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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 CCTH CPA Limited (“**CCTH**”) has resigned as the auditor of the Company with effect from 24 February 2025 as the Board could not reach a consensus with CCTH on the audit fee for carrying out the audit for the financial period ending 30 June 2025.

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

CCTH has confirmed in its letter of resignation dated 24 February 2025 that, except for the above, there are no other matters in connection with its resignation that need to be brought to the attention of the Shareholders.

As at the date of this announcement, the Board confirms that CCTH has not yet commenced any review or audit work on the accounts of the Group for the financial period ending 30 June 2025. The Board therefore believes that the change of auditor will not have any significant impact on the audit and the release of results of the Group for the financial period ending 30 June 2025.

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

APPOINTMENT OF AUDITOR

The Board, with the recommendation from the Audit Committee, has resolved to appoint SFAI (HK) CPA Limited (“**SFAI**”), as the new auditor of the Company to fill the casual vacancy following the resignation of CCTH with effect from 24 February 2025 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 experience, technical competence and caliber of SFAI including its audit experience; (ii) the audit proposal of SFAI; (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 that (i) SFAI is independent, qualified and suitable to act as the auditor of the Company; (ii) by reference to the scale of the Group’s business operations and assets, the audit fee agreed with SFAI is commensurate with the scope of audit work required by the Group; and (iii) the appointment of SFAI will maintain the quality of the Group’s audit. The Board and the Audit Committee are of the view that the change of auditor would enhance the cost-effectiveness of the Company’s audit and is in the interest of the Company and the Shareholders as a whole.

The Board would also wish to welcome SFAI 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, 24 February 2025

As at the date of this announcement, the executive Directors are Mr. Yang Shengyao and Ms. Lin Qiuyun; and the independent non-executive Directors are Mr. Hu Ruiwo, Mr. Ye Sangzhi and Mr. Yu Chi Kit.