

*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.*



申萬宏源集團股份有限公司  
SHENWAN HONGYUAN GROUP CO., LTD.

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6806)**

## **PROPOSED CHANGE OF AUDITORS**

This announcement is made by Shenwan Hongyuan Group Co., Ltd. (the “**Company**”) in accordance with Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of the Company dated June 28, 2024 in relation to, among other things, the additional time acquired by the Company to progress and complete the appointment of auditors for 2024 and internal procedures.

The board of directors (the “**Board**”) of the Company hereby announces that, taking into account market information, based on the principle of prudence and in accordance with corporate governance needs, the Company proposes to engage KPMG Huazhen LLP and KPMG (collectively, “**KPMG**”) as the principal auditors of the Company to audit the consolidated accounts of the Company and its certain subsidiaries for 2024, to engage Pan-China Certified Public Accountants LLP as the assistant auditor of the Company to audit certain subsidiaries of the Company, and to engage KPMG Huazhen LLP as the internal control auditor of the Company for 2024, following the fulfillment of the tender procedures and based on the results of the evaluation of the tenders.

The Board proposes to engage KPMG as the principal auditors of the Company for 2024 to provide relevant domestic and overseas audit, review and other services for the consolidated accounts of the Company and its certain subsidiaries in accordance with the China Accounting Standards for Business Enterprises and the International Financial Reporting Standards, respectively; to engage Pan-China Certified Public Accountants LLP as the assistant auditor of the Company to provide audit service for certain subsidiaries of the Company; and to engage KPMG Huazhen LLP as the internal control auditor of the Company for 2024. The total audit fee is RMB4.92 million (including the fee for internal control of RMB540,000). Prior to the change of accounting firms for 2024, PricewaterhouseCoopers Zhong Tian LLP performed agreed procedures for the financial statements of the Company for the first quarter of 2024, and KPMG provided 2024 interim review services for the Company.

The above proposed engagement shall be subject to the approval of the shareholders of the Company at the extraordinary general meeting of the Company. It will be also proposed to authorize the Board by the extraordinary general meeting of the Company to determine the increases or decreases of the audit fee due to the change of the audit scope and content. The engagement of KPMG shall take effect from the date of approval by the extraordinary general meeting of the Company and shall be for a term ending at the next annual general meeting of the Company.

The terms of office of the Company's auditors for 2023 (PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers) expired at the conclusion of the 2023 annual general meeting of the Company held on June 28, 2024, and they have confirmed that there are no disagreements or unresolved matters with the Company and there are no matters that are required to be brought to the attention of shareholders of the Company in relation to their termination of services. The Board and its Audit Committee also confirm that there are no disagreements or unresolved matters with PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, and they are not aware of any matters that are required to be brought to the attention of shareholders of the Company.

A circular of the extraordinary general meeting of the Company containing the details of the above proposal, together with the notice, will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.swhygh.com](http://www.swhygh.com)) respectively in due course, and will be dispatched to the H shareholders of the Company by means of receipt of corporate communications elected by the H shareholders of the Company.

By order of the Board  
**Shenwan Hongyuan Group Co., Ltd.**  
**Liu Jian**  
*Chairman*

Beijing, the PRC  
September 27, 2024

*As at the date of this announcement, the Board comprises Mr. Liu Jian and Mr. Huang Hao as executive directors; Mr. Zhang Yigang, Mr. Zhu Zhilong, Ms. Zhang Ying and Mr. Shao Yalou as non-executive directors; Ms. Yeung Siuman Shirley, Mr. Wu Changqi, Mr. Chen Hanwen and Mr. Zhao Lei as independent non-executive directors.*