

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE



Placing Agent

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board announced that on 18 November 2024 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company appointed the Placing Agent as its agent to procure not less than six Placées to subscribe up to 160,000,000 Placing Shares at a price of HK\$0.038 per Placing Share on a best effort basis on the terms and subject to the conditions of the Placing Agreement. The Placing Shares will be allotted and issued under the General Mandate.

The 160,000,000 Placing Shares represents (i) approximately 16.67% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 14.29% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

Assuming that all the Placing Shares are fully placed, the maximum gross proceeds from the Placing will be HK\$6.08 million. It is expected that the net proceeds from the Placing (after deducting the placing commission payable to the Placing Agent and other expenses incurred in the Placing) will amount to approximately HK\$5.76 million. The Company intends to apply the net proceeds from the Placing for general working capital of the Group.

The Placing is conditional upon (a) the passing by the Board of resolutions to approve the Placing Agreement and the transactions contemplated thereunder; and (b) the Listing Committee granting or agreeing to grant the approval for the listing of, and permission to deal in, the Placing Shares.

Completion of the Placing is subject to the satisfaction of the conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

Date: 18 November 2024 (after trading hours)

Parties: (i) Issuer: The Company
(ii) Placing Agent: CNI Securities Group Limited

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons.

Principal terms of the Placing Agreement

Placing Shares: The Company has agreed to appoint the Placing Agent as its agent to procure not less than six Placees (who and whose ultimate beneficial owners shall be independent of and not connected with the Company and its connected persons) to subscribe up to 160,000,000 Placing Shares at a price of HK\$0.038 per Placing Share on a best effort basis. It is expected that none of the Placees will become a substantial shareholder of the Company after Completion.

The 160,000,000 Placing Shares represents (i) approximately 16.67% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 14.29% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The maximum aggregate nominal value of the Placing Shares under the Placing will be USD1,600,000.

Placing Price:

The price of HK\$0.038 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the prevailing market price of the Shares and the liquidity of the Shares on the Stock Exchange. The Placing Price represents:

- (a) a discount of approximately 19.15% to the closing price of HK\$0.047 per Share as quoted on the Stock Exchange on 18 November 2024, being the Last Trading Day; and
- (b) a discount of approximately 11.21% to the average closing price of HK\$0.0428 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the Last Trading Day.

The Company will bear the costs and expenses of approximately HK\$0.32 million in connection with the Placing and the net proceeds from the Placing is estimated to be approximately HK\$5.76 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK\$0.036.

Placing Commission:

The Placing Agent will receive a placing commission in the fixed amount of HK\$200,000. The placing commission was determined after arm's length negotiations between the Company and the Placing Agent.

**Ranking of
the Placing Shares:**

The Placing Shares, when issued, will rank pari passu in all respects with other Shares in issue at the date of allotment and issue of the Placing Shares and the Placing Shares, when issued and allotted, will be free from all liens, charges, encumbrances and the third party rights of whatever nature and together with all rights attaching to them as at the date of their allotment.

**Conditions precedent to
Completion:**

The Placing is conditional upon the following:

- (a) the passing by the Board of resolutions to approve the Placing Agreement and the transactions contemplated thereunder; and
- (b) the Listing Committee granting or agreeing to grant the approval for the listing of, and permission to deal in, the Placing Shares.

Each of the Company and the Placing Agent shall use their respective best endeavours to procure the satisfaction of the conditions precedent by 9 December 2024 or such other date as all parties hereto may agree in writing (the “**Long Stop Date**”), but if the conditions precedent or any of them shall not be so satisfied by the Long Stop Date, all rights, obligations and liabilities of the Placing Agent and the Company shall cease and determine and none of the parties shall have any claim against the other in relation thereto (save in respect of any antecedent breach of any obligation under the Placing Agreement).

Completion:

Completion is expected to take place on the third business day after the date on which all the conditions precedent are satisfied or such other date as Company and the Placing Agent may agree in writing.

Termination:

The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the Completion Date if:

- (a) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (b) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (c) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

Upon termination of the Placing Agreement, all rights, obligations and liabilities of the Placing Agent and the Company shall cease and determine and none of the parties shall have any claim against the other in relation thereto (save in respect of any antecedent breach of any obligation under the Placing Agreement).

General Mandate

The 160,000,000 Placing Shares will be allotted and issued under the General Mandate and therefore no Shareholders' approval is required. Pursuant to the General Mandate, the total number of new Shares that the Directors are authorised to allot and issue is 160,000,000 new Shares (up to 20% of the issued share capital of the Company as at the date of the annual general meeting of the Company held on 31 May 2024). The total number of new Shares that can be allotted and issued under the General Mandate as at the date of this announcement is 160,000,000 new Shares. Upon Completion, 100% of the Shares of the General Mandate will be utilised by the Company.

Application for listing

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

REASONS FOR THE PLACING AND THE USE OF PROCEEDS

The Group is engaged in manufacturing and trading of dried food products and snacks in Jiangxi Province, Sichuan Province and Hubei Province of the PRC. The principal activity of the Company is investment holding.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide additional working capital to the Group to meet any future development and obligations. The Placing also represents good opportunities to broaden the shareholders' base and the capital base of the Company. The Directors consider that the terms of Placing Agreement are fair and reasonable, and the Placing is in the interests of the Company and its Shareholders as a whole.

