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## GOME RETAIL HOLDINGS LIMITED

國美零售控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 493)

### (1) PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS (2) PROPOSED CHANGE OF AUDITOR

This announcement is made pursuant to Rule 13.51(1) and Rule 13.51(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

#### (1) PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

The board of directors (the “**Board**”) of GOME Retail Holdings Limited (the “**Company**”) proposes to (a) make certain amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-Laws**”), for the purposes of, among other things, (i) providing flexibility for the Company to hold hybrid or virtual general meetings with the use of technology where members can cast votes by electronic means, (ii) better aligning the Existing Bye-Laws with the treasury shares regime under the Listing Rules, (iii) preparing for the uncertificated securities market regime by adding provisions to allow shareholders to hold and transfer shares in uncertificated form, and (iv) making other consequential and housekeeping amendments; and (b) adopt the amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments (the “**Amended and Restated Bye-Laws**”) in substitution for, and to the exclusion of, the Existing Bye-Laws.

The Proposed Amendments as well as the adoption of the Amended and Restated Bye-Laws are subject to approval by the shareholders of the Company at the annual general meeting to be held on Wednesday, 17 June 2026 (the “**AGM**”) or any adjourned meeting by way of special resolution. A circular of the Company containing, among other things, details of the Proposed Amendments as well as the adoption of the Amended and Restated Bye-Laws together with a notice convening the AGM will be disseminated to the shareholders of the Company and published on the websites of The Stock Exchange of Hong Kong Limited and the Company in due course.

## (2) PROPOSED CHANGE OF AUDITOR

The Board announces that the current auditor of the Company, KTC Partners CPA Limited (“**KTC**”), will retire as auditor of the Company with effect from the conclusion of the forthcoming AGM and will not offer itself for re-appointment as auditor of the Company. As the Company and KTC were unable to reach a consensus on the proposed audit fee for the audit of the consolidated financial statements of the Company and its subsidiaries for the year ending 31 December 2026 (the “**2026 Audit**”), the Company initiated a search process for the role of external auditor on 22 April 2026. On 7 May 2026, with the recommendation of the audit committee of the Company (the “**Audit Committee**”), the Board has resolved to appoint CCTH CPA Limited (“**CCTH**”) as the new auditor of the Company with effect from the retirement of KTC at the conclusion of the AGM until the conclusion of the next annual general meeting of the Company, subject to the approval of shareholders of the Company (the “**Shareholders**”) at the AGM.

### KEY CONSIDERATIONS OF THE AUDIT COMMITTEE

The Audit Committee has considered a number of factors when endorsing CCTH to the Board as the new auditor of the Company, including but not limited to (i) their experience in handling audit work for companies listed on the Stock Exchange, their industry knowledge and their familiarity with the requirements under the Listing Rules and the Hong Kong Financial Reporting Standards; (ii) their resources allocation, quality and capability including but not limited to manpower, time and other resources allocation; (iii) their independence and objectivity; (iv) their audit fee; (v) their market reputation; (vi) the “Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors” issued by the Accounting and Financial Reporting Council (“**AFRC**”) in December 2021 (the “**Guide**”), including section 2 “Selection and Appointment of Auditors” of the Guide; and (vii) the “Guidance Notes on Change of Auditors” published by AFRC in September 2023.

In particular, the Audit Committee has considered the following as part of its assessment of CCTH’s independence, competence and capability to perform high quality audits as set out in paragraph 2.2.4 of the Guide:

- (a) Governance and leadership – CCTH has an established presence in the relevant industry, with more than 10 partners and is registered with the AFRC as a public interest entity auditor;
- (b) Compliance and relevant ethical requirements – CCTH is responsible for ensuring compliance with the relevant ethical requirements in accordance with the Code of Ethics for Professional Accountants issued by the HKICPA, in particular provisions related to audits of financial statements of public interest entities;
- (c) Industry knowledge and technical competence – CCTH has demonstrated its technical competence with its credentials as a public interest entity auditor, along with its track record in auditing over 40 listed issuers in Hong Kong, one of which operates in comparable industry as the Group. CCTH has also provided a detailed outline for the Company as part of its submitted audit proposal, demonstrating its comprehensive knowledge of the recent business development, size, complexity and risk profile of the Group. The Audit Committee has also reviewed and discussed with CCTH its proposed audit plan, which sets out the audit coverage, procedures and timetable that is sufficient to perform high-quality audits;

