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江南布衣
JIANGNANBUYI

JNBY Design Limited **江南布衣有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號: 3306)

PROPOSED CHANGE OF AUDITOR

建議變更核數師

This announcement is made by the board of directors (the “**Board**”) of JNBY Design Limited (the “**Company**”) 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**”).

本公告由江南布衣有限公司(「**本公司**」)董事會(「**董事會**」)根據香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)第13.51(4)條作出。

The Board hereby announces that the current auditor of the Company, PricewaterhouseCoopers (“**PwC**”) will retire as the auditor of the Company upon expiration of its current term of office at the conclusion of the forthcoming annual general meeting of the Company to be held on Thursday, 30 October 2025 (the “**AGM**”) and will not be re-appointed. Taking into account that PwC has been holding office as the auditor of the Company since its listing in 2016, the audit committee of the Company (the “**Audit Committee**”) and the Board decided to change the auditor and are of the view that the proposed change of auditor is consistent with good corporate governance measures, beneficial to maintaining the independence and objectivity of external auditor, and in the best interests of the Company and its shareholders (the “**Shareholders**”) as a whole.

董事會謹此宣佈，本公司現任核數師羅兵咸永道會計師事務所(「**羅兵咸永道**」)將於其當前任期屆滿後(即本公司將於二零二五年十月三十日(星期四)舉行的應屆股東週年大會(「**股東週年大會**」)結束時)退任本公司核數師，且將不會獲續聘。鑒於羅兵咸永道自本公司於二零一六年上市以來一直擔任核數師，本公司審核委員會(「**審核委員會**」)及董事會決定變更核數師並認為，建議變更核數師符合良好企業管治操守，有助維持外部核數師的獨立性及客觀性，且符合本公司及其股東(「**股東**」)的整體最佳利益。

With the recommendation of the Audit Committee, on 29 September 2025, the Board resolved to propose at the AGM a resolution to approve the appointment of Deloitte Touche Tohmatsu (“**Deloitte**”) as the new auditor of the Company with effect from the conclusion of the AGM and to hold office until the conclusion of the next annual general meeting of the Company. Such proposed appointment is subject to the approval of the Shareholders at the AGM. Deloitte is currently undergoing certain internal procedures in relation to its proposed appointment. The Company will make further announcement(s) to inform its Shareholders once an appointment is formally made.

The Audit Committee has considered a number of factors when recommending Deloitte as the new auditor of the Company to the Board, including but not limited to (i) their experience in handling audit work for companies listed on the Stock Exchange, their industry knowledge and their familiarity with the requirements under the Listing Rules and the HKFRS Accounting Standards; (ii) their resources allocation, quality and capability including but not limited to manpower, time and other resources allocation; (iii) their independence and objectivity; (iv) their audit fee; (v) their market reputation; (vi) the “Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors” issued by the Accounting and Financial Reporting Council (“**AFRC**”) in December 2021 (the “**Guide**”), including section 2 “Selection and Appointment of Auditors” of the Guide; and (vii) the “Guidance Notes on Change of Auditors” published by AFRC in September 2023. Based on the above, the Audit Committee has assessed and considered that Deloitte is independent, competent and capable (including manpower, expertise, time and other resources) to perform a high-quality audit and is suitable to act as the new auditor of the Company.

The Company was incorporated under the laws of Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of Cayman Islands for the retirement auditor to confirm to the Company whether or not there is any circumstance connected with its retirement which it considers should be brought to the attention of the Shareholders and creditors of the Company. PwC has therefore not issued such confirmation. The Board and the Audit Committee also confirmed that there was no disagreement between the Company and PwC or other matters relating to the proposed change of auditor that need to be brought to the attention of the Shareholders.

經審核委員會推薦，於二零二五年九月二十九日，董事會決議在股東週年大會上提呈一項決議案，以批准委任德勤•關黃陳方會計師行(「**德勤**」)為本公司的新任核數師，自股東週年大會結束起生效，任期直至本公司下屆股東週年大會結束為止。該建議委任須待股東於股東週年大會上批准後方可作實。德勤目前正就其建議委任進行若干內部程序。於正式委任後，本公司將另行刊發公告以知會其股東。

審核委員會向董事會推薦德勤為本公司新任核數師時已考慮多項因素，包括但不限於(i)其在處理聯交所上市公司審計工作方面的經驗、行業知識以及對上市規則及香港財務報告準則會計準則規定的熟悉程度；(ii)其資源配置、質素及能力，包括但不限於人力、時間及其他資源配置等；(iii)其獨立性及客觀性；(iv)其審計費用；(v)其市場聲譽；(vi)會計及財務匯報局(「**會財局**」)於二零二一年十二月頒佈的《審計委員會有效運作指引 – 甄選、委任及重新委任核數師》(「**該指引**」)，包括該指引第二部分《甄選及委任核數師》；及(vii)會財局於二零二三年九月刊發的《更換核數師的指導說明》。基於以上所述，審核委員會已評估及認為德勤乃獨立並勝任且有能力(包括人力、專業知識、時間和其他資源)進行高質素的審計工作，故適合擔任本公司的新任核數師。

本公司根據開曼群島法律註冊成立且據董事會所知，開曼群島法律並無規定退任核數師須向本公司確認是否存在有關彼退任的任何情況令彼認為須提請股東及本公司債權人垂注。因此，羅兵咸永道並無出具有關確認書。董事會及審核委員會亦確認，本公司與羅兵咸永道概無意見分歧，亦無有關建議變更核數師的其他事項須提請股東垂注。

The Board would like to take this opportunity to express its sincere gratitude to PwC for its professional and quality services rendered to the Company during the past years. A circular containing, among other things, further details of the proposed change of auditor, together with a notice of the AGM, will be sent to the Shareholders in due course.

By order of the Board
JNBY Design Limited

Wu Jian
Chairman and Executive Director

Hong Kong, 29 September 2025

As at the date of this announcement, Mr. Wu Jian, Ms. Li Lin and Ms. Wu Huating are the executive directors of the Company; Mr. Wei Zhe is the non-executive director of the Company; and Mr. Lam Yiu Por, Ms. Han Min, Mr. Hu Huanxin and Mr. Wong Shun Tak are the independent non-executive directors of the Company.

董事會謹藉此機會，對過往年度羅兵咸永道向本公司提供的專業及優質服務深表謝意。一份載有(其中包括)建議變更核數師的進一步詳情及股東週年大會通告的通函，將適時發送予股東。

承董事會命
江南布衣有限公司

主席兼執行董事
吳健

香港，二零二五年九月二十九日

於本公告日期，本公司執行董事為吳健先生、李琳女士及吳華婷女士；本公司非執行董事為衛哲先生；以及本公司獨立非執行董事為林曉波先生、韓敏女士、胡煥新先生及王舜德先生。