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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)

SUPPLEMENTAL ANNOUNCEMENT
PLEDGING OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Zhengwei Group Holdings Company Limited (the “**Company**”) pursuant to Rule 13.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcement of the Company dated 28 July 2023 (the “**Announcement**”) in relation to the pledge of 146,000,000 shares of nominal value of US\$0.01 each in the share capital of the Company (the “**Shares**”) by Shengyao Investment to Nanchang Tourism (the “**Pledged Shares**”).

Unless otherwise defined, the capitalized terms used herein shall have the same meaning as those defined in the Announcement.

In view of the recent downward trend of the trading price of the Shares which affects the value of the Pledged Shares, on 8 February 2024 (after trading hours), Jiangxi Zhengwei and Jiangxi Lewejia (each an indirect wholly-owned subsidiary of the Company) and Shengyao Investment (one of the controlling shareholders (as defined in the Listing Rules) of the Company and a company wholly-owned by Mr. Yang Shengyao (“**Mr. Yang**”), the chairman, an executive Director and one of the controlling shareholders (as defined in the Listing Rules) of the Company) entered into a supplemental agreement (the “**Supplemental Agreement**”) with Nanchang Tourism, an independent third party, for the purpose of supplementing the terms of the supply chain service agreement which had been entered into on 28 July 2023 by the above parties (the “**Supply Chain Service Agreement**”). Pursuant to the Supplemental Agreement, when the closing market price of the Pledged Shares on a trading day becomes lower than two times of the amount of consideration as stipulated in the Supply Chain Service Agreement (i.e. RMB60,000,000) (the “**Consideration**”), Jiangxi Zhengwei, Jiangxi Lewejia and Shengyao Investment shall provide additional security to Nanchang Tourism, ensuring the value of the assets being pledged is at least two times higher than the Consideration. Pursuant to the Supplemental Agreement, Shengyao Investment has also agreed to pledge 190,207,278 Shares, instead of 146,000,000 Shares as stipulated in the Supply Chain Service Agreement, held by Shengyao Investment in favour of Nanchang Tourism as security for the Financial Assistance provided by Nanchang Tourism to Jiangxi Zhengwei and Jiangxi Lewejia.

On 8 February 2024 (after trading hours), Prosperous Season Group Limited (“**Prosperous Season**”) (one of the controlling shareholders (as defined in the Listing Rules) of the Company and a company 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 established in the People’s Republic of China managed and controlled by Mr. Yang as the general partner) entered into a share charge agreement (the “**Share Charge Agreement**”) with Nanchang Tourism, pursuant to which Prosperous Season has agreed to pledge 93,080,255 Shares held by Prosperous Season as a further security for the Financial Assistance provided by Nanchang Tourism to Jiangxi Zhengwei and Jiangxi Lewejia.

As at the date of this announcement, (i) Shengyao Investment holds 190,207,478 Shares, representing approximately 23.78% of the issued share capital of the Company and the 190,207,478 pledged Shares under the Supplemental Agreement represent approximately 23.78% of the issued share capital of the Company; and (ii) Prosperous Season holds 93,080,255 Shares, representing approximately 11.64% of the issued share capital of the Company and the 93,080,255 pledged Shares under the Share Charge Agreement represent approximately 11.64% of the issued share capital of the Company.

The Shares pledged by Shengyao Investment and Prosperous Season are expected to be discharged and released upon repayment of the Financial Assistance in full.

The Company will continue to make disclosures in its subsequent interim and annual reports for so long as the above obligations relating to the controlling shareholders (as defined in the Listing Rules) of the Company, Shengyao Investment and Prosperous Season, continue to exist pursuant to the requirements of Rule 13.21 of the Listing Rules.

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

**For identification purpose only*

Hong Kong, 8 February 2024

As at the date of this announcement, the executive Directors are Mr. Yang Shengyao, Ms. Lin Qiuyun and Mr. Li Hui; and the independent non-executive Directors are Mr. Li Taihong, Mr. Lau Jing Yeung William and Mr. Lee Kwok Tung Louis.