# Numans Health Food Holdings Company Limited
# 紐曼思健康食品控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2530)**

# INSIDE INFORMATION ON (1) DELAY IN PUBLICATION OF 2025 ANNUAL RESULTS (2) POSSIBLE DELAY IN DESPATCH OF 2025 ANNUAL REPORT AND (3) SUSPENSION OF TRADING

This announcement is made by the board (the "**Board**") of directors (the "**Directors**") of Numans Health Food Holdings Company Limited (the "**Company**", together with its subsidiaries as the "**Group**") pursuant to Rule 13.09(2)(a), 13.49(3)(i) and 13.50 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 3 March 2026 (the "**Announcement**") in relation to the change of auditor and possible delay in publication of the 2025 Annual Results of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

## DELAY IN PUBLICATION OF THE 2025 ANNUAL RESULTS

Pursuant to Rules 13.49(1) and 13.49(2) of the Listing Rules, the Company is required to publish an announcement in relation to its preliminary results based on its financial statements for the year ended 31 December 2025 which have been agreed with the auditor of the Company (the "**Auditor**") not later than three months after the end of the financial year of the Company, i.e., on or before 31 March 2026.

The Board wishes to inform the shareholders of the Company (the "**Shareholders**") that there will be a delay in publication of the 2025 Annual Results as additional time is required by the Auditor to complete the audit process.

The delay in publication of the 2025 Annual Results will constitute non-compliance with Rule 13.49(1) of the Listing Rules. The Company has been using its best endeavours to assist and cooperate with the Auditor to complete the audit process as soon as possible. It is expected that the 2025 Annual Results will be published on or before 30 April 2026.

Rule 13.49(3) of the Listing Rules provides that where an issuer is unable to make an announcement of its preliminary results in accordance with Rules 13.49(1) and 13.49(2) of the Listing Rules, it must announce its results based on the financial results which have yet to be agreed with the auditor (so far as the information is available). The Company, after due and careful consideration, decided not to publish the unaudited management accounts of the Group for the year ended 31 December 2025 at this stage so as to avoid causing confusion to the Shareholders and potential investors of the Company.

In light of the delay in the publication of the 2025 Annual Results, it is expected that the Board meeting for the purpose of considering and approving, among others, the 2025 Annual Results will be postponed. The Company will announce the date of the Board meeting in due course.

## ACTIONS TAKEN BY THE AUDIT COMMITTEE AND REMEDIAL MEASURES

The Audit Committee first became aware of the possible delay in publication of 2025 Annual Results in mid-February 2026 as the necessary procedures for finalising the Group's audited consolidated financial statements for FY2025 might not be completed by 31 March 2026, and the Company may not be able to publish the 2025 Annual Results on or before 31 March 2026.

On or around 10 February 2026, Crowe informed the Company that the resources and efforts required for the audit of the consolidated financial statements of the Group for the year ended 31 December 2025 ("**2025 Annual Audit**") had exceeded their initial anticipation and proposed a fee adjustment.

Between 10 February 2026 to 24 February 2026, as step to avoid delay of publication of 2025 Annual Results, members of the Audit Committee discussed the progress of audit, the major outstanding audit issues with the management team, the requisite timing for resolving the matters, and possible ways forward, including accepting the fee increment proposed by Crowe or appointing a replacement auditor. The Company then sought quotations from three other auditors available from the market, including Forvis Mazars.

Given that Forvis Mazars was the predecessor auditor of the Group for the audit of the consolidated financial statements of the Group for the year ended 31 December 2024 ("**2024 Annual Audit**") and the accounting firm for the execution of the agreed-upon-procedures review in respect of the interim financial information of the Group for the six months ended 30 June 2025 ("**Interim AUP 2025**"), and there is no price advantage noted from the quotations from the other two auditors, the Audit Committee considered Forvis Mazars is a prioritised candidate of an alternate auditor of Crowe.

Having taken into accounts of the discussions with Crowe and Forvis Mazars in meetings held on 27 February 2026, the Audit Committee discussed and reached the conclusion that the increase in audit fee proposed by Crowe should not be accepted for the reasons, including, among others, (i) the fee increment of Crowe is relatively high, with uncertainty of further increment and no commitment on timetable; (ii) the history of Forvis Mazars as auditor of the financial statements of the Group; and (iii) Forvis Mazars processed audit evidence of the opening balances during their 2024 Annual Audit.

