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Sunho Biologics, Inc.

盛禾生物控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2898)

CHANGE OF AUDITOR

This announcement is made by Sunho Biologics, Inc. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Listing Rules.

References are made to the Announcements. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

RESIGNATION OF AUDITOR

The Board announces that Zhonghui Anda has resigned as the current Auditor with effect from June 5, 2026, by serving the Resignation Letter to the Board and the Audit Committee on the same day.

Circumstances Leading to the Resignation

The Company disclosed in the announcement dated April 21, 2026 that, after taking into account the situation at the relevant time, it was expected that the 2025 Annual Results would be published by April 30, 2026, subject to the completion of all outstanding work of the 2025 Annual Audit.

However, on April 28, 2026, the Company was informed by Zhonghui Anda that it had not yet completed all outstanding work of the 2025 Annual Audit. As a result of the foregoing, the Company was unable to publish its 2025 Annual Results by April 30, 2026 as previously announced.

In addition, the Stock Exchange imposed the Resumption Guidance on April 30, 2026, which required the Company to publish all outstanding financial results as soon as practicable. As of the date of this announcement, the 2025 Annual Results remained outstanding. If the Company fails to remedy the issues causing its suspension of trading in

the Shares, fulfill the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in the Shares, the Stock Exchange will proceed with the cancellation of the listing of the Shares.

In light of the above situation, the Board considered that it could not reach a consensus with Zhonghui Anda on the timetable for completing the 2025 Annual Audit, and that the appointment of an auditor who could provide a feasible and clearer timetable in this respect would be in the interests of the Company and the Shareholders as a whole. Accordingly, Zhonghui Anda tendered the Resignation Letter on June 5, 2026.

In the Resignation Letter, Zhonghui Anda referred to the Matters and stated that the information and materials requested by it in relation to the Matters remained outstanding. As a result, Zhonghui Anda was unable to determine the nature and extent of further audit procedures required to complete the 2025 Annual Audit, or the time necessary to complete such procedures. In light of the Company's intention to complete the 2025 Annual Audit as soon as practicable, Zhonghui Anda decided to tender the Resignation.

Zhonghui Anda further stated in the Resignation Letter that, having regard to the matters described above and the fact that it had not completed the 2025 Annual Audit, it was not in a position to confirm whether there were any additional matters that should be brought to the attention of the Shareholders or creditors of the Company.

On the other hand, the Board and the Audit Committee confirm that, save as disclosed above, there are no other matters or circumstances in connection with the Resignation that need to be brought to the attention of the Shareholders or creditors of the Company.

APPOINTMENT OF AUDITOR

The Board, having considered the recommendation of the Audit Committee, has resolved to appoint KTC as the new Auditor to fill the casual vacancy in the office of the Auditor following the Resignation and to hold office until the next general meeting of the Company (the "**Appointment of Auditor**").

The Audit Committee has considered a number of factors in assessing the Appointment of Auditor, including but not limited to its (i) governance and leadership; (ii) compliance with relevant ethical requirements; (iii) industry knowledge and technical competence; (iv) engagement performance; (v) communication and interaction with the Audit Committee and the management of the Company (the "**Management**"); (vi) monitoring process; (vii) proposed audit fees; and (viii) proposed audit plan and timetable, as well as the Guidelines for Effective Audit Committees — Selection, Appointment and Re-appointment of Auditors (the "**Guide**") published by the AFRC and the Guidance Notes on Change of Auditors published by the AFRC.

The Audit Committee has considered section 2, particularly paragraph 2.2.4 of the Guide, and is satisfied that KTC is independent, competent and able to perform high quality audits upon the consideration as set out in the Guide, and that KTC has sufficient and appropriate manpower, expertise, time and resources to perform high quality audits of the Company. Set out below are the specific factors considered by the Audit Committee regarding the Appointment of Auditor:

- (i) ***Governance and leadership*** — KTC has been established in Hong Kong for more than 15 years and is a registered Public Interest Entity auditor under the Accounting and Financial Reporting Council Ordinance (Cap. 588 of the Laws of Hong Kong). KTC operates from its office in Hong Kong with a team of seven partners and more than 30 accounting professionals. For audit works in Mainland China, KTC will collaborate with its PRC network firm, Chung Rui Certified Public Accountants (Special General Partnership)* (中瑞誠會計師事務所(特殊普通合夥)), which maintains multiple offices across Mainland China and is able to provide on-the-ground support. KTC has implemented and maintained a quality management system, which is able to identify, assess and respond to quality risks in a systematic and proactive manner.
- (ii) ***Compliance with relevant ethical requirements*** — Based on the information provided by KTC, it maintains strict independence and objectivity in accordance with the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants. KTC has conducted a thorough set of case acceptance procedures, including applicable independence and conflict of interest checks, and has confirmed that there are no financial, business, employment or personal relationships between KTC (including its partners and audit team members) and the Company, the Directors or the Company’s substantial Shareholders that may impair KTC’s independence.
- (iii) ***Industry knowledge and technical competence*** — KTC has a solid track record of providing audit and assurance services to over 30 companies listed in Hong Kong. The engagement partner and the engagement quality reviewer partner of KTC have an average of more than 15 years of experience in providing auditing services. The Audit Committee also understands from KTC that in addition to the engagement partner and the engagement quality reviewer partner, the audit engagement team will comprise more than ten members including audit managers and audit associates. Each of the engagement partner, the engagement quality reviewer partner, the senior audit manager and the audit manager is a Hong Kong Certified Public Accountant who has extensive audit experience in completing audit engagements for companies listed in Hong Kong.
- (iv) ***Engagement performance*** — The Audit Committee has discussed with KTC its preliminary audit plan (the “**Audit Plan**”), which sets out the proposed audit methodology, indicative composition of the engagement team (including Hong Kong and PRC personnel), risk assessment approach and proposed audit timetable for the Group. In the course of these discussions, KTC indicated that approximately 3,000 audit hours are budgeted for the engagement, allocated by staff seniority and location. Having considered the Audit Plan, the information provided by KTC on the planned resourcing and the profiles of the proposed audit engagement team, the Audit Committee is satisfied that the engagement team has been appropriately structured and will have sufficient resources, including expertise and time, to perform a high-quality audit works in accordance with applicable accounting standards.
- (v) ***Communication and interaction with the Audit Committee and the Management*** — Subject to its formal appointment and completion of its acceptance procedures, KTC intends to maintain effective two-way and ongoing communication with the Audit Committee and the Management on auditing matters. This will include, among other things, (a) meetings at the planning stage to discuss audit scope, risk assessment, materiality, timetable and coordination of work; (b) regular updates on audit progress

