**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Rongta Technology (Xiamen) Group Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or other transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



RONGTA

# Rongta Technology (Xiamen) Group Co., Ltd.
# 容大合眾(廈門)科技集團股份公司

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

**(Stock Code: 9881)**

# (1) PROPOSED REMOVAL OF AUDITOR;
# (2) PROPOSED APPOINTMENT OF AUDITOR; AND
# (3) NOTICE OF EGM

A notice convening the EGM to be held at Conference Room, 10/F, Building No. 1, No. 88 Tonghui South Road, Tong'an District, Xiamen, Fujian, the PRC on Monday, 24 August 2026 at 10:00 a.m. is set out on pages 20 to 21 of this circular. Form of proxy for use at the meeting is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (https://www.rongtatech.cn/).

Whether or not you are able to attend the meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon. For holders of H Shares, you are required to return the form of proxy to the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong. You are required to return the form of proxy as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Sunday, 23 August 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the EGM.

References to time and dates in this circular are to Hong Kong time and dates.

7 August 2026

# CONTENTS

*Page*

*In this circular, unless the context otherwise required, the following terms and expressions shall have the following meanings when used herein.*

| | |
|---|---|
| "Articles" | the articles of association of the Company as amended from time to time |
| "Audit Committee" | the audit committee of the Company |
| "Board" | the board of Directors |
| "China" or "PRC" | the People's Republic of China for the purpose of this circular and for geographical reference only, except where the context requires, references in this circular to "China" and the "PRC" do not apply to Hong Kong, Macau Special Administrative Region and Taiwan Region |
| "Company" | Rongta Technology (Xiamen) Group Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange (Stock code: 9881) |
| "Director(s)" | the director(s) of the Company |
| "EGM" | the extraordinary general meeting of the Company to be held at Conference Room, 10/F, Building No. 1, No. 88 Tonghui South Road, Tong'an District, Xiamen, Fujian, the PRC on Monday, 24 August 2026 at 10:00 a.m. |
| "Group" | the Company and its subsidiaries |
| "H Share(s)" | overseas-listed foreign share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange |
| "H Shareholder(s)" | holder(s) of H Shares |
| "HK$" or "HK dollars" | Hong Kong dollar(s), the lawful currency of Hong Kong |
| "HLB" | HLB Hodgson Impey Cheng Limited |

| | |
|---|---|
| "Hong Kong" | the Hong Kong Special Administrative Region |
| "Latest Practicable Date" | 6 August 2026, being the latest practicable date for the purpose of ascertaining certain information contained herein |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time |
| "Proposed Appointment" | the proposed appointment of HLB as the auditor of the Company, subject to the approval of the Shareholders at the EGM |
| "Proposed Removal" | the proposed removal of PwC as the auditor of the Company, subject to the approval of the Shareholders at the EGM |
| "PwC" | PricewaterhouseCoopers |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "Share(s)" | ordinary share(s) in the issued share capital of the Company, with a nominal value of RMB1.00 each |
| "Shareholder(s)" | the holder(s) of the Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |

# Rongta Technology (Xiamen) Group Co., Ltd.
# 容大合眾(廈門)科技集團股份公司

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

**(Stock Code: 9881)**

*Executive Directors:*
Mr. Xu Kaiming
Ms. Lin Yanqin
Mr. Fu Jianfang

*Employee Representative Director:*
Ms. Chai Ling

*Independent Non-executive Directors:*
Dr. Lim Kim Huat
Dr. Huang Liqin
Dr. Lai Shaojuan

*Headquarters, Registered Office and Principal Place of Business in PRC:*
Rongda Science and Technology Park
No. 88 Tonghui South Road
Tong'an District
Xiamen, Fujian
PRC

*Principal Place of Business in Hong Kong:*
Room 1922, 19/F, Lee Garden One
33 Hysan Avenue, Causeway Bay
Hong Kong

7 August 2026

Dear Sir or Madam,

## (1) PROPOSED REMOVAL OF AUDITOR; (2) PROPOSED APPOINTMENT OF AUDITOR; AND (3) NOTICE OF EGM

### I. INTRODUCTION

Reference are made to the announcements of the Company dated 12 June 2026 and 4 August 2026.

The purpose of this circular is to provide Shareholders with, among other things: (i) further information on the Proposed Removal and the Proposed Appointment in order to allow you to make an informed decision on voting in respect of such resolution and (ii) a notice convening the EGM.

Details of the matters to be resolved at the EGM are set out in the notice of the EGM on pages 20 to 21 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the EGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendix.