On 2 March 2026, the Audit Committee reported its findings to the Board and advised the Board to decline the fee increment proposed by Crowe. On the same day, the Company declined the fee increment proposed by Crowe, and in view of the decline of fee increment, Crowe resigned as auditors of the Company on 3 March 2026, and the Company accepted the proposed appointment of Forvis Mazars, and issued the Announcement regarding the change of auditor.

To ensure the 2025 Annual Audit will be completed on schedule, the Audit Committee has implemented the following measures:

1. Discussed with Forvis Mazars and the management of the Company on the proposed audit schedule for 2025 Annual Audit that the proposed timetable is achievable;

2. Assessed the manpower and resources provided by Forvis Mazars to make sure the manpower and resources devoted to the 2025 Annual Audit is sufficient; and

3. Requested the management of the Company to report on the progress of Audit on weekly basis until the publication of the 2025 Annual Results to ensure issues pertaining to audit (if any) can be address in a timely manner.

As at the date of this announcement, the Audit Committee noted that the progress of audit of 2025 Annual Audit is in line with the proposed timetable and no material issues which would hinder the progress of the 2025 Annual Audit were identified.

The Company believes that this is a one-off incident. To prevent re-occurrence of such delay in results publication in the future, the Group will further strengthen the Group's internal control policies and implement the following remedial and improvement measures:

1. Improved the Company's financial management policy and created a contingency plan detailing the actions to be taken if any key personnel are unavailable, including but not limited to forming a team of personnel for better monitoring and communication going onwards. This plan will specify timelines for document preparation and audit processes to reduce delays, ensuring smooth operations when key personnel becomes unavailable;

2. Actions taken to ensure adequate time and financial staff are allocated for audit work and its preparation in coming years which will involve starting the necessary tasks earlier to prevent any delays in the publication of the Group's results in the future;

3. Proactive audit engagement to be commenced for the audit for the year ending 31 December 2026 ("**FY2026**") as an ongoing process: to engage with the Auditor early in the process to identify and proactively address any potential audit issues before these issues become major roadblocks;

4. Early audit planning by October 2026 for FY2026: to hold an audit planning meeting with the Auditor and the Audit Committee earlier to facilitate comprehensive preparation and ensure alignment on audit requirements and processes, and to start the necessary tasks earlier;

5. Internal audit planning by December 2026 for the audit for FY2026 and annually thereafter: an internal annual audit planning meeting among the members of the Audit Committee will be held at least 2 weeks before each financial year ending date to ensure the requested documents, information, timelines and processes of the annual audit be properly communicated and discussed with the key personnel at subsidiary level to reduce delays;

6. Board-level supervision requirement to be implemented by April 2026: Board level supervision for any future departures of key finance personnel to ensure proper and completed handover to prevent negative impact on audit procedures.

In light of the above, the Audit Committee is of the view that the measures and/or improvements proposed/implemented by the Company are appropriate, effective and adequate.

## POSSIBLE DELAY IN DESPATCH OF 2025 ANNUAL REPORT

Pursuant to Rule 13.46(2) of the Listing Rules, the Company is required to despatch its annual report for the year ended 31 December 2025 (the "**2025 Annual Report**") to the Shareholders no later than four months after the end of the financial year of the Company, i.e. on or before 30 April 2026. Due to the delay in the publication of the 2025 Annual Results, it is expected that there may be a possible delay in the despatch of the 2025 Annual Report.

The possible delay in despatch of the 2025 Annual Report, if materialised, will constitute a noncompliance with Rule 13.46(2) of the Listing Rules. The expected date of despatch of the 2025 Annual Report will be announced as and when appropriate.

## 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, and the suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information. Accordingly, trading in the shares of the Company on the Stock Exchange will be suspended with effect from 9:00 a.m. on Wednesday, 1 April 2026 pending the publication of the 2025 Annual Results by the Company.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By Order of the Board
**Numans Health Food Holdings Company Limited**
**Wang Ping**
*Chairman*

Hong Kong, 31 March 2026

*As at the date of this announcement, the Board comprises Mr. Wang Ping and Ms. Cui Juan as executive Directors, Mr. Chan Hok Leung as non-executive Director, and Ms. Yim Wing Yee, Mr. Lau Kwok Fai Patrick and Mr. Yu Tsz Ngo as independent non-executive Directors.*