

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.



Takbo Group Holdings Limited

德寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8436)

CHANGE OF AUDITOR

This announcement is made by the board (“**Board**”) of directors (“**Directors**”) of Takbo Group Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities (“**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

RESIGNATION OF AUDITOR

The Board hereby announces that RSM Hong Kong (“**RSM**”) resigned as the auditor of the Company with effect from 9 December 2024, as the Company and RSM could not reach a consensus in respect of the audit fee for the year ending 31 December 2024 (“**FY2024**”). The Board hereby announces that, the audit committee of the Board (“**Audit Committee**”) has obtained and reviewed audit proposals provided by RSM as well as other professional accounting firms, and considered their respective industry experience, resource allocation and proposed fees for FY2024. In view of the more competitive proposal provided by other professional accounting firms which possessing the same necessary capabilities and competence (including technical know-how, industry knowledge and track record, manpower, fee and other resources) to perform its duties as an independent auditor as RSM, the Board, with the recommendation of the Audit Committee, is satisfied that a change in auditor would achieve the cost-effectiveness of the Company’s annual audit. The Board is of the view that such change of auditor is in the interest of the Company and the shareholders of the Company (“**Shareholders**”) as a whole.

Accordingly, the Board had informed RSM of the proposed change of auditor and RSM agreed to resign as auditor of the Company. The Board has received a letter dated 9 December 2024 from RSM giving notice for its resignation with effect from 9 December 2024 (“**Resignation Letter**”). In the Resignation Letter, RSM confirmed that the Company was unable to reach a consensus with RSM on the auditor’s remuneration for FY2024. The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board there

is no requirement under the laws of the Cayman Islands for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the Company's shareholders and creditors. RSM has therefore not issued such confirmation. The Board believes that the change of auditor will not have any impact on the annual audit of the Group for FY2024.

Given the above, the Board and the Audit Committee are of the view that, except for the lack of agreement as to the auditor's remuneration for FY2024 as aforesaid, there is no disagreement between the Company and RSM and that there are no other matters or circumstances in connection with the resignation of RSM that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to take this opportunity to express its gratitude and appreciation to RSM for its professional and quality services rendered to the Company during the past years.

APPOINTMENT OF AUDITOR

The Board, with the recommendation from the Audit Committee, has resolved to appoint BDO Limited ("**BDO**") as the new auditor of the Company to fill the casual vacancy following the resignation of RSM with effect from 9 December 2024. BDO shall hold office until the conclusion of the next annual general meeting of the Company.

The Audit Committee has considered a number of factors in assessing the appointment of BDO as the new auditor of the Group, including but not limited to (i) the audit proposal of BDO; (ii) BDO's experience, industry knowledge and technical competence in providing audit work for companies listed on the Stock Exchange; (iii) its independence from the Group and objectivity; (iv) its resources and capabilities including manpower and time; and (v) the Guidance Notes on Change of Auditors issued by the Accounting and Financial Reporting Council. Based on the above, the Audit Committee has assessed and considered BDO is fit and suitable to act as the auditor of the Company and recommended the Board for appointing BDO as the auditor of the Company. The Board and the Audit Committee are of the view that the change of auditor would not cause any material impact on the Group and would achieve the cost effectiveness of the Company's annual audit. The Board is further of the view that the appointment of BDO as the auditor of the Company is in the interests of the Company and the Shareholders as a whole. The Board would like to take this opportunity to express its warm welcome to BDO on its appointment as the new auditor of the Company.

By Order of the Board
Takbo Group Holdings Limited
Or Naam

Executive Director and Chief Executive Officer

Hong Kong, 9 December 2024

As at the date of this announcement, the executive Directors are Mr. Or Naam, Ms. Chan Hoi Yan Polly and Mr. Or Huen; and the independent non-executive Directors are Mr. Tan Chong Huat, Mr. Sung Chi Keung and Mr. Hui Ha Lam.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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 “Latest Company Announcements” page on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company’s website at www.takbogroup.com.