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Zhixin Group Holding Limited

智欣集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2187)

CHANGE OF AUDITOR

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

RESIGNATION OF AUDITOR

At the annual general meeting of the Company held on 19 June 2025, PricewaterhouseCoopers (“**PwC**”) was re-appointed as the auditor of the Company (“**Auditor**”) to hold office until the conclusion of the next annual general meeting of the Company and the board of directors (the “**Board**”) of the Company was authorised to fix its remuneration.

The Board hereby announces that PwC has resigned as the Auditor with effect from 17 December 2025. In the resignation letter of PwC dated 17 December 2025, PwC resigned as the Auditor since PwC was informed that the Board has resolved to recommend PwC to resign as the Auditor because the Company and PwC could not reach a consensus on the proposed auditor’s remuneration for the financial year ending 31 December 2025. PwC proposed an increase in audit fee to reflect the increased audit effort in consideration of the impact of the Group’s business expansion in 2025 and the sustained operating losses. However, the Company, having considered its cost control measures, was unable to agree to the proposed fee increase.

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 outgoing auditor to confirm whether or not there is any circumstance in connection with its resignation which need to be brought to the attention of the shareholders (“**Shareholders**”) and creditors (“**Creditors**”) of the Company. Therefore, PwC has not issued such confirmation.

The Board and the audit committee of the Company (“**Audit Committee**”) confirm that, save as the proposed auditor’s remuneration as disclosed above, there is no other disagreement or dispute between the Company and PwC and there are no matters or circumstances in respect of the resignation of PwC that need to be brought to the attention of the Shareholders, the Creditors and the Stock Exchange.

As at the date of this announcement, PwC has initiated certain audit planning procedures but has not commenced any substantive audit work on the consolidated financial statements of the Group for the year ending 31 December 2025. The Board therefore believes that the change of Auditor will not have any material impact on the annual audit of the Group for the year ending 31 December 2025.

The Board would like to take this opportunity to express its sincere gratitude to PwC for its professional services rendered to the Company during its tenure as the Auditor.

APPOINTMENT OF AUDITOR

The Board further announces that, with the recommendation of the Audit Committee, Crowe (HK) CPA Limited (“**Crowe**”) has been appointed as the new Auditor with effect from 17 December 2025 to fill the casual vacancy arising from the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company.

After taking into account a number of factors, including but not limited to (i) the competence and calibre of Crowe including its experience in handling audit work for companies listed on the Stock Exchange, its familiarity with the requirements under the Listing Rules and the Hong Kong Financial Reporting Standards; (ii) the audit proposal from Crowe, including the proposed auditor’s remuneration; (iii) its independence from the Group and objectivity; (iv) its market reputation and track record; (v) its resources and capabilities, including but not limited to manpower and time; and (vi) the guidelines issued by the Accounting and Financial Reporting Council, the Audit Committee considered Crowe to be eligible and suitable to act as the Auditor. The Board, with the recommendation of the Audit Committee, has resolved to appoint Crowe as the new Auditor.

The Board would like to take this opportunity to express its warm welcome to Crowe on its appointment as the Auditor.

By Order of the Board
Zhixin Group Holding Limited
Ye Zhijie
Chairman and Executive Director

Hong Kong, 17 December 2025

As at the date of this announcement, the Board comprises Mr. Ye Zhijie, Mr. Huang Wengui, Mr. Lai Quanshui, Mr. Qiu Limiao, Mr. Ye Dan and Mr. Huang Kaining as executive Directors; and Ms. Wong Tuen Sau, Mr. Cai Huinong and Mr. Jiang Qinjian as independent non-executive Directors.