**II. PROPOSED REMOVAL OF AUDITOR**

Reference are made to the announcements of the Company dated 31 March 2026, 9 April 2026, 16 April 2026, 27 April 2026, 30 April 2026, 29 May 2026, and 12 June 2026 regarding, among other things, the delay in publication of the Annual Results and the suspension of trading in the shares of the Company on the Stock Exchange from 9:00 a.m. on 1 April 2026 (collectively, the "**Announcements**"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Board announces that, subject to the passing of the relevant resolutions at the EGM, PwC shall be removed as the auditor of the Company.

PwC has been appointed as the auditor of the Company since the preparation of the Company's listing on the Stock Exchange and was further appointed from the Company's listing and shall hold office until the conclusion of the first annual general meeting of the Company.

As disclosed in the Announcements, the Board and the Audit Committee were informed by PwC of its concerns on certain transactions of the Company during the course of the preparation of the Annual Results, and upon PwC's recommendation, the Audit Committee engaged the Independent Investigator to conduct the Independent Investigation. The Independent Investigation was completed, and the final Report was provided to PwC by end of May 2026. However, despite considerable time having passed since the provision of the final Report and the required information to PwC, PwC has failed to provide a definitive or proposed timeline for completion of the audit work for the Annual Results. The Company and the Audit Committee have been actively attempting to resolve the matter with PwC to complete the audit work of the Annual Results, while PwC remains unable to respond to the Company's request.

After due and careful consideration by the Board and the Audit Committee, in light of the prolonged preparation for the Annual Results and that PwC was unable to provide a definitive or proposed timeline for completion of the audit work for the Annual Results requested by the Company, the Board is of the view that it is in the best interest of the Company and its shareholders as a whole to terminate the audit relationship with PwC and to identify a suitable new auditor to fill the vacancy following the Proposed Removal, so as to avoid any further delay in the publication of the Annual Results.

Saved as disclosed above, (i) the Board and the Audit Committee confirm that there is no other disagreement between the Company and PwC, and (ii) to the best of the directors' knowledge, information and belief, there are no matters or circumstances in respect of the Proposed Removal that need to be brought to the attention of the Shareholders.

The Proposed Removal is subject to the passing of an ordinary resolution approving the dismissal at the EGM.

A full text of the written representation issued by PwC pursuant to Rule 13.88 of the Listing Rules is set out in the Appendix to this circular.

## III. PROPOSED APPOINTMENT OF AUDITOR

The Board announces that, subject to the passing of the relevant resolutions at the EGM, HLB Hodgson Impey Cheng Limited ("**HLB**") shall be appointed as the auditor of the Company to fill the casual vacancy following the Proposed Removal and to hold office until the conclusion of the next annual general meeting of the Company (the "**Proposed Appointment**").

HLB has formulated a proposed audit plan with a clear audit timetable, which has been reviewed by the Audit Committee. The Audit Committee assessed that the proposed scope of audit work is adequate to address the key risk areas identified by the previous auditor, including the Subject Transactions, and that the allocated resources and timeline are sufficient to complete the audit to the required quality standards. The Audit Committee considered that the audit work can be resumed and completed as soon as possible with a clear audit timetable and having the Annual Results published as soon as possible.

When assessing the selection of HLB for recommendation to the Board as the new auditor of the Company, the Audit Committee has taken into account the criteria set out in the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council. In particular, the Audit Committee has considered the following factors:

(i) **Governance and leadership** – The Audit Committee reviewed HLB's governance structure and leadership, finding a strong commitment to audit quality and the public interest. The firm's organisational structure and experienced staff, many with backgrounds in Big Four firms, support effective oversight and resource allocation for high-quality audits. The Audit Committee critically assessed the qualifications and internal resources of HLB and found them sufficient for the Group's needs. Overall, the Audit Committee is satisfied that HLB's governance and leadership arrangements ensure accountability, transparency, and the delivery of high-quality audits.

(ii) **Capabilities and resources** – HLB has assigned an adequately resourced audit team to complete the audit work. The audit team is headed by an engagement director who will oversee the overall execution, allocation of audit resources and monitor project milestones. A quality control partner has been designated to oversee compliance with all applicable professional standards. A mixture of experienced technical manager, audit managers and staff accountants are designated to perform audit field work. After due consideration, the Audit Committee was satisfied that the core audit team of HLB has sufficient capabilities and resources, including expertise and time to perform quality audits.

