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Skymission Group Holdings Limited

天任集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1429)

PROPOSED CHANGE OF AUDITOR

This announcement is made by Skymission Group Holdings 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 Rule**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

PROPOSED CHANGE OF AUDITOR

The Board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to put forward the resolution of the proposed appointment of TARGET CPA Limited (“**TARGET CPA**”) as the new auditor of the Company following the resignation of Asian Alliance (HK) CPA Limited (“**Asian Alliance**”) as the auditor of the Company on 24 April 2026 (collectively, the “**Proposed Change of Auditor**”), at an extraordinary general meeting to be convened by the Company (the “**EGM**”).

BACKGROUND FOR THE PROPOSED CHANGE OF AUDITOR

At the last annual general meeting of the Company held on 28 August 2025, Asian Alliance was reappointed as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

On 13 March 2026, the Company commenced discussions with Asian Alliance regarding the audit of the Group, including the proposed audit fee for the financial year ended 31 March 2026. The audit committee of the Company (the “**Audit Committee**”) has reviewed the audit fee proposal submitted by Asian Alliance and, after due consideration, is of the view that the proposed fee level may not be commensurate with the current financial capacity of the Group.

In the course of the Audit Committee’s review of the Group’s audit arrangements for the financial year ended 31 March 2026, the Company has sought indicative fee proposal from TARGET CPA LIMITED (“**TARGET CPA**”). Following receipt of the indicative quotation, TARGET CPA was invited to attend a meeting with the Audit Committee on 17 April 2026 at which TARGET CPA presented and discussed its proposed audit plan and fee structure. TARGET CPA offered lower audit fee relative to Asian Alliance and TARGET CPA offered a more comprehensive financial reporting scope of work, enabling it to perform the requisite audit procedures for a defined scope more cost efficiently.

In light of the persistently challenging business environment and the Group’s financial performance, the Group has been implementing stringent cost control measures and actively reducing overall operating expenses. Taking into account the audit fee proposal provided by Asian Alliance and the Group’s need to maintain appropriate financial discipline and after considering factors including independence, competence, available resources, audit approach, proposed timetable and fee structure of TARGET CPA, the Audit Committee, on 17 April 2026, has resolved and recommended the Board for the Proposed Change of Auditor. The Board, has on the same day, given its preliminary approval for the Proposed Change of Auditor.

On 20 April 2026, the Company informed TARGET CPA that it had been selected as the proposed incoming auditor, subject to completion of TARGET CPA’s internal acceptance procedures. TARGET CPA then carried out its internal acceptance process, which included independence and conflict checks and professional clearance procedures with Asian Alliance.

On 22 April 2026, the Company conveyed to Asian Alliance the decisions of the Board and the Audit Committee, and requested Asian Alliance to resign as the Company’s auditor and to provide the indicative timeline for professional clearance and handover. The Company did not receive any responses from Asian Alliance until 24 April 2026. On 24 April 2026, the Company received the resignation letter from Asian Alliance, in which it stated that it had decided to tender the resignation as auditors of the Company following the Company’s formal request, along with other factors such as professional risk associated with the audit, the level of audit fees and the available internal resources in light of the current workflow of Asian Alliance.

Asian Alliance has confirmed in its resignation letter that except for the matter described in the “Material Uncertainty related to Going Concern” (“**Going Concern Issue**”) paragraph included in its independent auditor’s report on the consolidated financial statements of the Group for the year ended 31 March 2025, there are no circumstances connected with its resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board and the Audit Committee are not aware of any disagreements or unresolved audit issues, except for the Going Concern Issue and the proposed audit fee for the financial year ended 31 March 2026 as aforesaid, between the Company and Asian Alliance or other matters in relation to the Proposed Change of Auditor that need to be brought to the attention of the Shareholders. The Board further confirmed that, as at the date of this announcement, Asian Alliance has not commenced the audit work in relation to the consolidated financial statements of the Group for the financial year ended 31 March 2026. It is expected that the Proposed Change of Auditor will not have any significant impacts on the annual audit and the release of annual results of the Group for the financial year ended 31 March 2026.

