RICI HEALTHCARE HOLDINGS LIMITED
瑞慈醫療服務控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1526)

PROPOSED CHANGE OF AUDITOR

This announcement is made by Rici Healthcare Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to 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**").

PROPOSED CHANGE OF AUDITOR

The board (the "**Board**") of directors (the "**Directors**") of the Company announces that the Company intends to put forward the resolution of the proposed appointment of Rongcheng (Hong Kong) CPA Limited ("**Rongcheng**", formerly known as CL Partners CPA Limited) as the new auditor of the Company following the resignation of BDO Limited ("**BDO**") as the auditor of the Company on July 27, 2026 (collectively, the "**Proposed Change of Auditor**") at an extraordinary general meeting to be convened and held by the Company (the "**EGM**").

BACKGROUND FOR PROPOSED CHANGE OF AUDITOR

At the last annual general meeting of the Company held on June 17, 2026, BDO was re-appointed as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

However, the Company could not reach a consensus with BDO in respect of the audit fee of the Company for the year ending December 31, 2026 ("**FY2026**"). The Audit Committee has reviewed the audit fee proposals provided by BDO and other professional accounting firms including Rongcheng and considered that the audit fee proposals provided by Rongcheng was more competitive in comparison with BDO's in terms of, among others, fees, details of which will be set out in the circular. After considering the facts and circumstances, the Audit Committee made a recommendation to the Board to seek the approval of the shareholders of the Company (the "**Shareholders**") regarding the Proposed Change of Auditor.

The Board is of the view that the Proposed Change of Auditor will facilitate more effective cost control and a reduction in operating expenses for the Company, thereby enhancing the Group's operational agility. The Board accordingly considers the change to be in the best interest of the Company and its Shareholders as a whole, and therefore proposes to seek the approval of the Shareholders regarding the Proposed Change of Auditor. The Proposed Change of Auditor is subject to the passing of an ordinary resolution at the EGM pursuant to the articles of association of the Company. The Board would like to take this opportunity to thank BDO for its professional services and support in the past years.

On July 23, 2026, the Company conveyed to BDO that the Company was unable to reach a consensus with BDO on the auditor's remuneration and therefore propose to change its auditor for the year ending December 31, 2026. On July 27, 2026, the Company received the resignation letter from BDO, in which it stated that it had decided to tender the resignation as auditors of the Company.

BDO has confirmed in its resignation letter that there is no disagreement between the Company and BDO except for the audit fee for FY2026 and there is no matter in connection with the resignation of BDO as the auditor of the Company that needs to be brought to the attention of the Shareholders.

On July 27, 2026, the Company informed Rongcheng that it had been selected as the proposed incoming auditor, subject to the completion of Rongcheng's internal acceptance procedures. Rongcheng subsequently carried out its internal acceptance process, which included independence and conflict checks and professional clearance procedures with BDO.

The Board further confirmed that, as at the date of this announcement, BDO has not commenced any review or audit work for FY2026. The Proposed Change of Auditor is not expected to have any significant impacts on the annual audit or the release of the Group's annual results for FY2026.

Despite BDO having tendered its resignation on July 27, 2026, the Board, at its meeting held on the same date, resolved to propose a resolution for the Proposed Change of Auditor to be put forward for consideration of the Shareholders at the EGM, adopting the spirit of Rule 13.88 of the Listing Rules. Rule 13.88 of the Listing Rules states that "The issuer must at each annual general meeting appoint an auditor to hold office from the conclusion of that meeting until the next annual general meeting. The issuer must not remove its auditor before the end of the auditor's term of office without first obtaining shareholders' approval at a general meeting. An issuer must send a circular proposing the removal of the auditor to shareholders with any written representations from the auditor, not less than 10 business days before the general meeting. An issuer must allow the auditor to attend the general meeting and make written and/or verbal representations to shareholders at the general meeting."

ASSESSMENT OF THE APPOINTMENT OF RONGCHENG AS THE INCOMING AUDITOR

The Board and the Audit Committee have considered a number of factors regarding the proposed appointment of Rongcheng as the new independent auditor of the Company, including but not limited to: (i) the competence and calibre of Rongcheng including its audit experience in handling audit work for companies listed on the Stock Exchange, and its familiarity with the requirements under the Listing Rules; (ii) its independence and objectivity; (iii) the background and capability of its team; (iv) its reputation in the market; (v) its audit proposal and fee quote, the expected audit scope, audit timetable and resources required; and (vi) the relevant guidance issued by the Accounting and Financial Reporting Council, including the "Guidance Notes on Change of Auditors" and the "Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors".

Based on the above, the Audit Committee has concluded that Rongcheng is independent, competent and capable to act as the auditor of the Company.

THE EGM

The Board and the Audit Committee are of the view that the Proposed Change of Auditor would preserve audit quality while affording the Company greater flexibility in implementing more effective cost control measures to better support its future business development, and that the Proposed Change of Auditor is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board and the Audit Committee recommend the Shareholders to vote in favour of the ordinary resolution in respect of the Proposed Change of Auditor at the EGM.

The EGM will be held for the purpose of considering and, if deemed appropriate, passing the resolution on the Proposed Change of Auditor. To the best of the Directors' knowledge, information, and belief, no Shareholders have material interest in relation to such resolutions and therefore no Shareholder is required to abstain from voting at the EGM. A circular and the notice of the EGM will be despatched to the Shareholders as soon as practicable. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
Rici Healthcare Holdings Limited
Fang Yixin
Chairman

Shanghai, the PRC, July 27, 2026

As at the date of this announcement, the Board comprises four executive Directors, namely Dr. Fang Yixin, Dr. Mei Hong, Mr. Fang Haoze and Ms. Lin Xiaoying; and three independent non-executive Directors, namely Mr. Jiang Peixing, Ms. Wong Sze Wing and Mr. Tian Wenguo.