Given that the previous auditor was dissatisfied with the findings of the independent forensic investigation, the Audit Committee specifically assessed HLB's capability to independently evaluate such findings. The Audit Committee discussed with HLB its proposed approach to (a) reviewing the scope and methodology of the independent investigation; (b) assessing the reliability of the forensic findings; and (c) performing additional audit procedures where necessary. The Audit Committee was satisfied that HLB possesses sufficient forensic expertise and maintains independence from the independent forensic investigation team to form an independent judgment on the Subject Transactions.

(iii) **Compliance with relevant ethical requirements** – The Audit Committee has assessed and considered HLB is independent from the Company. The Audit Committee, having understood from meeting with HLB audit team that, HLB maintains specific policies and an independence management system to monitor and in compliance with the Code of Ethics for Professional Accountant requirements. The Audit Committee was satisfied that HLB would act with integrity, and exercise objectivity and professional skepticism.

(iv) **Industry knowledge and technical competence** – HLB serves numerous listed companies across different industries with a team of certified accountant staff and experienced staff. The Audit Committee also considered that the key partners across Hong Kong and PRC possess a wealth of experience ranging from over 20 years in auditing listed companies across different industries. The Audit Committee discussed with HLB and confirmed that they have sufficient competent staff to provide a high-quality audit. In addition, the Audit Committee has reviewed and discussed with HLB about their audit plan and the audit timeline which would be sufficient to provide a quality audit.

(v) **Engagement performance** – HLB proposed a viable timetable for completion of the audit of the Annual Results, including the allocation of time and resources to each audit phase. The Audit Committee was satisfied that the proposed timetable is viable, subjecting to ongoing monitoring of progress against milestones..

(vi) **Communication and interaction with the Audit Committee** – The Audit Committee held discussions with HLB regarding the proposed audit plan, timetable, and resource allocation. The Audit Committee raised inquiries concerning HLB's approach to the Subject Transactions, its assessment of the forensic investigation findings, and its independence from the previous auditor's concerns. HLB's responses were reviewed by the Audit Committee, which was satisfied that the communication was adequate for the Audit Committee to form an independent judgment on the appointment.

(vii) **Monitoring process** – The Audit Committee has established a framework for ongoing monitoring of HLB's audit engagement, which includes: (a) regular updates from HLB on audit progress against milestones; (b) review of significant audit findings and judgments prior to the issuance of the audit report; and (c) assessment of HLB's adherence to professional standards and ethical requirements throughout the engagement. As at the Latest Practicable Date, and based on enquiries made to HLB and review of available information, the Audit Committee is not aware of any behavior or activities from HLB that would threaten its integrity, objectivity and independence.

The Audit Committee therefore considered that HLB is independent, competent and capable to act as the auditor of the Company.

**THE AUDIT PLAN AND TIMETABLE BY HLB**

HLB has developed a concise, materiality driven and risk-based audit plan tailored to the Group's operations and financial reporting risks. The approach begins with understanding the Group's business, internal controls and key risk areas, particularly the issues of the Subject Transactions, and focuses audit work on the subsidiaries and relevant transactions most likely to affect the financial statements.

The following proposed audit plan and timetable is provided by HLB:

| Phase | Estimated Period | Audit Plan |
|---|---|---|
| **Pre-transition preparation** | Early July 2026 | – Preliminary preparations for the audit transition<br>– Meet and communicate with management of the Company to gain further insight into the Group's internal and external operating environments, risks, and key financial indicators of interest to management |

| Phase | Estimated Period | Audit Plan |
|---|---|---|
| **Implement the transition plan, identify risks of material misstatement, and formulate the audit plan** | July to August 2026 | – Execute and complete the audit transition procedures<br>– Determine the scope of the audit for the year ended 31 December 2025; Identify significant account balances, transactions, and disclosures in the financial statements; and identify associated risks<br>– Report the audit plan to management of the Company and the Audit Committee<br>– Understand the key business cycles and business processes of the Group, and identify and evaluate relevant internal controls |
| **Audit Fieldwork, communication with management and Audit Committee on key audit findings** | August to September 2026 | – Conduct audit fieldwork<br>– Perform substantive audit procedures<br>– Review the Report of the Independent Investigation and working papers, and execute additional audit procedures if necessary<br>– Discuss with management regarding significant audit matters, particularly in areas involving significant assumptions, judgments, or estimates |

| Phase | Estimated Period | Audit Plan |
|---|---|---|
| **Report the audit results and sign the audit report** | October 2026 | – Substantially complete all key audit procedures and internal quality control review<br>– Summarize audit findings, communicate them to management, and assess their overall impact on the financial statements<br>– Discuss major audit findings and the draft audit opinion to management of the Company and the Audit Committee<br>– Discuss major findings related to the Annual Results<br>– Provide management recommendations to the management of the Company if necessary |

The Company expects to publish the Annual Result Announcement in or before October 2026 following the completion of the audit procedures by HLB.

