

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**英皇文化產業集團有限公司**  
**Emperor Culture Group Limited**

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 491)**

## **CHANGE OF AUDITOR**

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

### **RESIGNATION OF AUDITOR**

The board of directors of the Company (“**Board**”) hereby announces that Ernst & Young (“**EY**”) has resigned as auditor of the Company with effect from 25 June 2025 as the Board and EY were unable to reach a consensus on the proposed audit fee of the Group for the financial year ending 30 June 2025.

The audit committee of the Company (“**Audit Committee**”) has reviewed the audit fee proposal provided by EY and considered that the proposed audit fee level may not commensurate with the current financial capacity of the Group. In view of an ongoing tough business operating environment and the Group’s financial performance, the Group has been actively reducing its overall operating expenses. Taking into consideration the audit fee proposal provided by EY and the need to carry out appropriate cost control measures, the Audit Committee recommended the Board to change the Company’s auditor. The Board is satisfied that the acceptance of resignation of EY is in the interest of the Company and the shareholders of the Company (“**Shareholders**”) as a whole.

EY has confirmed in its resignation letter that, except for the possible effects of the matters described in the “Material uncertainty related to going concern” section of the independent auditor’s report dated 26 September 2024 on the consolidated financial statements of the Group for the year ended 30 June 2024, there are no other matters in relation to its resignation that need to be brought to the attention of the Shareholders. The Board and the Audit Committee are not aware of any disagreements, except for the proposed audit fee for the financial year ending 30 June 2025 as aforesaid, between the Company and EY or other matters in relation to the resignation of EY that need to be brought to the attention of the Shareholders.

As at the date of this announcement, EY has only commenced initial planning on the consolidated financial statements of the Group for the financial year ending 30 June 2025. The Board believes that the resignation of EY will not have any significant impact on the annual audit and the release of annual results of the Group for the financial year ending 30 June 2025.

The Board would like to take this opportunity to express its gratitude to EY for its professional and quality services rendered to the Group during the past years.

## **APPOINTMENT OF AUDITOR**

The Board further announces that it has resolved, having regard to the recommendation from the Audit Committee, to appoint Cheng & Cheng Limited (“**Cheng & Cheng**”) as the new auditor of the Company with effect from 25 June 2025 to fill the casual vacancy following the resignation of EY 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 the appointment of Cheng & Cheng as the auditor of the Company, including but not limited to (i) the competence and capability of Cheng & Cheng, including its knowledge and experience in handling audit work for companies listed on the Stock Exchange and its familiarity with the requirements under the Rules Governing the Listing of Securities on the Stock Exchange, Hong Kong Standards on Auditing and HKFRS Accounting Standards; (ii) its independence and objectivity; (iii) its market reputation; (iv) its resources and quality; and (v) the relevant guidance issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has concluded that Cheng & Cheng is eligible and suitable to act as the auditor of the Company. The Board and the Audit Committee are of the view that the 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.

The Board would like to express its warm welcome to Cheng & Cheng on its appointment as the auditor of the Company.

By order of the Board  
**Emperor Culture Group Limited**  
**Yeung Ching Loong, Alexander**  
*Chairman*

Hong Kong, 25 June 2025

As at the date of this announcement, the Board comprises:

*Executive Directors:*

Mr. Yeung Ching Loong, Alexander  
Ms. Fan Man Seung, Vanessa

*Independent Non-executive Directors:*

Ms. Chan Sim Ling, Irene  
Mr. Ho Tat Kuen  
Ms. Tam Sau Ying