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彩虹集團新能源股份有限公司
IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

PROPOSED CHANGE OF AUDITORS

This announcement is made by IRICO Group New Energy Company 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**").

I. PROPOSED CHANGE OF AUDITORS

The board (the "**Board**") of directors (the "**Directors**") of the Company, upon the recommendation of the audit committee of the Board (the "**Audit Committee**"), announces that:

(i) it proposes to appoint BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所(特殊普通合夥)) ("**BDO**") as the auditors of the Company (the "**Auditors**") for the financial year ending 31 December 2026 ("**FY2026**"). The proposed appointment is subject to the approval of the shareholders of the Company (the "**Shareholders**") at an extraordinary general meeting to be convened by the Company on 16 December 2026 (the "**2026 EGM**"). If approved by the Shareholders at the 2026 EGM, BDO shall hold office from the date of approval of such appointment at the 2026 EGM until the conclusion of the next annual general meeting of the Company; and

(ii) it also proposes that the Shareholders authorise the Board to determine the remuneration of the Auditors for FY2026.

The incumbent auditors of the Company, namely WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)) ("**WUYIGE**" or the "**Incumbent Auditors**"), have tendered the resignation as the Auditors, with effect from the date on which the appointment of the new Auditors is approved by the Shareholders at the 2026 EGM. The resignation of the Incumbent Auditors is not subject to the Shareholders' approval.

An ordinary resolution to approve the appointment of the new Auditors for FY2026 and to authorise the Board to determine the remuneration of the Auditors FY2026 will be put forward at the 2026 EGM for the consideration and approval of the Shareholders.

II. REASONS FOR AND BACKGROUND OF THE PROPOSED CHANGE OF AUDITORS

The proposed change of Auditors is made in the context of the regulatory framework applicable to the Group as a state-owned enterprise supervised by the State-owned Assets Supervision and Administration Commission of the State Council ("**SASAC**").

Pursuant to the Working Rules for the Administration of Financial Final Account Audit of Central Enterprises (《中央企業財務決算審計管理工作規則》) issued by SASAC and the Administrative Measures for the Selection and Appointment of Accounting Firms by State-owned Enterprises and Listed Companies (Cai Kuai [2023] No.4) (《國有企業、上市公司選聘會計師事務所管理辦法》), China Electronics Corporation (中國電子信息產業集團有限公司) ("**CEC**"), the controlling shareholder of the Company, implemented group wide arrangements to standardise financial final account audit practices and improve the quality of financial final account audit work.

In accordance with the above mentioned regulatory requirements and the Measures for the Administration of Intermediary Institutions for Final Account Audit of China Electronics Corporation (《中國電子信息產業集團有限公司決算審計中介機構管理辦法》), CEC carried out a group wide competitive selection exercise adopting approaches including public tender, competitive negotiation and comparative evaluation to assess accounting firms' professional qualifications, technical capabilities, industry expertise, resource capacity and fee proposals.

Based on the outcome of such group wide competitive selection, CEC issued a recommendation letter recommending BDO as the financial final account audit firm for the Company for the period from 2026 to 2028. The Company may select the accounting firm to undertake its financial final account audit work by reference to CEC's recommendation, and shall observe its own articles of association, complete applicable compliance procedures and submit the relevant matter to the Board or general meeting for consideration and decision. Accordingly, the proposed change of Auditors has been and will be dealt with through the Company's own governance procedures, namely assessment and recommendation by the Audit Committee, deliberation by the Board and approval by the Shareholders at the 2026 EGM.

The Audit Committee conducted its own independent and prudent assessment of BDO, covering its qualifications, independence, resources, industry experience and the reasonableness of the proposed audit fees, before making its recommendation to the Board. The proposed change of Auditors does not stem from any disagreement or unresolved audit related matters between the Group and the Incumbent Auditors.