After reviewing the overall audit strategy of HLB, which sets out the scope, timing, and direction of the audit, the Audit Committee is satisfied that the proposed plan and timeline are adequate and reasonable. In particular, the Audit Committee considers that (i) sufficient time has been allocated for each audit phase notwithstanding the change of auditor; (ii) the proposed timetable is reasonable and allows HLB to complete all necessary procedures without compromising audit quality; (iii) the resources committed by HLB are adequate to achieve the proposed timetable.

The proposed audit fee for auditing Annual Results proposed by HLB is approximately HK$2.83 million, taking into account the complexity of the Company's business, the expected scope and timetable of audit, the qualifications, experience and audit resources of HLB and audit issues identified by PwC as stated in their letter to the Board of Directors and the Audit Committee dated 23 June 2026. The Audit Committee is satisfied that the agreed audit fee is commensurate with the extent of audit work required.

## IV. IMPLICATIONS UNDER THE LISTING RULES AND THE ARTICLES

Pursuant to Article 196 of the Articles, the Shareholders may, at any general meeting convened and held in accordance with the Articles, by an ordinary resolution, dismiss any accounting firm prior to the expiration of its term of employment.

Pursuant to Rule 13.88 of the Listing Rules, (a) the Company must not remove its auditor before the end of the auditor's term of office without first obtaining Shareholders' approval at a general meeting; (b) the Company must send a circular proposing the removal of the auditor to the Shareholders with any written representations from the auditor not less than 10 business days before the general meeting; and (c) the Company must allow the auditor to attend the general meeting and make written and/or verbal representations to the Shareholders at the general meeting.

In compliance with the Articles and the Listing Rules, the Proposed Removal and the Proposed Appointment will be proposed at the EGM as an ordinary resolution. Accordingly, the Company will despatch a circular to the Shareholders who request printed copies, containing, among other things, further information on the Proposed Removal together with the notice of EGM, and will also despatch a copy of the same to PwC to invite them to attend the EGM and make written or verbal representations (if any) to the Shareholders at the EGM.

## V. EGM, FORM OF PROXY AND CLOSURE OF REGISTER OF MEMBERS

The notice convening the EGM at Conference Room, 10/F, Building No. 1, No. 88 Tonghui South Road, Tong'an District, Xiamen, Fujian, the PRC on Monday, 24 August 2026 at 10:00 a.m. is set out on pages 20 to 21 in this circular. The proxy form for use at the EGM is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (https://www.rongtatech.cn/).

If you intend to attend the EGM by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the EGM by proxy are required to duly complete the proxy form and return the same to Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong (for holders of H Shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Sunday, 23 August 2026), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM.

The register of members of H Shares has been scheduled to close from Wednesday, 19 August 2026 to Monday, 24 August 2026 (both days inclusive), during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the forthcoming EGM. To be eligible to attend and vote at the EGM, all transfer documents together with the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 18 August 2026 for registration.

## VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish an announcement in respect of the poll results of the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, no Shareholders are required to abstain from voting at the EGM.

## VII. RECOMMENDATIONS

The Directors consider that all resolutions set out in the notice of EGM for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the EGM.

## VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## IX. CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2026 and will remain suspended until the Company publishes the Annual Results.

Yours faithfully,
By order of the Board
**Rongta Technology (Xiamen) Group Co., Ltd.**
**Xu Kaiming**
*Chairman and Executive Director*

The Board of Directors
The Audit Committee
Rongta Technology (Xiamen) Group Co., Ltd.
No. 88, Tonghui South Road
Tong'an district of Xiamen city
Fujian province
China
23 June 2026

Dear Sirs,

**Termination of audit appointment – Rongta Technology (Xiamen) Group Co., Ltd.**

We were notified by the Company on 12 June 2026 that the Company's Board of Directors ("**Board**") has resolved to remove PricewaterhouseCoopers ("**PwC**") as the auditors of the Company. The Company also published an announcement on 12 June 2026 (the "**Announcement**") on its proposal to change auditors and to remove PwC as the auditors of the Company. The Company sent the draft announcement to us by email shortly before it was published and we were not given the opportunity to provide our comments on the Announcement.

