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NOBLE ENGINEERING GROUP HOLDINGS LIMITED

怡康泰工程集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8445)

RESIGNATION OF AUDITOR AND PROPOSED APPOINTMENT OF NEW AUDITOR

The announcement is made by the board (the “**Board**”) of directors (the “**Director(s)**”) of Noble Engineering Group Holdings Limited (the “**Company**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

RESIGNATION OF AUDITOR

The Board announces that the Board and the audit committee of the Company (the “**Audit Committee**”) have received a letter dated 13 September 2024 (the “**Letter**”) from ZHONGHUI ANDA CPA Limited (“**ZHONGHUI ANDA**”) indicating that they will resign as the auditor of the Company with immediate effect as the Company and ZHONGHUI ANDA could not reach a consensus on the proposed audit fee for the year ending 31 March 2025.

The Audit Committee has received the audit proposals provided by ZHONGHUI ANDA on 21 August 2024. The Audit Committee considered cost containment initiatives as well as the business operation and scale of the Group and was therefore seeking the audit proposal from the other professional accounting firms. After considering a number of factors, including but not limited to, the current operation scale of the Group, the necessary capabilities and resources (including technical competence, industry knowledge and track record, manpower and other resources) of the professional accounting firm to perform its duties as an independent auditor and the level of fee proposed, the Audit Committee recommended to the Board for a change of auditor of the Company. The Board is satisfied that the ensuing resignation of ZHONGHUI ANDA is in the interest of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole.

ZHONGHUI ANDA confirmed in the Letter that, save for the audit fee as aforementioned, there are no matters or circumstances connected with their resignation which they consider should be brought to the attention of the Shareholders or creditors of the Company. The Board and the Audit Committee also confirmed that there are no disagreement between the Company and ZHONGHUI ANDA and there are no other matters or circumstances in relation to the resignation of ZHONGHUI ANDA that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to ZHONGHUI ANDA for its professional services rendered to the Group during the past years.

PROPOSED APPOINTMENT OF NEW AUDITOR

The Board has resolved, with the recommendation of the Audit Committee, to appoint Beijing Xinghua Caplegend CPA Limited (“**Beijing Xinghua**”) as the new auditor of the Company following the resignation of ZHONGHUI ANDA with effect from the conclusion of the annual general meeting of the Company to be held on Monday, 30 September 2024 at 10:00 a.m. (the “**Rescheduled AGM**”) and until the conclusion of the next annual general meeting of the Company. Pursuant to the articles of association of the Company, the proposed appointment of Beijing Xinghua is subject to the approval by the Shareholders at the forthcoming Rescheduled AGM.

The Audit Committee has considered a number of factors in assessing the appointment of Beijing Xinghua as the auditors, including but not limited to (i) the audit proposal of Beijing Xinghua; (ii) its experience and technical competence in handling audit works for companies listed on The Stock Exchange of Hong Kong Limited; (iii) its independence and objectivity; (iv) its resources and capabilities; and (v) the relevant guidelines issued by the Accounting and Financial Reporting Council.

The Audit Committee has concluded that (i) Beijing Xinghua is eligible and suitable to act as the auditor of the Company for the annual audit of the Group for the year ending 31 March 2025; and (ii) the appointment of Beijing Xinghua is in the interest of the Company and the Shareholders as a whole.

Supplemental notice and revised proxy form containing, among other things, details of the proposed change of auditor together with the notice convening the Rescheduled AGM will be despatched to the Shareholders in due course.

By order of the Board
Noble Engineering Group Holdings Limited
Tse Chun Yuen
Chairman and executive Director

Hong Kong, 13 September 2024

As at the date of this announcement, the executive Directors are Mr. Tse Chun Yuen and Mr. Tse Chun Kuen, the non-executive Director is Ms. Dang Hongying, and the independent non-executive Directors are Mr. Wong Yiu Kwong Kenji, Ms. Chung Lai Ling and Mr. Tang Chi Wai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the “Latest Company Announcements” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.nobleengineering.com.hk.