III. CHRONOLOGY OF KEY EVENTS LEADING TO THE PROPOSED CHANGE OF AUDITORS

Date	Event
12 August 2026	CEC commenced its group wide competitive selection for financial final account audit firms for its group entities for the period from 2026 to 2028.
3 November 2026	CEC issued the recommendation letters in respect of recommended financial final account audit firms to its group entities.
4 November 2026	The Company received CEC's recommendation letter recommending BDO as the financial final account audit firm for the Company for the period from 2026 to 2028.
6 November 2026	The Audit Committee initiated its independent and prudent assessment work in respect of BDO.

19 November 2026	The Audit Committee concluded its independent assessment and made its recommendation to the Board; and the Company communicated with the Incumbent Auditors regarding the proposed change of Auditors.
26 November 2026	The Incumbent Auditors tendered their resignation as the Auditors of the Company.
26 November 2026	The Board deliberated and passed a resolution in respect of the proposed change of Auditors.

IV. SELECTION PROCESS AND ASSESSMENT BY THE AUDIT COMMITTEE

The Audit Committee, which is composed entirely of independent non-executive Directors, has carried out an independent and prudent assessment of the proposed appointment of BDO as the Auditors for FY2026. With reference to the relevant guidelines issued by the Accounting and Financial Reporting Council (the "**AFRC**"), including the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors (the "**Guidelines**") and the Guidance Notes on Change of Auditors, the Audit Committee has taken into account Section 2 of the Guidelines and considered a range of factors in its assessment, which include but are not limited to the matters set out below: (a) reviewed the competitive selection outcome and the relevant recommendation, and satisfied itself that the selection process was conducted on an open, standardised and managed basis consistent with the applicable SASAC requirements; (b) assessed the professional qualifications, practice track record, industry reputation and independence of BDO and its proposed engagement partners; (c) assessed BDO's resources and manpower arrangements, including partner and staff capacity, the proposed engagement team structure and audit timetable; (d) assessed BDO's experience in auditing listed companies and state-owned enterprises in the photovoltaic and new energy industry, as well as its familiarity with Hong Kong auditing standards, PRC auditing standards and the reporting requirements applicable to H share issuers; (e) reviewed BDO's quality management system, investor protection arrangements, and publicly available regulatory inspection and disciplinary records of the firm and its engagement personnel; (f) considered the reasonableness of the proposed audit fee and the basis for its determination; (g) obtained confirmation from BDO that it is independent and that there are no non-audit services, financial interests or other relationships that would impair its independence in respect of the Group. The details of its assessment are summarised below:

- **Governance and leadership** – The Audit Committee reviewed BDO's firm wide governance framework, organisational structure and quality management policies. BDO is a well-established accounting firm with a long-standing professional history, as a member firm of an international accounting network and holding relevant qualifications for servicing PRC and Hong Kong listed issuers. The Audit Committee is satisfied that BDO maintains clear reporting lines, robust accountability arrangements and firm wide policies prioritising audit quality and public interest considerations, which form an effective governance foundation for performing its statutory audit functions.

- **Compliance with relevant ethical requirements** – Based on information provided by BDO and its internal quality management manuals, BDO is committed to complying with the ethical requirements under the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and applicable PRC independence regulatory requirements. BDO has completed internal conflict of interest and independence assessments and has confirmed to the Audit Committee that there are no non-audit services, financial, business or material personal relationships between BDO, its proposed engagement team members and the Group that would impair its independence for the proposed audit engagement. The Audit Committee has performed its own review and is satisfied that no circumstances exist which would impair BDO's independence and objectivity.

- **Industry and technical competence** – The Audit Committee reviewed the background and credentials of BDO and its proposed engagement team, including the engagement partner and engagement quality control reviewer. The proposed team possesses substantial experience in auditing PRC based H share listed issuers, together with relevant industry knowledge covering the photovoltaic and new energy sector. BDO is experienced in applying both Hong Kong and PRC auditing standards as well as complying with H share reporting obligations. Having considered the professional expertise of the proposed team, the Audit Committee is satisfied that BDO possesses the necessary technical competence and industry insight to carry out the statutory audit of the Group.