In accordance with the Code of Ethics for Professional Accountants Section 300 "Change of Auditors of a Listed Issuer of The Stock Exchange of Hong Kong", we are required to write to the Audit Committee and to the Board of the Company to set out the matters leading to our termination as the auditors of the Company. These matters are set out below and they also represent what we consider should be brought to the attention of the Company's members and creditors. It also serves as our written representations pursuant to the Listing Rule 13.88, and we take this opportunity to correct certain inaccurate and misleading statements in the Announcement. The Company therefore needs to issue a further announcement to reflect the full contents of this letter.

**1. Matters Subject to the Independent Investigation**

During the planning for the audit of the Company's financial statements for the year ended 31 December 2025, we noticed and reported to the Audit Committee in November 2025 the following transactions conducted by the Company's subsidiaries:

(a) Use of bank loan proceeds by a related party company; and

(b) Prepayments of media promotion and information service fees;

Subsequently in early February 2026 when we commenced our post year-end field work, we further identified and we reported to the Audit Committee the following transactions:

(c) Investments in private equity funds; and

(d) Investments in convertible bonds issued by private companies.

Under the supervision of the Audit Committee, the Company initiated an independent investigation into transactions (a) and (b) in early January 2026, and the scope was subsequently extended to cover transactions (c) and (d) (the "**Investigation**"). The details of the transactions together with certain findings from the Investigation are set out below:

***Transaction (a): Use of bank loan proceeds by a related party company***

On 3 June 2025, Rongta Technology (M) SDN. BHD, the Company's wholly owned subsidiary in Malaysia ("**Rongta Malaysia**"), obtained a 12-month loan of RMB32,680,000 from a bank in China (the "**Bank Loan**"). The Bank Loan was guaranteed by an entity incorporated in the PRC ("**Xiamen Entity**") and controlled by the Company's controlling shareholder and Chairman (the "**Chairman**"). To provide such guarantee, the Xiamen Entity pledged its term deposit of RMB33,350,000 to the bank. The loan agreement indicated that the purpose of the Bank Loan was for Rongta Malaysia's working capital needs, including but not limited to its purchases of raw materials, payments for transportation costs and tariffs relating to sales deliveries, etc. Immediately after the drawdown of the Bank Loan, Rongta Malaysia transferred the proceeds of RMB32,680,000 to a bank account of an entity incorporated Hong Kong ("**HK Related Entity**"), which is controlled by the Chairman. On 3 June and 4 June 2025, the HK Related Entity further transferred the funds, in the sum of HKD35,000,000, to the bank account of a Hong Kong limited partnership fund (the "**Fund**"). According to the representations made by management and the Chairman, such fund transfer was for the HK Related Entity's investments in the Fund.

Subsequently in December 2025, the HK Related Entity disposed of its investments in the Fund at a consideration of HKD35,000,000 to an individual. Between 8 to 29 December 2025, the HK Related Entity returned HKD36,701,764 to Rongta Malaysia, including interest calculated at a rate of 3.5% per annum.

According to the findings of the Investigation, the underlying investments held by the Fund mainly comprised convertible bonds issued by three private companies, but the Investigation did not uncover these entities' business operations. There was no prior approval by the Board of the Company for the use of the loan proceeds by the HK Related Entity.

***Transaction (b): Prepayments of media promotion and information service fees***

Rongta Technology Pte. LTD., the Company's wholly owned subsidiary incorporated in Singapore ("**Rongta Singapore**"), entered into a Framework Agreement for Information Services (the "**Service Agreement**") dated 29 May 2025 with an entity purported to be engaged in provision of advertising agency services (the "**Advertising Agency**"). The Service Agreement indicated that the Advertising Agency was engaged to provide media promotion and information services to Rongta Singapore, with the term of a one-year period between 28 May 2025 and 27 May 2026. According to the Service Agreement, Rongta Singapore agreed to make a prepayment of USD1.54 million (equivalent to approximately RMB10.8 million) to the Advertising Agency, which was paid on 29 May 2025.

Rongta Malaysia had a similar framework agreement with the Advertising Agency, which was only stamped with the two contract parties' chops, but was undated and without signatures of the two contract parties' representatives. This framework agreement indicated that Rongta Malaysia agreed to make a prepayment of USD2.56 million (equivalent to approximately RMB18.0 million) to the Advertising Agency, and it was paid on 17 June 2025.

Subsequently between 25 June 2025 and 8 December 2025, Rongta Singapore and Rongta Malaysia received returns of funds from the Advertising Agency and two other companies which claimed to be related to the Advertising Agency, corresponding to the prepayments of USD1.54 million and USD2.56 million made by Rongta Singapore and Rongta Malaysia, respectively, totaling USD4.1 million (equivalent to approximately RMB28.8 million).