Assuming that all the Placing Shares are fully placed, the maximum gross proceeds from the Placing will be approximately HK\$6.08 million. It is expected that the net proceeds from the Placing (after deducting the placing commission payable to the Placing Agent and other expenses incurred in the Placing) will amount to approximately HK\$5.76 million. The Company intends to apply the net proceeds from the Placing for general working capital of the Group.

FUND RAISING ACTIVITIES DURING THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising activities in the past 12 months immediately prior to the date of this announcement:

Date of announcement	Event	Net proceeds raised	Intended use of proceeds	Actual use of proceeds as at the date of this announcement
14 May 2024, 23 May 2024	The placing of 160,000,000 Shares at the price of HK\$0.138 per placing share under the general mandate	Approximately HK\$20.8 million	General working capital of the Group	Fully utilised as general working capital of the Group

Save as the abovementioned, the Company had not conducted any other fundraising activities in the past 12 months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming no other issue of new Shares and no repurchase of existing Shares before Completion, and the Placing Agent has placed a total of 160,000,000 Shares to the Placee(s), the shareholding structure of the Company before and after Completion are as follows:

	As at the date of this announcement		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approximate % of number of Shares in issue</i>	<i>Number of Shares</i>	<i>Approximate % of number of Shares in issue</i>
Directors				
Mr. Yang Shengyao (楊聲耀) (“Mr. Yang”) and Ms. Lin Qiuyun (林秋雲) (“Ms. Lin”) (Note 1)	283,288,907	29.51%	283,288,907	25.29%
Shareholder				
Mr. Li Hui (李輝) (“Mr. Li”) (Note 2)	54,320,565	5.66%	54,320,565	4.85%
Public				
The Placee(s)	–	–	160,000,000	14.29%
Other public Shareholders	<u>622,390,528</u>	<u>64.83%</u>	<u>622,390,528</u>	<u>55.57%</u>
Total	<u><u>960,000,000</u></u>	<u><u>100%</u></u>	<u><u>1,120,000,000</u></u>	<u><u>100%</u></u>

Note:

1. As at the date of this announcement, (i) Shengyao Investment Group Limited (“**Shengyao Investment**”), a corporation owned as to 100% by Mr. Yang, held 190,207,478 Shares, (ii) Prosperous Season Group Limited (“**Prosperous Season**”), a corporation 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 managed and controlled by Mr. Yang as the general partner, held 93,080,255 Shares and (iii) Trendy Peak International Limited (“**Trendy Peak**”), a corporation owned as to 100% by Ms. Lin, held 1,174 Shares, and Mr. Yang and Ms. Lin are spouses of each other. Hence, Mr. Yang is deemed to be interested in all the Shares held by Shengyao Investment and Prosperous Season, and Ms. Lin is deemed to be interested in all the Shares held by Trendy Peak, and Mr. Yang and Ms. Lin are deemed to be interested in all the Shares held by each other by virtue of Part XV of the SFO.
2. As at the date of this announcement, Best Talent Venture Holdings Limited (“**Best Talent**”), a corporation owned as to 57.14% by Mr. Li, held 54,320,565 Shares. Hence, Mr. Li is deemed to be interested in all the Shares held by Best Talent by virtue of Part XV of the SFO.

GENERAL

Completion of the Placing is subject to the satisfaction of the conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturdays, Sundays or public holidays) on which licensed banks in Hong Kong are generally open for business in Hong Kong
“Company”	Zhengwei Group Holdings Company Limited 正味集团控股有限公司, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Placing

“Completion Date”	the third business day after the date on which all the conditions precedent under the Placing Agreement are satisfied or such other date as the Company and the Placing Agent may agree in writing
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors pursuant to a resolution passed by the Shareholders at the annual general meeting of the Company convened and held on 31 May 2024 to allot and issue up to 160,000,000 new Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Last Trading Day”	18 November 2024, being the last day on which the Shares were traded on the Stock Exchange prior to the issue of this announcement
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any individuals, corporate, institutional investors or other investors procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing, on a best effort basis, of up to 160,000,000 Placing Shares by the Placing Agent pursuant to the terms and conditions set out in the Placing Agreement

“Placing Agent”	CNI Securities Group Limited, a licensed corporation for carrying on Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 4 (advising on securities) regulated activities under the SFO
“Placing Agreement”	the conditional placing agreement dated 18 November 2024 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	the placing price of HK\$0.038 per Placing Share
“Placing Share(s)”	up to 160,000,000 new Shares, to be allotted and issued pursuant to the terms and condition of the Placing Agreement
“Shares”	ordinary share(s) of nominal value of USD0.01 each in the capital of the Company
“Shareholder(s)”	holders of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“substantial shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“USD”	United States dollars, the lawful currency of the United States
“%”	per cent

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

Hong Kong, 18 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.