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IDT INTERNATIONAL LIMITED

萬威國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 167)

**ANNOUNCEMENT OF THE ANNUAL RESULTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

FINANCIAL HIGHLIGHTS

- Revenue amounted to approximately HK\$112.9 million (FY2024: approximately HK\$173.3 million).
- Gross profit amounted to approximately HK\$16.5 million (FY2024: approximately HK\$54.2 million).
- Total operating expenses amounted to approximately HK\$13.8 million (FY2024: approximately HK\$27.2 million).
- Profit for the year amounted to approximately HK\$69.1 million (FY2024: approximately HK\$114.6 million).
- The Board does not recommend dividend for FY2025 (FY2024: nil).

The board of directors (the “**Board**” or the “**Directors**”) of IDT International Limited (the “**Company**”) presents the consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2025 (“**FY2025**”) together with comparative audited figures for the year ended 31 December 2024 (“**FY2024**”).

* For identification purposes only

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
Revenue	4	112,943	173,332
Cost of goods sold		<u>(96,430)</u>	<u>(119,140)</u>
Gross profit		16,513	54,192
Other income and gains, net	5	69,912	350
Gain on de-consolidation of subsidiaries		–	103,540
Reversal (Charge) of loss allowance on financial assets		216	(2,129)
Distribution and selling expenses		(2,481)	(1,048)
General administrative and other operating expenses		(11,328)	(26,200)
Finance costs	6	<u>(2,169)</u>	<u>(2,671)</u>
Profit before taxation	6	70,663	126,034
Taxation	7	<u>(1,562)</u>	<u>(11,413)</u>
Profit for the year		69,101	114,621
Other comprehensive income (loss):			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<u>6,146</u>	<u>(2,315)</u>
Total comprehensive income for the year		<u>75,247</u>	<u>112,306</u>
Profit for the year attributable to:			
– Owners of the Company		69,101	114,621
– Non-controlling interests		<u>–</u>	<u>–</u>
		<u>69,101</u>	<u>114,621</u>
Total comprehensive income for the year attributable to:			
– Owners of the Company		75,247	112,306
– Non-controlling interests		<u>–</u>	<u>–</u>
		<u>75,247</u>	<u>112,306</u>
Earnings per share			
Basic and diluted (<i>HK cents</i>)	9	<u>19.33</u>	<u>264.51</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
Non-current assets			
Property, plant and equipment	10	456	–
Right-of-use assets		468	1,803
Goodwill		–	–
Deposit for acquisition of property, plant and equipment	10	84,869	–
		<u>85,793</u>	<u>1,803</u>
Current assets			
Inventories		51	123
Trade and other receivables	11	30,305	76,760
Bank balances and cash		58,211	2,182
		<u>88,567</u>	<u>79,065</u>
Current liabilities			
Trade and other payables	12	53,623	92,552
Contract liabilities		7,828	7,623
Borrowings	13	1,310	1,217
Lease liabilities		480	1,351
Tax payable		2,809	9,665
Loan from the Creditor	14	–	196,598
		<u>66,050</u>	<u>309,006</u>
Net current assets (liabilities)		<u>22,517</u>	<u>(229,941)</u>
Total assets less current assets (liabilities)		<u>108,310</u>	<u>(228,138)</u>
Non-current liabilities			
Lease liabilities		–	472
Unlisted secured bonds	15	28,524	–
NET ASSETS (LIABILITIES)		<u>79,786</u>	<u>(228,610)</u>
Capital and reserves			
Share capital		259,999	259,999
Reserves		(180,306)	(488,702)
Equity attributable to owners of the Company		79,693	(228,703)
Non-controlling interests		93	93
TOTAL EQUITY (NET DEFICIT)		<u>79,786</u>	<u>(228,610)</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Attributable to owners of the Company					Sub-total	Non-controlling interests	Total
	Share capital	Share premium	Other reserve	Translation reserve	Accumulated losses			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Note (a))	(Note (c))	(Note (d))				
At 1 January 2024	259,999	165,043	32,466	(101,641)	(696,876)	(341,009)	93	(340,916)
Profit for the year	-	-	-	-	114,621	114,621	-	114,621
Other comprehensive loss								
<i>Item that may be reclassified subsequently to profit or loss:</i>								
Exchange differences arising on translation of foreign operations	-	-	-	(2,315)	-	(2,315)	-	(2,315)
Total comprehensive (loss) income for the year	-	-	-	(2,315)	114,621	112,306	-	112,306
At 31 December 2024	<u>259,999</u>	<u>165,043</u>	<u>32,466</u>	<u>(103,956)</u>	<u>(582,255)</u>	<u>(228,703)</u>	<u>93</u>	<u>(228,610)</u>