Rongta Singapore and Rongta Malaysia had not received any services from the Advertising Agency. The Investigation revealed that the Advertising Agency lacked an independent physical office presence, and that the information relating to the contents of advertisement placement services gathered by the Investigation was inconsistent with the relevant provisions in the Service Agreement and the framework agreement.

***Transaction (c): Investments in private equity funds***

Between June and December 2025, which was the period when Rongta Malaysia and Rongta Singapore received return of funds from the HK Related Entity as related to transaction (a) and return of prepayments from the Advertising Agency as related to transaction (b) above, Rongta Malaysia subscribed for fund units of a fixed income fund ("**Fund A**") during June to August 2025, and made investment, as a limited partner, in a limited partnership fund ("**Fund B**") in November 2025. The investments in Fund A and Fund B amounted to HKD24,545,000 and USD1,906,000, respectively, equivalent to approximately RMB36,810,000 in total. According to the agreements related to Rongta Malaysia's investment in Fund B, the return to Rongta Malaysia was limited to 5%, which was guaranteed by the general partner of Fund B, while any excess of investment return would belong to the general partner.

Concurrently with the investment in Fund B, in November 2025, Rongta Malaysia switched its entire investments in Fund A for investments in Fund B. The capital account statement provided by the fund manager indicated that, at the time of such switch, the fair value of Rongta Malaysia's investments in Fund A had appreciated by approximately RMB3,347,000, representing a return rate of around 13%. However, upon switching to Fund B, the gain in Fund A was adjusted down to RMB535,000, representing a return rate of around 5%.

Based on the documents provided by management at a later stage, it was noted that the underlying investment assets of Fund A was investments in Fund B. However, on the basis that the underlying investment has always been Fund B since the initial investment in June 2025, no explanation was provided about the commercial rationale of switching to direct investment in Fund B in November 2025 and the change of return calculation mechanism as a result of the switch.

The Investigation further revealed that a director of the general partner of Fund B also served as a director of the Advertising Agency. Additionally, the office contact email address provided by the general partner of Fund B belongs to the email domain of one of the two parties that claimed to be related parties to the Advertising Agency that had returned part of the prepayments to the Group as mentioned in transaction (b) above.

***Transaction (d): Investments in convertible bonds issued by private companies***

Between November and December 2025, which was the period when Rongta Malaysia and Rongta Singapore received return of funds from the HK Related Entity as related to transaction (a) and return of prepayments from the Advertising Agency as related to transaction (b) above, Rongta Malaysia made investments in convertible bonds issued by two Hong Kong private companies (collectively referred to as "**Convertible Bond Issuers**"), with amounts of HKD12,700,000 and HKD22,300,000, respectively, totaling HKD35,000,000 (equivalent to approximately RMB32,258,000). Public registry information indicates that the registered capitals of the Convertible Bond Issuers are only HKD20,000 and HKD800,000, respectively. The Investigation also revealed that no business operations could be observed at the registered addresses of the Convertible Bond Issuers, and the premises observed by the Investigation exhibited indicators of temporary arrangements. Management did not have, and the Investigation could not obtain, financial information of the Convertible Bond Issuers or other information for the understanding and evaluation of their business operations and financial performance, and the commercial reasonableness of the conversion price of the bonds or recoverability of the investments.

Further information provided by management indicated that in March 2026, Rongta Malaysia disposed of the convertible bonds to two companies established in Hong Kong, at considerations equal to the Rongta Malaysia's original investment cost of HKD35,000,000.

**2. Communications with Management, Audit Committee and Investigators**

Upon identification of transactions (a) and (b), we had various communications with management, yet we were not able to obtain reasonable explanation or sufficient information from management to support the commercial rationale, nature and substance of the transactions. We reported these transactions to the Audit Committee at meetings on 21 November 2025 and 26 November 2025. On 10 December 2025, we issued a letter to the Audit Committee ("**PwC December 2025 Letter**"), setting out the details of our observations and concerns about the transactions, and we recommended an independent investigation into these transactions. Around 5 January 2026, a consulting firm ("**Investigator I**") was engaged by the Company to assist the Audit Committee in carrying out the investigation into transactions (a) and (b). A draft investigation report prepared by Investigator I was provided to us on 28 February 2026. Following our review of the draft investigation report, on 3 March 2026, we provided to the Audit Committee and Investigator I our questions on the findings in the draft investigation report and our initial comments and suggestions on possible further procedures to follow up the findings in question.

