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China Bright Culture Group **煜盛文化集團***

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1859)

CHANGE OF AUDITOR

This announcement is made by China Bright Culture Group (the “**Company**”, together with its subsidiaries, the “**Group**”) in accordance with 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**”).

Reference is made to the announcement of the Company dated 8 April 2024 in relation to the quarterly update on recent development of suspension (the “**Announcement**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

RESIGNATION OF AUDITOR

On 2 July 2024, the Board received a letter (the “**Resignation Letter**”) from McMillan Woods (Hong Kong) CPA Limited (“**McMillan Woods**”) tendering their resignation as the auditor of the Company with immediate effect.

According to McMillan Woods’s Resignation Letter, as per their normal procedures for considering whether to continue to act as auditor for their audit clients, they have taken into account several factors including the level of audit fees, their available internal resources in light of their current workflows and the professional risk associated with the audit. In relation to the Company, they have also considered whether they are able to meet each milestone as well as deadline of the Company’s resumption of trading proposed by the management of the Company. After various communications with the members of the audit committee (the “**Audit Committee**”) and management of the Company, McMillan Woods considered that they are unable to meet the Company’s plan to complete the audit of the consolidated financial statements of the Group for the year ended 31 December 2023.

McMillan Woods has confirmed that there is no matter of disagreement between the Company and McMillan Woods, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board and the Audit Committee have confirmed that there are no other matters in respect of the change of auditor which should be brought to the attention of the shareholders of the Company.

APPOINTMENT OF AUDITOR

The Board further announces that, with the recommendation of the Audit Committee, ZHONGHUI ANDA CPA Limited (“**Zhonghui Anda**”) has been appointed as the new auditor of the Company with effect from 3 July 2024 to fill the casual vacancy following the resignation of McMillan Woods 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 in assessing Zhonghui Anda’s eligibility and suitability to act as the auditor of the Company, including but not limited to (i) its audit fee and timetable proposal; (ii) the resources to be allocated by Zhonghui Anda to complete the audit work for the year ended 31 December 2023; (iii) its extensive experience in providing audit services for companies listed on the Stock Exchange, in particular in assisting suspended listed company in resumption of trading; (iv) its independence from the Group; and (v) the guidelines issued by the Stock Exchange and the Accounting and Financial Reporting Council in respect of change of auditor.

The Board wishes to emphasise that the operations of the Group remain normal. The Company will proactively assist the new auditor to complete the audit work for the year ended 31 December 2023, and will publish further announcement(s) to inform the shareholders and potential investors of the Company of any significant developments in respect of the publication of the 2023 Interim Results, 2023 Interim Report, 2023 Annual Results and the annual report for the year ended 31 December 2023 as and when appropriate in compliance with the requirements of the Listing Rules.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company (Stock Code: 1859) on the Stock Exchange has been suspended with effect from 9:00 a.m. on 31 March 2023 and will remain suspended until the Company fulfils the guidance and additional guidance for the resumption of trading in the shares of the Company on the Stock Exchange. The Company will make further announcement(s) in due course to inform shareholders and potential investors of any information update.

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

By Order of the Board
China Bright Culture Group
SU Lei
Chairman

Hong Kong, 3 July 2024

As at the date of this announcement, the executive Directors are Mr. SU Lei and Mr. MA Hongsen, the non-executive Directors are Mr. WANG Daotie and Ms. WU Yaping, and the independent nonexecutive Directors are Mr. TO Siu Lun, Mr. HAN Hao and Mr. SHAN Yiqi.

* *For identification purpose only*