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JINGRUI HOLDINGS LIMITED

景瑞控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01862)

- (1) CHANGE OF AUDITORS;**
- (2) EXPECTED DELAY IN PUBLICATION OF 2024 INTERIM RESULTS AND DESPATCH OF 2024 INTERIM REPORT;**
- (3) POSTPONEMENT OF BOARD MEETING; AND**
- (4) POTENTIAL SUSPENSION OF TRADING**

This announcement is made by Jingrui Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09(2)(a) and 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**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

RESIGNATION OF THE AUDITOR

The board of directors (the “**Board**”) of the Company announces that Elite Partners CPA Limited (“**Elite Partners**”) has resigned as the auditor of the Company with effect from 19 August 2024 (the “**Resignation**”) after taking into account a number of factors, including the availability of its internal resources. Prior to the Resignation of Elite Partners, it has come to the attention of the Company that in accordance with the regulatory decision made by the regulatory authorities of the People’s Republic of China, Elite Partners is prohibited from engaging in the audit on listed business of Mainland companies outside the Mainland China for a period of five years.

Elite Partners has confirmed in its resignation letter that there are no circumstances or other matters relating to the Resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board and the audit committee of the Company (the “**Audit Committee**”) confirm that there is no disagreement between the Company and Elite Partners and they consider that, save as disclosed above, there are no other matters relating to the Resignation that need to be brought to the attention of the Shareholders.

APPOINTMENT OF AUDITOR

The Board further announces that, with the recommendation from the Audit Committee, it has resolved to appoint CCTH CPA Limited (“CCTH”) as the auditor of the Company with effect from 20 August 2024 to fill the casual vacancy following the Resignation of Elite Partners and to hold office until the conclusion of the next annual general meeting of the Company.

The Audit Committee has taken into account a number of factors in assessing the appointment of CCTH as the new auditor of the Company, including but not limited to (i) CCTH’s audit proposal (including the scope of work, fees and timetable); (ii) its extensive experience, industry knowledge and technical competence in handling audit work for a company listed on the Stock Exchange; (iii) its independence from, and objectivity towards, the Group; (iv) its resources (including manpower) and capabilities; and (v) the relevant guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Board and the Audit Committee have assessed and considered that: (i) CCTH is qualified and suitable to act as the new auditor of the Company; (ii) by reference to the scale of the Group’s business operations and assets, the audit fee agreed with CCTH is commensurate with the scope of audit work required by the Group; and (iii) the appointment of CCTH will maintain the quality of the audits and is in the interests of the Company and the Shareholders as a whole.

The Board would like to extend its warm welcome to CCTH on its appointment as the auditor of the Company.

EXPECTED DELAY IN PUBLICATION OF 2024 INTERIM RESULTS AND DESPATCH OF 2024 INTERIM REPORT

Notwithstanding that the Company has appointed CCTH to fill the casual vacancy following the Resignation of Elite Partners and to commence the review of the unaudited interim results of the Group for the six months ended 30 June 2024 (the “**2024 Interim Results**”) as soon as possible, the Company expects that it will not be able to publish the announcement of the 2024 Interim Results on or before 31 August 2024 (the “**Expected Delay in Publication of 2024 Interim Results**”); and despatch of the interim report for the same period (the “**2024 Interim Report**”) on or before 30 September 2024, respectively, pursuant to Rules 13.49(6) and 13.48(1) of the Listing Rules, as more time will be required for CCTH to complete the review process.

POSTPONEMENT OF BOARD MEETING

The Board announces that due to the Expected Delay in Publication of 2024 Interim Results, the Board meeting to consider and approve the 2024 Interim Results will also be postponed.

Further announcement(s) will be made by the Company in due course in relation to the latest development on the completion of the review process of the 2024 Interim Results, the expected date of publication of the 2024 Interim Results and despatch of the 2024 Interim Report and the date of the meeting of the Board to consider and approve the 2024 Interim Results, etc.

POTENTIAL SUSPENSION OF TRADING

Pursuant to Rule 13.50 of the Listing Rules, the Stock Exchange will normally require suspension of trading in an issuer's securities if an issuer fails to publish periodic financial information in accordance with the Listing Rules. The suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information.

As the Company does not expect to be able to publish the 2024 Interim Results Announcement on or before 31 August 2024, it is currently expected that trading in the shares of the Company on the Stock Exchange will be suspended with effect from 9:00 a.m. on Monday, 2 September 2024 until the publication of the 2024 Interim Results Announcement by the Company.

The Company will make further announcement(s) in accordance with the Listing Rules and the SFO to inform the Shareholders and potential investors of the same as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

By Order of the Board
Jingrui Holdings Limited
Yan Hao
Chairman

Hong Kong, 19 August 2024

As at the date of this announcement, the Board of the Company comprises Yan Hao, Xu Hai Feng and Chen Chao, as executive directors; Chen Xin Ge, as a non-executive director; Han Jiong, Qian Shi Zheng and Lo Wing Yan William, as independent non-executive directors.

* *For identification purpose only*