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## **PC PARTNER GROUP LIMITED**

**栢能集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(HKEX Stock Code: 1263)**

**(SGX-ST Stock Code: PCT)**

### **PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED APPOINTMENT OF ADDITIONAL AUDITOR**

This announcement is made by PC Partner Group Limited (the “**Company**”) pursuant to Rules 13.51(1) and 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HKEX Listing Rules**”) in relation to the proposed amendments to the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) and the proposed appointment of BDO LLP as an additional auditor of the Company.

#### **PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes that in preparation for the conversion (the “**Conversion**”) of the Company’s listing status from secondary to primary on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), various amendments be made to the existing Memorandum and Articles of Association so that they are in compliance with the relevant requirements of (i) the HKEX Listing Rules and (ii) the listing manual of the SGX-ST (the “**SGX-ST Listing Manual**”). The Board proposes to recommend that these proposed amendments be made by the adoption of the new amended and restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The proposed amendments to the existing Memorandum and Articles of Association are subject to the passing of a special resolution by the shareholders (the “**Shareholders**”) of the Company at an extraordinary general meeting of the Company proposed to be convened and held (the “**EGM**”).

### **PROPOSED APPOINTMENT OF ADDITIONAL AUDITOR**

SGX Listing Decision numbered LD-2024–01 was issued by the SGX-ST on 3 September 2024 relating to, among others, the conversion by secondary-listed issuers on the SGX-ST of their listing status on the SGX-ST to a primary listing. According to the aforesaid SGX Listing Decision, such issuers should comply with all applicable rules of the SGX-ST Listing Manual after the conversion date, including without limitation, identifying and appointing suitable auditing firm(s) to ensure compliance with the relevant rules of the SGX-ST Listing Manual. The incoming external auditor(s) or joint external auditor(s) would be responsible for the issuer’ financial statements filed with the SGX-ST for the financial year in which the conversion takes place. Where shareholders’ approval is required for the appointment of the external auditor, such approval must be obtained prior to the effective date of the conversion.

In view of the above requirements under the aforesaid SGX Listing Decision, the Board proposes that in preparation for the Conversion, BDO LLP be appointed as an additional auditor of the Company, with its responsibility commencing in respect of the Company’s financial statements for the financial year in which the Conversion takes place (expected to be for the financial year ending 31 December 2025). Subject to the approval of the Shareholders at the EGM, BDO LLP will be appointed as an additional auditor of the Company and will hold office until the conclusion of the next annual additional general meeting of the Company. BDO Limited is the auditor of the Company as at the date of this announcement. Upon Shareholders’ approval being obtained, both BDO LLP and BDO Limited will hold office until the conclusion of the next annual general meeting to be convened by the Company.

## **GENERAL**

A circular containing, among others, (i) details of the proposed amendments to the existing Memorandum and Articles of Association, (ii) the proposed adoption of the new amended and restated Memorandum and Articles of Association, (iii) details of the proposed appointment of BDO LLP as an additional auditor of the Company and (iv) a notice convening the EGM, will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**PC PARTNER GROUP LIMITED**  
**WONG Shik Ho Tony**  
*Chairman*

Hong Kong, 26 November 2024

*As at the date of this announcement, the Executive Directors are Mr. WONG Shik Ho Tony, Mr. WONG Fong Pak, Mr. LEUNG Wah Kan, Mr. HO Nai Nap and Mr. MAN Wai Hung; the Non-executive Director is Mrs. HO WONG Mary Mee-Tak; and the Independent Non-executive Directors are Prof. LOW Teck Seng, Mr. Jason GOH Hseng Wei, Ms. Alicia KWAN Xiuying, Mr. CHUA Ser Miang, Mr. KONG Chee Keong, Mr. TEO Chun-Wei, Benedict and Ms. CHAN Yim.*

\* *For identification purposes only*