Despite Asian Alliance having tendered its resignation on 24 April 2026, as such resignation was made at the request of the Company, the Board, at its meeting held on the same date, resolved to propose a resolution for the Proposed Change of Auditor to be put forward for consideration of the Shareholders at the EGM, adopting the spirit of Rule 13.88 of the Listing Rules.

Rule 13.88 of the Listing Rules states that “The issuer must at each annual general meeting appoint an auditor to hold office from the conclusion of that meeting until the next annual general meeting. The issuer must not remove its auditor before the end of the auditor’s term of office without first obtaining shareholders’ approval at a general meeting. An issuer must send a circular proposing the removal of the auditor to shareholders with any written representations from the auditor, not less than 10 business days before the general meeting. An issuer must allow the auditor to attend the general meeting and make written and/or verbal representations to shareholders at the general meeting.”

AUDIT FEE AND BASIS OF THE FEE QUOTED BY TARGET CPA

The audit fee under discussion with Asian Alliance for the audit of the financial year ended 31 March 2026 was HK\$1.1 million, whereas the audit fee agreed with TARGET CPA is HK\$0.9 million. The proposed fee level of Asian Alliance represented an increase of approximately 10% over the audit fee for the year ended 31 March 2025.

The Audit Committee has reviewed and evaluated the proposed audit fee of TARGET CPA with reference to the size and structure of the Group, the nature and complexity of its business operations, the proposed audit methodology, the estimated time commitment of the engagement team, the seniority and number of staff to be deployed, and the expected timetable for completion of the audit for the financial year ended 31 March 2026.

Having taken the above factors into account, the Audit Committee considered the agreed audit fee with TARGET CPA to be appropriate and commensurate with the level of professional resources required for the audit engagement.

ASSESSMENT OF THE APPOINTMENT OF TARGET CPA AS THE INCOMING AUDITOR

The Audit Committee, in reaching its recommendation to the Board, the Audit Committee has considered a number of factors including but not limited to (i) the audit proposal of TARGET CPA covering its audit plan and timetable and the size and seniority of the audit team serving the Company; (ii) its experience, knowledge and technical competence in handling audit work for companies listed on the Stock Exchange, in particular, the qualifications and experience of the proposed engagement partner and key team members; (iii) its independence from the Group and objectivity; (iv) its resources and capabilities and the appropriateness of the audit fees proposed by TARGET CPA having regard to TARGET CPA’s staffing structure, manpower commitment, proposed audit timetable and availability of resources; and (v) the guidelines issued by the Accounting and Financial Reporting Council.

Having considered the above factors, both the Board and the Audit Committee assessed and considered that TARGET CPA would be independent, competent and capable and suitable to act as the auditor of the Company.

THE EGM

The Board and the Audit Committee are of the view that the Proposed Change of Auditor would maintain audit quality and enable the Company to carry out more effective cost control to better support its future business development, and is in the best interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of the ordinary resolution regarding the Proposed Change of Auditor at the EGM.

The EGM will be convened at which the resolution of the Proposed Change of Auditor will be put forward for the Shareholders to consider. To the best of the Directors' information, belief and knowledge, no Shareholders have material interest in relation to such resolutions and therefore no Shareholder is required to abstain from voting at the EGM.

A circular and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Skymission Group Holdings Limited
Zou Feng
Chairman and Chief Executive Officer

Hong Kong, 24 April 2026

As at the date of this announcement, the Board comprises Mr. Zou Feng (Chairman and Chief Executive Officer), Mr. Guo Jiequn and Mr. Leung Wing Chun as executive Directors; Mr. Yuan Bingbo as non-executive Director; and Mr. Chan Ngai Fan, Mr. Dai Chenglong and Ms. Wu Kin Yi as independent non-executive Directors.