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*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8331)**

## **CHANGE OF AUDITOR**

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

### **RESIGNATION OF AUDITOR**

The Board announces that CWK CPA Limited (“**CWK**”) resigned as the auditor of the Company with effect from 30 December 2024, due to its insufficient resources of appropriate expertise in handling the audit of the Company’s consolidated financial statements for the financial year ending 31 March 2025.

CWK has confirmed in writing that, save as disclosed above, there are no other matters in relation to its resignation as the auditor of the Company which need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

Save for the reason as disclosed above, the Board and the audit committee of the Company (the “**Audit Committee**”) have confirmed that there is no disagreement between CWK and the Company and there are no other matters in respect of the resignation of CWK that needs to be brought to the attention of the Shareholders.

The Board confirms that CWK has not yet commenced any review or audit work on the accounts of the Group for the financial year ending 31 March 2025. The Board therefore believes that the change of auditor will not have any significant impact on the annual audit of the Group for the financial year ending 31 March 2025.

## APPOINTMENT OF AUDITOR

The Board further announces that it has resolved, with the recommendation from the Audit Committee, to appoint WM CPA Limited (“**WM**”), as the new auditor to fill the casual vacancy immediately following the resignation of CWK with effect from 30 December 2024 and to hold office until the conclusion of the next annual general meeting of the Company.

In recommending WM as the auditor of the Company for the year ending 31 March 2025, the Audit Committee has considered a number of factors in assessing the proposed appointment of WM as the new auditor of the Company, including but not limited to (i) the service proposal of WM; (ii) its experience, knowledge and technical competence in handling audit work for companies listed on the Stock Exchange; (iii) its independence from the Group and objectivity; (iv) its resources and capability including but not limited to manpower and time; (v) its audit fee; and (vi) the requirements under, inter alia, the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors (the “**Guide**”), including but not limited to section 2 of the Guide for evaluating audit quality, issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has assessed and considered WM is eligible and suitable to act as the auditor for the annual audit of the Group for the financial year ending 31 March 2025. The Board and the Audit Committee are of the view that the change of auditor would maintain audit quality, and thus it is in the interest of the Company and Shareholders as a whole.

The Board would like to express its appreciation to CWK for their services rendered to the Company in the past year. The Board would also wish to welcome WM on its appointment as the auditor of the Company.

By order of the Board  
**P.B. Group Limited**  
**CHIK Wai Chun**  
*Company Secretary*

Hong Kong, 30 December 2024

*As at the date of this announcement, the Board comprises (i) three executive Directors, namely Dr. CHAN Man Fung (Co-chairman), Mr. PUI Wai Lun (Co-chairman and Chief Executive Officer) and Ms. ZONG Yan; and (ii) three independent non-executive Directors, namely Mr. CHAN Ka Wai, Mr. CHOW Chi Hang Tony and Dr. KWOK Hiu Fung.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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 Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its publication. This announcement will also be published on the Company’s website at [www.thepbg.com](http://www.thepbg.com).*