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## **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)**

## **CHANGE OF AUDITOR**

This announcement is made by the board of directors (the “**Board**”) of Zhengwei Group Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### **RESIGNATION OF AUDITOR**

The Board announces that BDO Limited (“**BDO**”) has resigned as the auditor of the Company with effect from 17 January 2024. The audit fee for the financial year ended 31 December 2023 was previously agreed by the Company on 18 July 2023. At the request of the Company, the audit fee was re-negotiated in early January 2024, after the Board had taken into account its cost control measures and fee quotes obtained from other auditors. The Company and BDO were unable to reach a consensus on the revised audit fee for the financial year ended 31 December 2023.

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

BDO has confirmed in its letter of resignation dated 17 January 2024 that, except for the above, there are no other matters in connection with its resignation that need to be brought to the attention of Shareholders. The Board and the Audit Committee have also confirmed that there are no other disagreements or unresolved matters between the Company and BDO or other circumstances in respect of the above resignation that need to be brought to the attention of the Shareholders.

As at the date of this announcement, the Board confirms that BDO has not yet commenced any review or audit work on the accounts of the Group for the financial year ended 31 December 2023. The Board therefore believes that the change of auditor will not have any significant impact on the annual audit and the release of annual results of the Group for the financial year ended 31 December 2023.

The Board would also like to take this opportunity to express its sincere gratitude to BDO for the professional and quality services rendered to the Company over the past years.

## **APPOINTMENT OF AUDITOR**

The Board resolved, with the recommendation from the Audit Committee, to appoint CCTH CPA Limited (“**CCTH**”), as the new auditor to fill the casual vacancy immediately following the resignation of BDO and to hold office until the conclusion of the next annual general meeting of the Company. The Audit Committee has considered a number of factors including but not limited to (i) the competence and caliber of CCTH including its audit experience; (ii) the audit proposal of CCTH; (iii) its independence from the Group and objectivity; (iv) its market reputation; (v) its resources and capability including but not limited to manpower and time; and (vi) 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 CCTH is eligible and suitable to act as the auditor for the annual audit of the Company for the year ended 31 December 2023. The Board and the Audit Committee are of the view that the change of auditor would enhance the cost-effectiveness of the Company’s annual audit and is in the interest of the Company and the Shareholders as a whole.

The Board would also wish to welcome CCTH on its appointment as the auditor of the Company.

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

Hong Kong, 17 January 2024

*As at the date of this announcement, the executive Directors are Mr. Yang Shengyao, Ms. Lin Qiuyun and Mr. Li Hui; and the independent non-executive Directors are Mr. Li Taihong, Mr. Lau Jing Yeung William and Mr. Lee Kwok Tung Louis.*