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**Beisen Holding Limited**

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

**(Stock Code: 9669)**

**(1) CHANGE OF AUDITOR**  
**(2) PROPOSED ADOPTION OF THE EIGHTH AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**AND**  
**(3) CLOSURE OF REGISTER OF MEMBERS**

This announcement is made by Beisen Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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 “**Listing Rules**”).

**RESIGNATION OF AUDITOR**

PricewaterhouseCoopers (“**PwC**”) was re-appointed as the independent auditor of the Company for the financial year ending 31 March 2024 at the annual general meeting of the Company held on 20 September 2023. On 29 February 2024, PwC has informed the board of directors (the “**Board**”) and the audit committee (the “**Audit Committee**”) of the Company that it has agreed to resign as the auditor of the Company with effect from the same date since it could not reach a consensus with the Company in respect of the auditor’s remuneration for the annual audit for the year ending 31 March 2024.

The Board and the Audit Committee further confirmed that, save as the auditor’s remuneration, there are no other disagreements or unresolved matters between the Company and PwC in respect of the resignation of PwC which should be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Company is incorporated under the laws of the Cayman Islands. To the knowledge of the Board there is no requirement under the laws of the Cayman Islands for the outgoing auditor to confirm whether or not there is any circumstance connected with its resignation which it considers should be brought to the attention of the Shareholders and the Company's creditors. PwC has therefore not issued such confirmation.

The Board believes that the change of auditor will not have any material adverse impact on the annual audit of the Company for the year ending 31 March 2024. As at the date of this announcement, PwC has not commenced any audit work on the consolidated financial statements of the Company and its subsidiaries for the year ending 31 March 2024.

The Board would like to take this opportunity to express its gratitude to PwC for its professional services and support in the past years.

### **PROPOSED APPOINTMENT OF AUDITOR**

The Board further announces that the Audit Committee has recommended the Board to appoint KPMG as the auditor of the Company to fill the vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company. The Audit Committee has considered (i) the auditor's remuneration proposed by KPMG; (ii) the competence and capabilities (including manpower, time and other resources) of KPMG to perform a high-quality audit within the agreed timeframe for annual audit of the Company for the year ending 31 March 2024; (iii) the auditor's independence from the Group and objectivity; and (iv) the guidelines issued by the Accounting and Financial Reporting Council.

The appointment of KPMG is subject to the approval of the Proposed Adoption of the Eighth Amended and Restated Memorandum and Articles of Association (as defined below) at the extraordinary general meeting of the Company to be held on 18 March 2024 (the "EGM") from the Shareholders. The Board will formally appoint KPMG as the auditor of the Company upon the approval of the Proposed Adoption of the Eighth Amended and Restated Memorandum and Articles of Association.

The Board has confirmed that it is not aware of any matters in relation to the change of auditor that need to be brought to the attention of the Shareholders.

## **PROPOSED ADOPTION OF THE EIGHTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

In light of the change of auditor, the Board proposes to seek approval from the Shareholders at the EGM for adoption of the eighth amended and restated memorandum and articles of association for the purpose of (i) allowing the Board to fill a casual vacancy in the office of the auditor until the conclusion of the next annual general meeting of the Company and fix the remuneration of the auditor so appointed where the office of auditor becomes vacant by the resignation of the existing auditor; and (ii) incorporating housekeeping amendments in relation to the electronic dissemination of corporate communication of the Company (the “**Proposed Adoption of the Eighth Amended and Restated Memorandum and Articles of Association**”).

The Proposed Adoption of the Eighth Amended and Restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM. A circular containing, among other things, particulars relating to the Proposed Adoption of the Eighth Amended and Restated Memorandum and Articles of Association together with a notice convening the EGM will be despatched to the Shareholders according to the applicable law, the seventh amended and restated memorandum and articles of association of the Company and the Listing Rules on or before 1 March 2024.

## **CLOSURE OF REGISTER OF MEMBERS AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE EGM**

For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 15 March 2024 to Monday, 18 March 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be qualified for attending and voting at the EGM, all transfer documents of the holders of the shares of the Company together with the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 14 March 2024.

By order of the Board  
**Beisen Holding Limited**  
**WANG Zhaohui**  
*Chairman and Executive Director*

PRC, 29 February 2024

*As at the date of this announcement, the executive Directors are Mr. WANG Zhaohui, Mr. JI Weiguo and Ms. LIU Xianna, and the independent non-executive Directors are Mr. DU Kui, Mr. ZHAO Hongqiang and Mr. GE Ke.*