and any emerging key audit matters; and (c) closing discussions to report significant audit findings, key judgements, any unresolved matters and the proposed audit opinion, so as to ensure that key audit matters are properly addressed in a timely manner.

- (vi) **Monitoring process** — Having considered public information available from the relevant regulatory authorities, as well as the information and confirmations provided by KTC, and to the best knowledge of the Audit Committee, the Audit Committee is not aware of any disciplinary actions concerning KTC in respect of matters relating to integrity, objectivity or independence.
- (vii) **Proposed audit fees** — The Management and the Audit Committee have compared audit fee proposals from KTC and other audit firms, and have considered these proposed fees together with the respective manpower, reputation, industry knowledge and technical competence of the candidates. Having considered the nature and complexity of the 2025 Annual Audit, the Audit Committee is of the view that KTC’s proposed audit fee of RMB2.3 million is fair and reasonable.
- (viii) **Proposed audit plan and timetable** — KTC will adopt a risk-based audit approach whereby KTC will obtain an understanding of the Company’s internal controls and focus its auditing efforts on areas with the highest risk of material misstatement. Set out below is KTC’s proposed audit timetable, which is subject to the progress of the independent investigation to be carried out on the Matters:

Estimated Period	Audit Plan
Early July 2026	<ul style="list-style-type: none"> ● Audit planning meeting with the Audit Committee and the Management
From early July 2026 to mid-August 2026	<ul style="list-style-type: none"> ● Performing audit field works
Mid-September 2026	<ul style="list-style-type: none"> ● Communicating audit findings with the Audit Committee and the Management and circulate draft audit report
End of September 2026	<ul style="list-style-type: none"> ● Finalizing the 2025 Annual Results

Having reviewed and considered the Audit Plan, including the audit methodology, composition of the audit engagement team and proposed audit timetable, and taking into account the deadline for the Company to fulfill the Resumption Guidance, the Audit Committee is of the view that the Audit Plan and the proposed audit timetable are reasonable and sufficient for KTC to carry out necessary audit procedures without compromising the audit quality, and that KTC’s resources are adequate to achieve the proposed audit timetable which would enable the Company to complete the 2025 Annual Audit as soon as possible.

Based on the above, the Audit Committee has assessed and considered that KTC is eligible and suitable to act as the new Auditor, and would have the competence, resources and capability to perform high quality audit. The Board and the Audit Committee are of the view

that the Appointment of Auditor would enable the Company to complete the 2025 Annual Audit as soon as practicable and is in the interests of the Company and the Shareholders as a whole.

CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on April 1, 2026 and will continue to be suspended pending the publication of the 2025 Annual Results by the Company.

Shareholders and potential investors of the Company are advised to exercise due caution when dealing in the securities of the Company. When in doubt, Shareholders and potential investors of the Company are advised to seek advice from professional or financial advisers.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“2025 Annual Audit”	the audit of the Company’s consolidated financial statements for the year ended December 31, 2025
“AFRC”	the Accounting and Financial Reporting Council
“Announcements”	the announcements of the Company dated March 27, 2026, March 30, 2026, April 1, 2026, April 21, 2026, April 27, 2026 and May 3, 2026 in relation to, among other things, the delay in publication of 2025 Annual Results, the suspension of trading in the Shares and the Resumption Guidance
“Audit Committee”	the audit committee of the Board
“Auditor”	the auditor of the Company
“Board”	the board of Directors
“KTC”	KTC Partners CPA Limited, the new Auditor
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Matters”	the matters as set out in the announcement dated April 21, 2026 regarding certain service agreements entered into by the Group and the corresponding upfront payments
“Resignation”	the resignation of Zhonghui Anda as the current Auditor with effect from June 5, 2026

“Resignation Letter”	the resignation letter from Zhonghui Anda to the Board and the Audit Committee dated June 5, 2026
“Resumption Guidance”	the resumption guidance imposed by the Stock Exchange on the Company for the resumption of trading in the Shares on April 30, 2026, details of which have been disclosed in the announcement dated May 3, 2026
“Share(s)”	ordinary share(s) of US\$0.0005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollar(s), the lawful currency of the United States of America
“Zhonghui Anda”	ZHONGHUI ANDA CPA Limited, the current Auditor

By order of the Board
Sunho Biologics, Inc.
Mr. ZHANG Feng
Chairman and executive Director

Hong Kong, June 5, 2026

As at the date of this announcement, the executive Directors are Mr. ZHANG Feng and Ms. JIANG Xiaoling; the non-executive Director is Mr. FAN Rongkui; and the independent non-executive Directors are Mr. CHAN Heung Wing Anthony, Ms. FENG Lan and Mr. SHI Luwen.

* *For identification purpose only*