Attributable to owners of the Company

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i> <i>(Note (a))</i>	Contributed surplus <i>HK\$'000</i> <i>(Note (b))</i>	Other reserve <i>HK\$'000</i> <i>(Note (c))</i>	Translation reserve <i>HK\$'000</i> <i>(Note (d))</i>	Accumulated losses <i>HK\$'000</i>	Sub-total <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2025	<u>259,999</u>	<u>165,043</u>	<u>-</u>	<u>32,466</u>	<u>(103,956)</u>	<u>(582,255)</u>	<u>(228,703)</u>	<u>93</u>	<u>(228,610)</u>
Profit for the year	-	-	-	-	-	69,101	69,101	-	69,101
Other comprehensive loss									
<i>Item that may be reclassified subsequently to profit or loss:</i>									
Exchange differences arising on translation of foreign operations	-	-	-	-	6,146	-	6,146	-	6,146
Total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>6,146</u>	<u>69,101</u>	<u>75,247</u>	<u>-</u>	<u>75,247</u>
Transactions with owners									
Capital reduction	(233,999)	-	233,999	-	-	-	-	-	-
Cancellation of share premium	-	(165,043)	165,043	-	-	-	-	-	-
Issue of new shares upon placing	233,999	-	-	(850)	-	-	233,149	-	233,149
Total transactions with owners	<u>-</u>	<u>(165,043)</u>	<u>399,042</u>	<u>(850)</u>	<u>-</u>	<u>-</u>	<u>233,149</u>	<u>-</u>	<u>233,149</u>
At 31 December 2025	<u>259,999</u>	<u>-</u>	<u>399,042</u>	<u>31,616</u>	<u>(97,810)</u>	<u>(513,154)</u>	<u>79,693</u>	<u>93</u>	<u>79,786</u>

Notes:

- (a) The application of share premium is governed by Section 40 of the Bermuda Companies Act 1981.
- (b) The contributed surplus represents the residual balance pursuant to the Group proposes executed the Capital Reorganisation that took place in current year.
- (c) Other reserve has been set up and is dealt with in accordance with the accounting policies adopted for changes in the Group's ownership interest in its subsidiaries which do not result in a loss of control. This reserve also includes the incremental costs directly attributable to the Subscription that took place in current year.
- (d) Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

1. GENERAL INFORMATION

IDT International Limited (the “**Company**”, together with its subsidiaries are collectively referred to as the “**Group**”), was incorporated in Bermuda as an exempted company with limited liability. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). In the opinion of the director of the Company, the ultimate holding company undertaking is Pinghu City Finance Bureau*. The addresses of the registered office and principal place of business of the Company is located at Unit 612, 6/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

The Company acts as an investment holding company while its subsidiaries are principally engaged in the design, development, manufacture, sales and marketing of various electronic products. The Board has already considered it commercially imperative to upgrade the Group’s product ecosystem toward AI integration, and the Group has made prepayments for equipment as the initial step in expanding its technology infrastructure and advancing its strategic transformation.

2. BASIS OF PRESENTATION

Basis of preparation

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards, which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations as issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure requirements under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) which is the same as the functional currency of the Company. All amounts have been rounded to the nearest thousand.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2024 consolidated financial statements except for the adoption of the new/revised HKFRS Accounting Standards that are relevant to the Group and effective from the current year as set out in note 3 to the consolidated financial statements.

* *For identification purposes only*

Going concern

The Group, through the implementation of various effective measures, including but not limited to the completion of the Capital Reorganisation and the Subscription in the first quarter of 2025, significantly improved its financial position for the year ended 31 December 2025. As at 31 December 2025, the Group recorded net current assets and net assets of approximately HK\$22,517,000 and HK\$79,786,000 respectively, and the Group's bank balances and cash also substantially increased to approximately HK\$58,211,000.

