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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 WM CPA Limited (“**WM**”) resigned as the auditor of the Company with effect from 24 April 2025. In its resignation letter, WM stated that the decision was made following careful consideration of the availability of resources required to continue providing audit services to the Group. Due to recent changes in key personnel within its engagement team, WM is unable to ensure the necessary resources are in place to effectively conduct the audit for the financial year ended 31 March 2025.

WM 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 WM and the Company and there are no other matters in respect of the resignation of WM that needs to be brought to the attention of the Shareholders.

The Board confirms that WM has not yet commenced any review or audit work on the accounts of the Group for the financial year ended 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 ended 31 March 2025.

APPOINTMENT OF AUDITOR

The Board further announces that it has resolved, with the recommendation from the Audit Committee, to appoint Prism Hong Kong Limited (“**Prism**”), as the new auditor to fill the casual vacancy immediately following the resignation of WM with effect from 24 April 2025 and to hold office until the conclusion of the next annual general meeting of the Company.

In recommending Prism as the auditor of the Company for the year ended 31 March 2025, the Audit Committee has considered a number of factors in assessing the proposed appointment of Prism as the new auditor of the Company, including but not limited to (i) the service proposal of Prism ; (ii) its rich 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 size and structure of proposed audit team; (v) its market reputation; 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 Prism is eligible and suitable to act as the auditor for the annual audit of the Group for the financial year ended 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 welcome to the appointment of Prism as the new auditor of the Company.

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

Hong Kong, 24 April 2025

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. LAW Ping Keung, 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 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.