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BRAINHOLE TECHNOLOGY

BRAINHOLE TECHNOLOGY LIMITED 脑洞科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2203)

CHANGE OF AUDITORS

This announcement is made by Brainhole Technology Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Resignation of Auditors

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that as the Company and the Company’s auditors, SHINEWING (HK) CPA Limited (“**SW**”), could not reach a consensus on the proposed auditor’s remuneration for the financial year ending 31 December 2025, as a result, SW has resigned as the auditors of the Company (the “**Auditors**”) with effect from 5 September 2025. The Board and the audit committee of the Company (the “**Audit Committee**”) reviewed the audit proposals provided by SW as well as other professional accounting firms. In view of the more competitive proposals provided by other professional accounting firms possessing the necessary industry experience, technical knowledge, resource allocation, track record and proposed fees, the Board, with the recommendation of the Audit Committee, considers that the change of Auditors would enhance the cost-effectiveness of the audit of the Group and reduce the overall operating expenses.

The Company has received a letter from SW dated 5 September 2025 confirming that there are no circumstances connected with its resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board and the Audit Committee have also confirmed that, save for the audit fee, there are no other disagreements or unresolved matters between the Company and SW or other circumstances in respect of the change of Auditors that need to be brought to the attention of the Shareholders.

As at the date of this announcement, the Board confirmed that SW has not commenced any audit work on the consolidated financial statements of the Group for the year ending 31 December 2025. The Board believes that the change of Auditors will not have any significant impact on the annual audit of the Group for the year ending 31 December 2025.

The Board would like to take this opportunity to express its sincere gratitude to SW for its professional services and support rendered to the Group in the past years.

Appointment of Auditors

The Board further announces that, with the recommendation of the Audit Committee, it has resolved to appoint Prism Hong Kong Limited (“**Prism**”) as the new Auditors from 5 September 2025 to fill the casual vacancy following the resignation of SW and to hold office until the conclusion of the next annual general meeting of the Company.

The Audit Committee has considered a number of factors in assessing the appointment of Prism as the Auditors, including but not limited to:

- (i) its experience, industry knowledge and technical competence in providing audit work to companies listed on the Stock Exchange;
- (ii) its independence from the Group and objectivity;
- (iii) its resources and capabilities (including but not limited to in terms of manpower and time);
- (iv) the audit proposal and remuneration proposed by Prism with regard to the scope of audit services required by the Group and the size of the Group’s business operations and assets;
- (v) its market reputation and track record; and
- (vi) compliance with 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 Prism to be eligible and suitable to act as the Auditors. The Board and the Audit Committee are of the view that (i) Prism is independent, competent and capable to act as the Auditors; (ii) by reference to the scale of the Group’s business operations and assets, the audit fee agreed with Prism is commensurate with the scope of audit work required by the Group; and (iii) the change of Auditors will maintain audit quality and is in the interest of the Company and the Shareholders as a whole. The Board and the Audit Committee are of the view that the change of Auditors would enhance the cost-effectiveness of the Company’s audit and is in the interest of the Company and the Shareholders as a whole.

The Board would like to take this opportunity to express its warm welcome to Prism on its appointment as the auditor of the Company.

By order of the Board
Brainhole Technology Limited
Zhang Liang Johnson
Chairman and Executive Director

Hong Kong, 5 September 2025

As at the date of this announcement, the Board comprises Mr. Zhang Liang Johnson as executive Director and Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo as independent non-executive Directors.