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佳寧娜集團控股有限公司

CARRIANNA GROUP HOLDINGS COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00126)

**RETIREMENT OF AUDITOR AND PROPOSED APPOINTMENT OF
NEW AUDITOR**

This announcement is made by Carrianna Group Holdings Company Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company’s auditor is appointed to hold office until the conclusion of the next annual general meeting (the “**AGM**”) according to the Company’s Bye-laws. The current term for Ernst & Young (the Company’s existing auditor) will expire at the conclusion of the forthcoming AGM scheduled to be held on 25 September 2025.

Ernst & Young has been serving as the Company’s auditor for consecutive years since 1991. The board (the “**Board**”) of directors (the “**Directors**”) and the Audit Committee (the “**Audit Committee**”) of the Company believe that it is appropriate to rotate the auditor to maintain good corporate governance and to ensure the independence and objectivity of the audit work.

The Board, with the recommendation of the Audit Committee, has resolved to propose to the shareholders of the Company (the “**Shareholders**”) to consider (and if thought fit, approve) that ZHONGHUI ANDA CPA Limited (“**Zhonghui**”) be elected as the new auditor at the forthcoming AGM, for a term until the conclusion of the AGM to be held in 2026.

The Board and the Audit Committee recommend the Shareholders to approve the election of Zhonghui as the new auditor. The Board and the Audit Committee have considered a number of factors, including Zhonghui’s qualification, experience, industry knowledge and technical competence in auditing listed companies, its market

reputation, its resources and capabilities (including structure and size of the proposed audit team), and its audit proposal for the Company.

The Board and the Audit Committee have assessed, and considered that Zhonghui is independent and competent, is capable to perform high-quality audit, and is suitable to act as the Company's new auditor.

The Board and the Audit Committee believe that the proposed change of auditor is in the interests of the Company and the Shareholders as a whole.

Ernst & Young has confirmed in its retirement 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 27 June 2025 on the consolidated financial statements of the Group for the year ended 31 March 2025, there are no other matters in relation to its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have confirmed that there is no disagreement between Ernst & Young and the Company, and there are no other matters in relation to the retirement of Ernst & Young that need to be brought to the attention of the Shareholders.

The Board would like to express sincere gratitude to Ernst & Young for its diligent and responsible dedication to audit services provided to the Company and its high-quality and professional services.

The Company will publish a circular containing information of the proposed appointment of new auditor and an AGM notice in due course.

For and on behalf of the Board
Carrianna Group Holdings Company Limited
Dr. Ma Kai Yum
Chairman

Hong Kong, 29 August 2025

As at the date of this announcement, the Board comprises Mr. Ma Kai Cheung (Honorary Chairman), Mr. Ma Kai Yum (Chairman), Mr. Ma Hung Ming, John (Vice-chairman), Mr. Liang Rui and Mr. Ma Hung Man as executive Directors; and Mr. Wong See King, Mr. Cheung Wah Fung, Christopher and Miss Liu Ling Ling, Samantha as independent non-executive Directors.