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# E&P Global Holdings Limited 能源及能量環球控股有限公司

(incorporated in the Cayman Islands with limited liability) (Stock code: 1142)

# SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO EXTRAORDINARY GENERAL MEETING, POSTPONEMENT OF EXTRAORDINARY GENERAL MEETING AND CHANGE IN PERIOD OF CLOSURE OF REGISTER OF MEMBERS

References are made to the circular (the "**Circular**") of E&P Global Holdings Limited (the "**Company**"), the notice of extraordinary general meeting of the Company (the "**Notice of EGM**") both dated 24 April 2023 and the proxy form (the "**Proxy Form**") for the extraordinary general meeting (the "**EGM**") to be held on 9 May 2023 in relation to, among other things, the proposed appointment of Prism Hong Kong and Shanghai Limited ("**Prism**") as the new auditor of the Company to fill the casual vacancy following the resignation of CCTH CPA Limited ("**CCTH**") and to hold office until the conclusion of the next annual general meeting of the Company. Capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice of EGM unless the context otherwise requires.

This announcement is made by the Company pursuant to Rule 13.73 of the Listing Rules.

The Company would like to supplement as follows:

# **Reasons for the Resignation of CCTH**

The Company had originally agreed to the audit fee of CCTH for the year ended 31 March 2023 ("**CCTH's Audit Fee**") at the time CCTH was appointed on 14 November 2022. Subsequently, the Company re-evaluated CCTH's Audit Fee against the Company's recent financial resources. The Company considered that it should aim to cut costs in general to the extent possible, without compromising necessary standards and quality, to help preserve its financial resources. As CCTH's

Audit Fee was relatively higher compared to the average audit fees in previous years, the Company sought a 20% discount on CCTH's Audit Fee from CCTH in around mid-March 2023, but was unsuccessful. Shortly thereafter, CCTH issued their resignation letter on 17 March 2023.

In respect of the resignation of CCTH as auditor of the Company, the audit committee of the Company (the "Audit Committee") held an open and frank private meeting with CCTH on 22 March 2023 to understand any underlying matters of disagreement or unresolved issues between the Company and CCTH. It was found that the only point of disagreement concerned CCTH's Audit Fee, and that there are no other circumstances which either CCTH or the Company considered should be brought to the attention of the Shareholders. The aforementioned is consistent with CCTH's resignation letter dated 17 March 2023.

#### The Re-appointment of Prism

The re-appointment of Prism as auditor of the Company (the "**Re-Appointment**") was not passed at the Company's annual general meeting held on 28 September 2022. In around mid-October 2022, the Company made enquiries by way of separate e-mails to Space Hong Kong Enterprise Limited and Onface Co., Limited respectively, being collectively the largest single Shareholders, to find out their reason(s) for voting against the Re-Appointment, but received no response.

In view of the short notice of CCTH's resignation and the impending deadline for the Company to publish its annual results for the year ended 31 March 2023, the Company has not considered the appointment of other auditors aside from Prism. In view of the fact that Prism had previously been engaged by the Company for its annual audits for the years ended 31 March 2021 and 2022, the Board and Audit Committee consider that Prism is familiar with the Company's background and has previous practical experience in completing annual audits of the Company in a timely manner. In addition, the Audit Committee considers that Prism had performed high-quality audits for the years ended 31 March 2021 and 2022, and the Audit Committee has confidence that Prism will continue to do so, should they be re-appointed. In the circumstances, the Company is of the view that it would be in the best interests of the Shareholders to re-appoint Prism as the Company's auditor.

#### Postponement of EGM

As set out in the Circular and the Notice of EGM, the EGM will be held at Conference Rooms R4 and R5, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on 9 May 2023 (Tuesday) at 3:00 p.m.

Pursuant to Rule 13.73 of the Listing Rules, the Company shall provide the Shareholders with any material information on the subject matter to be considered at a general meeting that comes to the Directors' attention after the circular is issued. The Company must provide the information either in a supplementary circular or by way of an announcement not less than 10 business days before the date of the relevant general meeting to consider the subject matter.

To ensure that the Company is in full compliance with the requirements under Rule 13.73 of the Listing Rules, the EGM will be postponed. The postponed EGM will be held at Conference Room R1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on 22 May 2023 (Monday) at 3:00 p.m. (the "**Postponed EGM**").

#### Change in Period of Closure of Register of Members

In order to determine the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company was originally scheduled to be closed from 4 May 2023 (Thursday) to 9 May 2023 (Tuesday) (both days inclusive). Due to the postponement of the EGM, in order to determine the entitlement of the Shareholders to attend and vote at the Postponed EGM, the register of members of the Company will be closed from 17 May 2023 (Wednesday) to 22 May 2023 (Monday) (both days inclusive).

In order to qualify for entitlement to attend and vote at the Postponed EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 16 May 2023 (Tuesday).

### **Proxy Form**

The resolution as set out in the Notice of EGM will remain unchanged for the Postponed EGM. The Proxy Form, which was despatched to the Shareholders on 24 April 2023 together with the Circular and the Notice of EGM, will remain valid for the Postponed EGM.

Shareholders who have not yet completed and returned the Proxy Form but intend to appoint a proxy to attend the Postponed EGM are required to complete and return the Proxy Form to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Postponed EGM (i.e. not later than 3:00 p.m. on 20 May 2023 (Saturday)) or any adjournment thereof. If a Shareholder who will remain as a Shareholder at the date of the Postponed EGM has already completed and returned the Proxy Form in accordance with the instructions printed thereon, such Proxy Form will remain valid for the Postponed EGM and such Shareholder is not required to resubmit the Proxy Form.

# No Supplementary Circular

Pursuant to Note 1 to Rule 13.73 of the Listing Rules, the Company must assess the scale of revisions or updating required or materiality of the new information, revisions or updating required. Where the revisions or updating required are significant, the Company must consider carefully whether it would be better to publish a revised or supplementary circular rather than provide particulars of the changes in an announcement to avoid overwhelming or confusion to shareholders.

The Board has carefully considered the scale of revisions and materiality of the new information contained in this announcement and come to the conclusion that this supplemental announcement should suffice for the purpose of complying with Rule 13.73 of the Listing Rules, such that no supplementary circular will be dispatched to Shareholders on the supplemental information.

Save as disclosed above, all other information as set out in the Circular, the Notice of EGM and the Proxy Form remain unchanged and shall continue to be valid for all purposes. This announcement is supplemental to and should be read in conjunction with the Circular, the Notice of EGM and the Proxy Form.

By Order of the Board **E&P Global Holdings Limited Lee Jaeseong** *Chairman* 

Hong Kong, 5 May 2023

As at the date of this announcement, the Board consists of Mr. Lee Jaeseong and Mr. Im Jonghak as executive directors, and Ms. Chen Dai, Mr. Kim Sung Rae and Mr. Leung Yau Wan John as independent non-executive directors.