which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) of this resolution);

(c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) (including the treasury shares to be resold or transferred) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the exercise of any options granted under all share option schemes of the Company (or similar arrangements) adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the total of (aa) 20% of the number of issued Shares (excluding any treasury shares) as at the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of such Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued shares of the Company (excluding any treasury shares) as at date of the passing of this resolution), and the authority pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such authority given under this resolution.

"**Rights Issue**" means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company).";

11. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase or repurchase shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission, the Companies Law of the Cayman Islands, the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of issued Shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued Shares of the Company in issue (excluding any treasury shares) at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such authority given under this resolution.";

12. "**THAT** conditional upon resolutions no. 10 and no. 11 above being passed (with or without amendments), the general and unconditional mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in resolution no. 10 above be and is hereby extended by the addition thereto an amount of shares representing the total number of issued shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company under resolution no. 11 above, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of the passing of this resolution."

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

Hong Kong, 11 November 2026

Principal place of business in Hong Kong:
Unit 12, 12/F Tower A, New Mandarin Plaza
No. 14 Science Museum Road
Tsim Sha Tsui, Kowloon
Hong Kong

Registered office:
71 Fort Street
PO Box 500, George Town
Grand Cayman KY-11106
Cayman Islands

Notes

1. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of the poll will be published on the websites of the Stock Exchange and of the Company in accordance with the Listing Rules.

2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

   In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. A form of proxy for use at the meeting is being dispatched together with this notice. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 2:30 p.m. on 1 December 2026, Hong Kong time) or any adjournment thereof.

4. An explanatory statement containing further details regarding resolution no. 9 above is set out in a circular to the shareholders of the Company, which is being dispatched together with this notice, The circular also contains particulars of the Directors proposed to be re-elected at the meeting.

5. The record date for determining the eligibility of shareholders (except holders of treasury shares, if any) to attend and vote at the AGM is Thursday, 3 December 2026. The register of members of the Company will be closed from 30 November 2026 (Monday) to 3 December 2026 (Thursday) (both days inclusive), during which period no transfer of shares will be registered. All transfer of documents together with the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 27 November 2026 (Friday) in order for the holders of the shares to qualify to attend and vote at the AGM or any adjournment thereof.

6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, 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.