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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)**

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
(2) CHANGE IN COMPOSITIONS OF THE BOARD COMMITTEES  
AND  
(3) NON-COMPLIANCE WITH LISTING RULES**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (“**Director(s)**”) of Zhengwei Group Holdings Company Limited (the “**Company**”) hereby announces that Mr. Lau Jing Yeung William (“**Mr. Lau**”) has tendered his resignation as an independent non-executive Director with effect from 10 October 2024 due to his other business engagements requiring more of time.

Mr. Lau has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) in relation to his resignation.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lau for his valuable contributions to the Company during his tenure of office.

## **CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

Immediately upon the resignation of Mr. Lau, the Board also announces that with effect from 10 October 2024, the composition of the audit committee of the Company (the “**Audit Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) has been changed as follows:

1. Mr. Lau has ceased to be the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee.
2. Mr. Yeung Shengyao has ceased to be a member of the Nomination Committee and a member of the Remuneration Committee.
3. Mr. Ye Sangzhi has been appointed as a member of the Nomination Committee and a member of the Remuneration Committee.

## **NON-COMPLIANCE WITH RULES 3.10 AND 3.21 OF THE RULES GOVERNING THE LISTING OF SECURITIES OF THE STOCK EXCHANGE (THE “LISTING RULES”)**

According to Rule 3.10(1) of the Listing Rules, the Company is required to have at least three independent non-executive directors. According to Rule 3.10(2) of the Listing Rules, at least one of the independent non-executive directors of the Company must have appropriate professional qualifications or accounting or related financial management expertise (the “**Qualification**”). According to Rule 3.21 of the Listing Rules, the Audit Committee must comprise a minimum of three members, and at least one of whom is an independent non-executive director who has the Qualification.

Following the resignation of Mr. Lau:

- (1) the Company only has two independent non-executive Directors, thus the number of independent non-executive Directors falls below the minimum number required under Rule 3.10(1) of the Listing Rules;
- (2) since Mr. Lau was the only independent non-executive Director who possesses the Qualification:
  - a. there is no independent non-executive Director who has the Qualification as required under Rule 3.10(2) of the Listing Rules; and
  - b. the Audit Committee comprises no independent non-executive Director with the Qualification as required under Rule 3.21 of the Listing Rules; and

- (3) the Audit Committee only has two members, thus the number of members falls below the minimum number required under Rule 3.21 of the Listing Rules.

In order to comply with the Listing Rules, the Company will use its best endeavours to identify suitable candidates to fill the vacancies on the Board, as soon as practicable and in accordance with Rule 3.10 and 3.21 of the Listing Rules, and in any event within three months from the effective date of resignation of Mr. Lau as required under Rule 3.11 and Rule 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 10 October 2024

*As at 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.*