The management of the Group has reviewed the current performance and cash flow forecast prepared by the management as part of their assessment of the Group's ability to continue as a going concern, and after carefully considering the matters described below, the directors have a reasonable expectation that the Group is able to continue as a going concern for at least the next twelve months from the end of the reporting period and to meet its obligations, as and when they fall due, having regard to the followings:

1. the Group is actively identifying potential investor(s) to provide continuous financial support to the Group or negotiating external financing, including but not limited to obtaining further loan facilities, renewing or refinancing the loan facilities upon maturity, as is necessary to enable the Group to meet its day-to-day operations and its financial obligations as they fall due. In March 2026, the Group completed the 2026 Placing (as defined in note 17) to new investors with net proceeds amounting to approximately HK\$160.68 million;
2. the Group is implementing measures to control costs and generate adequate cash flows to meet its current and future obligations. Relevant actions include streamlining the existing group structure and identifying and securing new business opportunities to improve profitability; and
3. the Group is continuously expanding its product portfolio to meet new customer demands and enhance the Group's market competitiveness.

Consequently, the management of the Company have concluded that the Group has adequate resources to continue in operational existence for the foreseeable future and that there are no material uncertainties related to events or conditions which, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern.

Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

4. REVENUE AND SEGMENT INFORMATION

The Group principally engages in the design, development, manufacture, sales and marketing of various electronic products.

HKFRS 8 Operating Segments requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the executive directors and chief executive officer, being the CODM, in order to allocate resources to the segments and to assess their performance. As the Group has only one reportable operating segment, no further analysis for segment information is presented.

Performance obligations for contracts with customers

Sales of goods (revenue recognised at a point in time)

Revenue represents the amounts received and receivable for goods sold by the Group to external customers, net of sales related taxes. Revenue is recognised when control of the goods has been transferred, being when the goods have been shipped to the customer's specific location (delivery). Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term for customers is normally up to 90 days (2024: 90 days) upon delivery or payment in advance is normally required.

During the years ended 31 December 2025 and 2024, all performance obligations for sales of goods are for period of one year or less. As permitted under HKFRS 15, the transaction price allocated to unsatisfied performance obligations at the end of the reporting period is not disclosed.

The timing of revenue recognition of all revenue from contracts with customers is at a point in time during the years ended 31 December 2025 and 2024.

Geographical information

Information about the Group's revenue from external customers is presented based on the location of customers are detailed below:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The Chinese Mainland	37,257	133,425
Asia Pacific (excluding the Chinese Mainland)	20,104	10,556
The United States of America	10,643	10,354
Europe	44,939	18,758
Others	—	239
	<hr/>	<hr/>
Total (Note a)	112,943	173,332

Note:

- (a) The revenue from contracts with customers within HKFRS 15 is based on fixed price and recognised at a point in time. The amount of revenue recognised for the year that was included in the contract liabilities at the beginning of the Year was approximately HK\$7,166,000 (2024: Nil).

The following table sets out information about the geographical location of the Group's non-current assets (excluding deposit for acquisition of property, plant and equipment), which is based on the physical location of the assets:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong	303	708
The Chinese Mainland	<u>621</u>	<u>1,095</u>
	<u><u>924</u></u>	<u><u>1,803</u></u>

Information about major customers

Revenue from a customer contributing over 10% of the total revenue of the Group is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Customer A	25,147	N/A <i>(Note)</i>
Customer B	19,792	N/A <i>(Note)</i>
Customer C	N/A <i>(Note)</i>	21,443
Customer D	<u>N/A <i>(Note)</i></u>	<u>19,754</u>

Note: The corresponding revenue contributed less than 10% of the total revenue of the Group during the respective year.