- **Engagement performance** – The Audit Committee has reviewed BDO's proposed audit approach, audit timetable and planned engagement team structure. The proposed engagement will be led by suitably senior qualified professionals, with appropriate levels of partner and senior staff oversight allocated to the audit work. The Audit Committee is satisfied that BDO's proposed resourcing arrangements are adequate for the scale and complexity of the Group, and that sufficient experienced personnel will be deployed to maintain audit quality throughout the audit cycle.

- **Monitoring process** – The Audit Committee reviewed BDO's firm level quality management and internal monitoring systems established in accordance with applicable HKICPA standards. The Audit Committee also reviewed publicly available regulatory and disciplinary records concerning BDO and its practitioners. BDO has in place internal monitoring and review mechanisms to supervise engagement quality and to address identified deficiencies. Based on such review, the Audit Committee is not aware of any matters that would materially adversely affect BDO's integrity and suitability to act as the Auditors.

- **Communication and interaction with the Audit Committee** – BDO has undertaken to maintain regular, open line communication with the Audit Committee throughout each stage of audit work. BDO will provide timely updates on significant audit findings, key accounting judgements and emerging risks during the audit cycle. The Audit Committee is satisfied that such two way communication arrangements will support effective oversight of audit progress and quality.

Having completed the above assessment covering governance, ethical compliance, competence, resourcing, internal monitoring and communication arrangements, the Audit Committee is satisfied that BDO is independent, professionally competent and suitably qualified to act as the Auditors and has recommended to the Board the appointment of BDO as the Auditors for FY2026.

V. DETAILS OF BDO'S PROPOSED AUDIT PLAN AND TIMETABLE

BDO intends to adopt a risk-based audit approach for the audit of the Group's consolidated financial statements for FY2026. The key phases, indicative timeline and principal audit procedures as proposed by BDO are set out as follows:

Phase	Timeline	Key Procedures and Steps
Planning and preliminary procedures	December 2026	• Complete and execute the transition procedures, and communicate with the Incumbent Auditors. • Arrange interviews and meetings with relevant departments of the Company to further understand the business of the Company. • Determine the scope of the FY2026 audit, identify significant account balances, transactions and disclosures in the financial statements, and assess the related risks.

		• Present the FY2026 audit plan to the management team and the Audit Committee. • Conduct meetings with the Audit Committee to discuss the audit plan and its implementation timetable. • Understand the key business cycles and operational processes, and identify and evaluate the relevant internal controls.
Audit execution phase	December 2026 to February 2027	• Carry out the audit work (including on-site work). • Conduct tests of controls and substantive analytical procedures. • Discuss significant audit matters with management, particularly in areas involving significant assumptions, judgements and estimates.
Audit completion and reporting	March 2027	• Complete the audit of the financial statements and perform internal quality control review. • Hold a closing meeting with the Audit Committee to report the key audit findings and issue the audit report. • Report the key findings relating to the annual results and issue relevant special-purpose procedure reports for SASAC financial final account purposes (as applicable). • Provide management recommendations (if any). • Publish the Group's annual results announcement and annual report for the year ending 31 December 2026.

The Audit Committee reviewed BDO's proposed audit timetable and considered that it provided sufficient time for each audit phase, including planning, fieldwork, review and completion, without undue compression. In assessing the reasonableness of the timetable, the Audit Committee took into account:

(i) the Group's year-end closing process and operational complexity;

(ii) the sequencing of audit procedures across business segments; and

(iii) the Listing Rules requirement for the timely publication of the annual results.

BDO has submitted its overall audit strategy, audit plan and proposed timetable to the Audit Committee. The Audit Committee has reviewed and discussed the proposed audit plan and is satisfied that it is appropriate and sufficient for conducting a quality audit. BDO confirmed that the audit will be conducted in accordance with the applicable auditing standards and in compliance with applicable ethical requirements.

Having considered the matters set out above, the Audit Committee is satisfied that BDO possesses the independence, professional competence and capability, together with sufficient human resources, expertise, quality management procedures and technical resources, to undertake the FY2026 audit and complete it within the proposed timetable without compromising audit quality.