- (d) Engagement performance – CCTH’s overall audit approach sets out a clear scope and tailored direction for the FY2026 Audit. Having reviewed its audit approach and profiles of the engagement partner and allocated team members, the Audit Committee is satisfied that the audit engagement team has sufficient resources, expertise and time to perform high-quality audits;
- (e) Communication and interaction with the Audit Committee – the Audit Committee is satisfied with the communication plan between CCTH and the Audit Committee, which takes into account the requirements as set out under HKSA 260 (Revised). The Audit Committee believes that such communication plan will facilitate and maintain effective two-way communication between the Audit Committee and CCTH on audit matters, and to host meetings in compliance with the Corporate Governance Code;
- (f) Monitoring process – to the best knowledge of the Audit Committee, the Audit Committee is not aware of any behavior or activities from CCTH that would threaten the integrity, objectivity and independence, or adversely affect its quality of audit, to the Company; and
- (g) Audit fee proposals – Having considered the KTC’s audit fees in the past year of RMB2.48 million and CCTH’s proposed audit fee of no more than RMB2.48 million, the background and audit proposal of CCTH, along with the other factors under paragraph 2.2.4 of the Guide, the Audit Committee is satisfied that the CCTH’s audit fee would be commensurate with the size of the Group and the complexity of the Group’s business, and that CCTH’s audit quality will not be compromised.

Accordingly, the Audit Committee is satisfied that CCTH is independent, competent and capable of performing high quality audits as required under paragraph 2.2.4 of the Guide. Further, the Audit Committee is of the view that the proposed audit timetable is reasonable and sufficient for CCTH to complete all necessary audit procedures without compromising audit quality, and that CCTH’s committed resources are adequate to achieve the proposed audit timetable.

In terms of audit fee, the Audit Committee has assessed that there is no material difference between the audit approaches and the scope of audit work proposed by KTC and CCTH.

The Company has considered the fee proposal from CCTH submitted based on estimated hours, hourly rates, work allocations, business segments and the Company’s operational complexities and compared with KTC’s fee proposals in the past. The Audit Committee noted that, as compared with KTC’s fee proposals in the past, CCTH provided a more transparent resourcing plan and fee basis, specifying deployment of a total of 13 professional staff for the engagement, including but not limited to one engagement partner, one engagement quality control reviewer, one technical reviewer and two managers to ensure appropriate supervision and review and provided detailed information of audit procedures based on their understanding of the Company’s current assets and business.

In assessing the reasonableness of the proposed fees and resources, the Audit Committee also took into account, that, based on management’s current assessment, the Group’s business development at this stage should not lead to any significant audit scope changes warranting a significant fee escalation. The Audit Committee therefore assessed whether the proposed fees were set at a level that would enable sufficient audit resources to be allocated without compromising audit quality, while maintaining prudent cost controls.

The Audit Committee has assessed that CCTH has committed adequate resources for the 2026 Audit. In reaching this view, the Audit Committee has reviewed the transparent and detailed breakdown provided by CCTH in respect of the proposed staff plan, audit hours, and audit procedures, and considered these to be sufficient to support a robust first-year audit for the Company. In addition, CCTH has demonstrated relevant experience in auditing listed and non-listed entities with business activities similar to the Company's.

Having regard to the above, and given that the Company and KTC were unable to reach a consensus on the proposed audit fee for 2026 Audit, the Audit Committee considered it reasonable for the Company to favour the proposal that offered a more competitive fee and greater transparency in audit planning and resourcing. In this respect, the Audit Committee considered CCTH's proposed fee and staffing plan to be more commensurate with the Group's expected audit budget and to provide a clearer commitment to the audit plan, timetable and manpower allocation, thereby offering the Company greater transparency and planning certainty.

Accordingly, the Audit Committee was satisfied that it had discharged its duty to evaluate the proposed audit fees and resource allocation by (i) focusing on audit quality and sufficiency of resources, (ii) comparing differences and the basis of resourcing, and (iii) ensuring that the recommended fee level would not compromise audit quality. The Audit Committee is also satisfied that it has discharged its responsibilities of overseeing the audit process.

### **Other Matters**

The Company has communicated with KTC on the proposed change of auditor and learned that it has no disagreement with such proposed change. The Company has received a confirmation letter from KTC confirming that there are no matters in respect of its retirement that need to be brought to the attention of the Shareholders or creditors of the Company.

As at the date of this announcement, KTC has not yet commenced any work on the 2026 Audit. The Board believes that the proposed change of the auditor will not have any impact on the 2026 Audit and the release of annual results of the Group for the year ending 31 December 2026.

Save for the matters described in KTC's disclaimer of opinion for the audited financial statements of the Group for the year ended 31 December 2025, the Board confirmed that there are no matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders or creditors of the Company.

The Board would like to take this opportunity to express its sincere gratitude to KTC for its professional services rendered to the Company over the past few years.

A circular of the Company containing, among other things, details of the proposed change of auditor together with the notice convening the AGM will be disseminated to the shareholders of the Company and published on the websites of The Stock Exchange of Hong Kong Limited and the Company in due course.

By Order of the Board  
**GOME Retail Holdings Limited**  
**Zou Xiao Chun**  
*Executive Director*

Hong Kong, 15 May 2026

*As at the date of this announcement, the Board comprises Mr. Zou Xiao Chun, Mr. Ding Jiang Ning and Ms. Wei Ting as executive directors and Mr. Wang Gao, Mr. Lui Wai Ming and Mr. Liu Yin Hong as independent non-executive directors.*

\* *For identification purpose only*