In early February 2026, we commenced our post year-end audit field work. Based on the unaudited financial statements and other books and records provided by management, we noted that the funds returned from transactions (a) and (b) had been used by Rongta Malaysia to make investments in two private funds (transaction (c)) and convertible bonds issued by two private companies (transaction (d)) during the period from June to December 2025. We reported the matters to the Audit Committee in a letter dated 26 February 2026 ("**PwC February 2026 Letter**"), setting out the details of our observations and concerns and we recommended that the Audit Committee extend the scope of the then ongoing investigation to include transactions (c) and (d).

As the Audit Committee was unable to confirm if the scope of Investigator I's investigation would be extended to include transactions (c) and (d), we arranged a meeting with the Audit Committee on 10 March 2026, whereby we expressed the following. First, based on the draft investigation report prepared by Investigator I, the investigation procedures up to date had not been able to explain the nature, commercial rationale and substance of transactions (a) and (b), or to address questions relating to compliance with relevant laws and Listing Rules. Second, despite our request, we had not obtained any supporting information from Investigator I to enable us to assess the reliability of the investigation work and findings. Given that the Company was unable to confirm if it would extend the investigation procedures to include transactions (c) and (d), and additional time would be required to carry out the extended investigation procedures, we expressed the concern that the Company would not be able to announce its audited result by the end of March 2026 as required by the Listing Rules. Further, we recommended that the Audit Committee consult the Company's Hong Kong legal counsel and compliance officer regarding the impact of delay in result announcement and necessary disclosure of the ongoing Investigation in due course.

On 12 March 2026, we received a letter signed by the Chairman of the Company. The letter stated that the investigation into transactions (a) and (b) had been completed, and no issues regarding the compliance with relevant laws and Listing Rules, internal controls and other matters were identified. The letter also questioned the need to extend the investigation to transactions (c) and (d). In response to that letter, we replied a letter to the Board of the Company, setting out our observations that the Investigation had not been completed given that certain investigation procedures were still on going, and we emphasised again our recommendation of extending the investigation procedures to include transactions (c) and (d).

On 18 March 2026, Investigator I provided the latest updated version of the second draft investigation report. On 24 March 2026, we were informed by the Chairwoman of the Audit Committee that a law firm ("**Investigator II**") had been engaged to carry out additional investigation procedures on transactions (a) and (b), and investigation procedures on transactions (c) and (d). On 28 March 2026, Investigator II provided the first draft investigation report. At a meeting with the Audit Committee on the same date, we provided our comments on Investigator II's draft investigation report, including our observations about certain uncompleted investigation procedures, missing details about Investigator II's observations of its site visits to the participating parties of transactions (c) and (d), and inconsistencies between certain investigation findings and the conclusions made in the draft investigation report. We also reported to the Audit Committee that we had not obtained all information from Investigator II for us to review and evaluate the reliability of the investigation work.

In the morning of 31 March 2026, a second draft investigation report prepared by Investigator II was provided to us by the Chairwoman of the Audit Committee. Shortly thereafter, the Audit Committee and Investigator II arranged a call with us to go through the findings in the second draft investigation report. Although we had not been given sufficient time to review the draft investigation report in detail, at the call, we pointed out that the second draft report did not have major updates from the first draft and in particular, had not addressed substantially the questions that had been raised. Later in the morning, we were informed by the company secretary by email that Investigator II's investigation report had been finalized and the Company's Audit Committee and the Board had approved to accept the report. We then contacted the Chairwoman of the Audit Committee, and were advised that the Audit Committee had approved Investigator II's investigation report at its current form. However, the Audit Committee had not concluded the Investigation and would urge Investigator II to continue finalizing the outstanding investigation procedures in addressing the concerns raised by the auditor.

On 19 May 2026, we were provided with a draft investigation report on the additional investigation work. This draft indicated that a number of follow up procedures had been carried out by Investigator II, including but not limited to visiting other sites of the participating parties, interviews with certain individuals, and electronic document review. However, such procedures did not result in major updates on the findings described in the previous investigation report. We provided our comments and feedback on the draft investigation report on the additional investigation work to the Audit Committee on 26 May 2026. On the next day, we were advised by the Chairwoman of the Audit Committee that no further investigation work would be performed, and we were requested to conclude our audit of the Company's consolidated financial statements for 2025 and prepare our audit opinion based on the investigation work to date.