The Board and the Audit Committee are of the view that the proposed appointment of BDO as the Auditors for FY2026 is in the interests of the Company and the Shareholders as a whole. The Board and the Audit Committee confirm that, save as disclosed in this announcement, there are no other circumstances or matters in connection with the proposed change of Auditors that need to be brought to the attention of the Shareholders or the Stock Exchange.

VI. PROPOSED AUDIT FEE AND BASIS OF DETERMINATION

The estimated audit fees for the audit services of the Group for FY2026 range from RMB1.8 million to RMB2.1 million, as compared with the audit service fees of approximately RMB1.97 million for the financial year ended 31 December 2025. The proposed fee has been determined on the following principal bases: (a) the fee level set out in the tender results of CEC's group wide competitive selection for the 2026–2028 financial final account audit firms, which forms the reference price for the Group; (b) the scope of work, which covers the audit of the consolidated financial statements of the Group prepared under the PRC accounting standards, the audit of the financial final accounts for SASAC purposes and the related special procedures, and the audit of subsidiaries within the scope of consolidation; (c) the estimated audit workload, the size and complexity of the Group's operations and the number of entities to be audited; (d) the level of seniority and the number of audit personnel to be assigned to the engagement, and the audit timetable; and (e) the prevailing market level of audit fees for comparable engagements of listed companies in the new energy industry.

The Shareholders will also be asked to authorise the Board to determine the remuneration of BDO for FY2026 at the 2026 EGM. Any material change in the scope of work or in the fee basis will be disclosed in accordance with the Listing Rules.

VII. RESIGNATION OF THE INCUMBENT AUDITORS

The Company has communicated with WUYIGE in respect of the proposed change of Auditors. The Incumbent Auditors have tendered the resignation as the Auditors, which shall take effect on the date on which the appointment of the new Auditors is approved by the Shareholders at the 2026 EGM. Such resignation is not subject to the Shareholders' approval.

The Incumbent Auditors have provided a confirmation to the Company that there are no matters in connection with the proposed change of Auditors that need to be brought to the attention of the Shareholders. Save as disclosed in this announcement, there are no disagreements between the Company and WUYIGE on accounting principles or practices, audit scope, audit procedures or audit opinions, and no other matters requiring disclosure under Rule 13.51(4) of the Listing Rules.

WUYIGE has not commenced the audit of the Group's financial statements for FY2026. The Board considers that the proposed change of Auditors will not have any material adverse impact on the FY2026 audit timetable or the publication of the Group's FY2026 annual results.

The Board would like to take this opportunity to express its sincere gratitude to WUYIGE for its professional services rendered to the Group during its tenure of office.

VIII. BOARD'S RECOMMENDATION AND 2026 EGM

The Board, having considered the recommendation of the Audit Committee, is of the view that the proposed appointment of BDO as the Auditors for FY2026 is in the interests of the Company and the Shareholders as a whole, and recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the 2026 EGM for the appointment of BDO as the Auditors for FY2026 and for the authorisation of the Board to determine the remuneration of the Auditors for FY2026.

A circular containing further information on the proposed change of Auditors, together with the notice of the 2026 EGM, will be published on the website of the Company (http://www.irico.com.cn) and the website of the Stock Exchange (http://www.hkexnews.hk) and be despatched to the Shareholders who request printed copies in due course in accordance with the Listing Rules.

By order of the Board
IRICO Group New Energy Company Limited*
Yang Hua
Chairlady

Shaanxi Province, the People's Republic of China
26 November 2026

As at the date of this announcement, the Board of the Company consists of Ms. Yang Hua and Mr. Gao Feng'an as executive Directors, Mr. Fang Zhongxi as a non-executive Director, Mr. Su Kun, Mr. Li Yong and Ms. Hao Meiping as independent non-executive Directors, and Mr. Yao Rui as an employee Director.

* *For identification purposes only*