5. OTHER INCOME AND GAINS, NET

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Bank interest income	25	1
Exchange (losses) gains, net	(219)	172
Gain on waiver of loan from the Creditor <i>(note 14)</i>	48,300	–
Gain on settlement of the loan from the Creditor by issuance of the Bonds <i>(note 15)</i>	21,806	–
Others	<u>–</u>	<u>177</u>
	<u><u>69,912</u></u>	<u><u>350</u></u>

6. PROFIT BEFORE TAXATION

This is stated after charging:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Finance costs		
Interest on the Bonds (<i>note 15</i>)	2,030	–
Interest on borrowings	93	2,616
Interest on lease liabilities	46	55
	<u>2,169</u>	<u>2,671</u>
Staff costs		
Directors' emoluments	960	370
Retirement benefits scheme contributions for other staff	736	217
Salaries, allowances and other benefits in kinds for other staff	2,927	2,949
	<u>4,623</u>	<u>3,536</u>
Total staff costs		
	<u>4,623</u>	<u>3,536</u>
Auditor's remuneration		
– Audit services	1,680	1,600
– Non-audit services	200	550
Cost of inventories	96,430	119,140
Legal and professional fees	3,050	18,282
Depreciation of property, plant and equipment (included in “General administrative and other operating expenses”)	63	–
Depreciation of right-of-use assets (included in “General administrative and other operating expenses”)	1,383	900
Rental expenses recognised under short-term lease (included in “General administrative and other operating expenses”) (<i>note</i>)	19	3
	<u>19</u>	<u>3</u>

Note:

At 31 December 2025, the Group was committed to pay approximately HK\$21,000 (2024: HK\$17,000) for a short-term lease.

7. TAXATION

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Current tax		
The Chinese Mainland Enterprise Income Tax:		
Current year	<u>1,562</u>	<u>11,413</u>
Total income tax expenses for the year	<u><u>1,562</u></u>	<u><u>11,413</u></u>

Entities incorporated in Hong Kong are subject to Hong Kong Profits Tax. On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Under the Law of the Chinese Mainland on Enterprise Income Tax (“**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate for the Chinese Mainland subsidiaries is 25% for the years ended 31 December 2025 and 2024.

8. DIVIDEND

No dividend was paid or proposed for the years ended 31 December 2025 and 2024, nor has any dividend been proposed since the end of the reporting periods.

9. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company for the years ended 31 December 2025 and 2024 is based on the following data:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Profit for the year attributable to owners of the Company for the purpose of basic earnings per share	<u>69,101</u>	<u>114,621</u>
Number of ordinary shares:		
Weighted average number of ordinary shares for the purposes of basic earnings per share (<i>note</i>)	<u><u>357,469,369</u></u>	<u><u>43,333,218</u></u>

Note:

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share was on the basis as if the Capital Reorganisation had been effective on 1 January 2024.

Diluted earnings per share is the same as basic earnings per share as there was no potential ordinary share in issue for the years ended 31 December 2025 and 2024.

10. PROPERTY, PLANT AND EQUIPMENT

	Furniture, fixture and equipment <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Plant and machinery <i>HK\$'000</i>	Total <i>HK\$'000</i>
COST				
At 1 January 2024 and 31 December 2024	180,884	1,180	193,630	375,694
Addition	—	—	519	519
	<u>180,884</u>	<u>1,180</u>	<u>194,149</u>	<u>376,213</u>
At 31 December 2025	<u>180,884</u>	<u>1,180</u>	<u>194,149</u>	<u>376,213</u>
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES				
At 1 January 2024 and 31 December 2024	180,884	1,180	193,630	375,694
Depreciation	—	—	63	63
	<u>180,884</u>	<u>1,180</u>	<u>193,693</u>	<u>375,757</u>
At 31 December 2025	<u>180,884</u>	<u>1,180</u>	<u>193,693</u>	<u>375,757</u>
NET CARRYING AMOUNT				
At 31 December 2025	<u>—</u>	<u>—</u>	<u>456</u>	<u>456</u>
At 31 December 2024	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

During the year, deposits of approximately HK\$84,869,000 were paid to suppliers for the acquisition of machinery and equipment. The delivery and installation of the machinery and equipment are expected to be completed in the first half of 2026.

11. TRADE AND OTHER RECEIVABLES

	<i>Note</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade receivables		42,622	99,360
Less: Loss allowance for ECL		<u>(28,882)</u>	<u>(28,997)</u>
Other receivables	(a)	<u>13,740</u>	70,363
		<u>16,565</u>	<u>6,397</u>
Total trade and other receivables		<u><u>30,305</u></u>	<u><u>76,760</u></u>

(a) Trade receivables

The following is the ageing analysis of trade receivables (net of loss allowance for ECL) presented based on the invoice date which approximate the respective revenue recognition date at the end of the reporting period.