Since then, we have been evaluating the significance of the transactions, the findings and the limitations of the Investigation to the Company's consolidated financial statements and such impact on our audit opinion. We have been contacted by the Company's CFO who inquired the status of our audit opinion drafting and explored proper actions that the Company should take to enable us to issue a clean audit opinion. We responded that we were in the process of drafting the audit opinion, and given the significance of the transactions and the findings and limitations of the Investigation up to date, we did not expect to issue an unmodified opinion on the Company's consolidated financial statements for 2025.

Subsequently on 12 June 2026 afternoon, without prior communication, we received an email from the Company's secretary informing us that the Board had resolved to remove PricewaterhouseCoopers as the auditors of the Company. On the same date, the Company published an announcement about its proposal to change auditors and to remove PricewaterhouseCoopers as the auditors of the Company.

As of the date of this letter, the Company has not provided us with satisfactory explanations or adequate documentary evidence to support the commercial rationale, nature and substance of the aforementioned transactions and the purported subsequent use of the relevant funds. We were also unable to obtain adequate evidence to ascertain the background, identify the ultimate beneficial parties and relationships of the participating counterparties, nor could we obtain corroborative evidence from these counterparties. Given the resolution made by the Board of the Company to remove PricewaterhouseCoopers as auditors of the Company, we are no longer able to continue our audit and fulfill our duty as the Company's auditors.

Please note that this letter (i) has been prepared for the purpose of complying with the requirements under the Code of Ethics for Professional Accountants Section 300 "Change of Auditors of a Listed Issuer of The Stock Exchange of Hong Kong" and the relevant provisions of the Listing Rules and may be circulated to the Stock Exchange of Hong Kong; and (ii) serves as our written representation pursuant to Rule 13.88 of the Listing Rules which needs to be brought to the attention of the Company's shareholders. Please ensure that the full contents of this letter be included with the relevant circular prior to its dispatch. Other than as set out in (i) and (ii) above, this letter is not to be used for any other purpose or to be distributed to any other parties.

Yours faithfully,

**PricewaterhouseCoopers**

# Rongta Technology (Xiamen) Group Co., Ltd.
# 容大合眾(廈門)科技集團股份公司

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

**(Stock Code: 9881)**

## NOTICE OF THE EGM

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the "**EGM**") of Rongta Technology (Xiamen) Group Co., Ltd. (the "**Company**") will be held on Monday, 24 August 2026 at Conference Room, 10/F, Building No. 1, No. 88 Tonghui South Road, Tong'an District, Xiamen, Fujian, People's Republic of China (the "**PRC**") at 10:00 a.m. for the purpose of transacting the following businesses:

## ORDINARY RESOLUTIONS

1. To consider the proposed removal of PricewaterhouseCoopers as the auditor of the Company (the "**Proposed Removal**") with immediate effect after the conclusion of the EGM, and the authorisation of the board of directors of the Company and any director(s) of the Company to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Proposed Removal.

2. To consider the proposed appointment of HLB Hodgson Impey Cheng Limited as the auditor of the Company to fill the casual vacancy following the Proposed Removal and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix the remuneration of HLB Hodgson Impey Cheng Limited and do all such acts and things to give effect to such appointment.

By order of the Board
**Rongta Technology (Xiamen) Group Co., Ltd.**
**Xu Kaiming**
*Chairman and Executive Director*

PRC, 7 August 2026

*Notes:*

1. Any shareholder of the Company (the "**Shareholder(s)**") entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be member of the Company.

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorized.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong (for holders of H shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Sunday, 23 August 2026), or any adjourned meeting thereof (as the case may be).

4. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

5. In case of joint Shareholders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

6. For the purpose of determining the H Shareholders of the Company entitled to attend and vote at the EGM, the register of members of H shares of the Company will be closed from Wednesday, 19 August 2026 to Monday, 24 August 2026 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Monday, 24 August 2026. In order to qualify for the entitlement to attend and vote at the above EGM, the H Shareholders of the Company must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 18 August 2026.

7. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.

8. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

9. According to Article 80 of the Company's Articles of Association, ordinary resolutions shall be passed by more than half of the voting rights held by shareholders (including proxies) present at the Shareholders' meeting.

10. All times refer to Hong Kong local time, except as otherwise stated.

*As of the date of this circular, the executive directors of the Company are Mr. Xu Kaiming, Ms. Lin Yanqin and Mr. Fu Jianfang; the employee representative director of the Company is Ms. Chai Ling; and the independent non-executive directors of the Company are Dr. Lim Kim Huat, Dr. Huang Liqin and Dr. Lai Shaojuan.*