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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)**

**LAPSE OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**



**Placing Agent**

References are made to the announcements of Zhengwei Group Holdings Company Limited (the “**Company**”) dated 27 September 2024, 30 September 2024 and 18 October 2024 (collectively, the “**Announcements**”) in relation to, amongst others, the placing under the General Mandate and the change of the Long Stop Date. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcements.

**LAPSE OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board announces that since the condition precedents of the Placing Agreement (as amended by the First Supplemental Agreement and the Second Supplemental Agreement) were not satisfied by 11 November 2024, the Placing Agreement has lapsed on 11 November 2024 and the Placing will not proceed. Pursuant to the Placing Agreement, all obligations of the Placing Agent and the Company shall cease and terminate and none of the parties shall have any claim against the other (save in respect of any antecedent breach of any obligation under the Placing Agreement).

The Board is of the view that the lapse of the Placing Agreement has no material adverse impact on the existing business operation and financial position of the Group.

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

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

Hong Kong, 11 November 2024

*As of the date of this announcement, the executive Directors are Mr. Yang Shengyao and Ms. Lin Qiuyun; and the independent non-executive Directors are Mr. Hu Ruiwo and Mr. Ye Sangzhi.*