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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)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Zhengwei Group Holdings Company Limited (the "**Company**") will 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 Thursday, 10 December 2026 at 3:00 p.m. for the following purposes:

To consider and, if thought fit, to pass with or without modification, the following resolution of the Company:

SPECIAL RESOLUTION

"**THAT**, subject to and conditional upon (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) in issue and to be issued upon the Capital Reduction (as defined below) and the Sub-division (as defined below) becoming effective; (ii) the Directors signing the solvency statement in accordance with the requirements of the Companies Act (Revised) of the Cayman Islands; (iii) the registration by the Registrar of Companies in the Cayman Islands of a copy of the solvency statement and the minute of reduction in respect of the Capital Reduction; (iv) compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reduction and the Sub-division; and (v) the obtaining of all necessary approvals from any regulatory authority or otherwise which may be required in respect of the Capital Reduction and the Sub-division, with effect from the date on which the above conditions are fulfilled (the "**Effective Date**"):

(a) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of approximately HK$1.55 on each of the issued shares of the Company of par value of USD0.2 each (the "**Shares**") such that the par value of each issued Share will be reduced from USD0.2 to HK$0.01 (the "**Capital Reduction**");

(b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Shares of par value USD0.2 each be sub-divided (the "**Sub-division**") into 156 unissued new shares of par value HK$0.01 each (the "**New Shares**"), and such New Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;

(c) immediately following the Capital Reduction and the Sub-division, the authorised share capital of the Company be changed from USD160,000,000 divided into 800,000,000 Shares to HK$1,248,000,000 divided into 124,800,000,000 New Shares;

(d) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company (the "**Accumulated Losses**") as at the Effective Date and the balance of any such credit remaining after offsetting the Accumulated Losses (if any) be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner as permitted under the applicable laws and the memorandum and articles of association of the Company; and

(e) the directors of the Company be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and where appropriate, under the common seal of the Company) all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reduction and the Sub-division."

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

Hong Kong, 20 November 2026

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

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A member who is the holder of two or more Shares in the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company.

2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong (the "**Branch Share Registrar**"), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM (or any adjournment thereof).

4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. For the purpose of determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 7 December 2026 to Thursday, 10 December 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar not later than 4:30 p.m. on Friday, 4 December 2026.

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.