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Plus Group Holdings Inc.

普樂師集團控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2486)

**RETIREMENT OF AUDITOR
AND
WITHDRAWAL OF ORDINARY RESOLUTION NO. 7 AT THE
ANNUAL GENERAL MEETING
TO BE HELD AT 24 MAY 2024**

RETIREMENT OF AUDITOR

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

The Board announces that the audit committee of the Company (the “**Audit Committee**”) and the Board have received a letter dated 21 May 2024 (the “**Letter**”) from PricewaterhouseCoopers (“**PwC**”), the auditor of the Company, in respect of their decision not to stand for re-appointment as auditor of the Company upon expiration of their current term of office at conclusion of the forthcoming annual general meeting of the Company (the “**AGM**”) as a result of PwC’s internal annual assessment.

According to the Letter, on an annual basis, PwC assesses whether they will continue their audit relationship with each of their clients. Such an assessment typically takes into consideration many factors including the level of audit fees, their available internal resources and the professional risk associated with the audit. After due and careful consideration, they decide not to continue their audit relationship with the Company and therefore they will not be standing for re-appointment as the auditor at the AGM.

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 retiring auditors to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the shareholders of the Company (the “**Shareholders**”). Consequently, PwC has not issued such confirmation. The Board and the Audit Committee also confirm that to their best information, knowledge and belief having made reasonable enquiry, there was no disagreement between PwC and the Company, and there is no other matter in relation to the retirement of PwC that needs to be brought to the attention of the Shareholders.

The Board would solicit a new auditor as soon as possible to fill the vacancy following the retirement of PwC. Further announcement in relation to the appointment of the Group’s new auditor will be made by the Company as and when appropriate in accordance with the Listing Rules.

WITHDRAWAL OF ORDINARY RESOLUTION NO. 7 AT THE ANNUAL GENERAL MEETING TO BE HELD AT 24 MAY 2024

Reference is made to the notice of the annual general meeting (the “**Notice**”) dated 30 April 2024 and the form of proxy (the “**Proxy Form**”) in relation to the AGM of the Company to be held at the 35/F, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong Friday, 24 May 2024 at 11:00 a.m.

Due to the retirement of PwC, the ordinary resolution no. 7 in respect of the re-appointment of PwC as the Company’s auditor as set out in the Notice and Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

Save as the aforesaid, all resolutions as set out in the Notice and the Proxy Form remain valid for consideration and approval by the Shareholders at the AGM.

By Order of the Board
Plus Group Holdings Inc.
Mr. Sun Guangjun

Chairman, executive Director and chief executive officer

Hong Kong, 21 May 2024

As at the date of this announcement, the Board comprises Mr. Sun Guangjun as the chairman, an executive Director and chief executive officer, and Mr. Yang Hong as an executive Director, Mr. Li Jianbo and Mr. Zhong Jiasheng as non-executive Directors, and Mr. Lau Man Tak, Ms. Li Yingkai and Mr. Ngan Wing Ho as independent non-executive Directors.