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0 to 30 days	7,241	18,504
31 to 60 days	384	2,961
61 to 90 days	5,320	13,748
Over 90 days	<u>795</u>	<u>35,150</u>
	<u><u>13,740</u></u>	<u><u>70,363</u></u>

The ageing analysis of the trade receivables, net of loss allowance, by due date at the end of the reporting period is as follows:

	2025	2024
	HK\$'000	HK\$'000
Not yet due	<u>12,945</u>	<u>35,213</u>
Past due:		
Within 30 days	–	9,662
31 to 60 days	50	16,110
61 to 90 days	–	2,015
Over 90 days	<u>745</u>	<u>7,363</u>
	<u>795</u>	<u>35,150</u>
	<u>13,740</u>	<u>70,363</u>

The Group normally allows credit periods up to 90 days (2024: 90 days) to its customers upon the issuance of invoices, except for certain customers are required to make advance payment. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Before accepting any new customers, the management of the Group will base on the credit quality of the potential customers to define credit limits. Credit limits to customers are reviewed annually. In determining the recoverability of the trade receivables, the management of the Group considered any subsequent change in the credit quality of the trade receivables from the date when the credit was initially granted.

At 31 December 2025, included in the Group's trade receivables balances are debtors with aggregate carrying amount of approximately HK\$745,000 (2024: HK\$7,363,000) which are past due over 90 days at the end of the reporting period. The Group does not hold any collateral over these balances.

12. TRADE AND OTHER PAYABLES

		2025	2024
	<i>Note</i>	HK\$'000	HK\$'000
Trade payables	<i>(a)</i>	23,622	39,205
Other payables		<u>30,001</u>	<u>53,347</u>
Total trade and other payables		<u>53,623</u>	<u>92,552</u>

(a) **Trade payables**

The following is the ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0 to 30 days	6,024	19,281
31 to 60 days	–	1,255
61 to 90 days	–	–
Over 90 days	<u>17,598</u>	<u>18,669</u>
	<u><u>23,622</u></u>	<u><u>39,205</u></u>

The trade payables are interest-free with normal credit terms up to 90 days (2024: 90 days).

13. BORROWINGS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Current (<i>note</i>)		
Unsecured borrowings from other creditors	936	936
Interest payables	<u>374</u>	<u>281</u>
	<u><u>1,310</u></u>	<u><u>1,217</u></u>

Note:

At 31 December 2025 and 2024, the loan balance represented borrowing from a creditor of approximately US\$100,000 which is unsecured and guaranteed by the former controlling shareholder of the Company, interest-bearing at 10.0% per annum and repayable on demand.

14. LOAN FROM THE CREDITOR

At 31 December 2024, the balance represents loan advanced from a creditor (the “**Creditor**”) which was unsecured, interest-free and repayable on demand.

On 13 March 2025, the Company entered a deed of settlement with the Creditor (the “**Deed**”), facilitated by Leaping Success Investments Limited as the bond agent. The agreement acknowledges a total debt of HK\$196,600,000 which the Company has agreed to settle through a combination of cash payment and the issuance of bonds. The Company paid a cash payment of HK\$100,000,000 from the Company and issued the Bonds (as defined in note 15) as a full and final settlement of the total indebtedness owing to the Creditor.

As a result of the aforesaid settlement arrangement, a gain on waiver of loan from the Creditor of HK\$48,300,000 recognised in profit or loss for the year.

15. UNLISTED SECURED BONDS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
At the beginning of the reporting period	–	–
Issued during the period	26,494	–
Interest expenses	2,030	–
	<u>28,524</u>	<u>–</u>

On 13 March 2025, the Company issued a 10-year coupon unlisted secured bonds with the aggregate principal amount of HK\$48,300,000 (the “**Bonds**”). The Bonds shall bear interest at a rate of 0% per annum for the initial 3 years, 3% per annum for the following 3 years and 5% per annum for the remaining 4 years. No repayment in cash or kind will be made for the first 3 years from the date of issuance. Coupon payments will be made annually on the 4th to the 10th anniversary of the issue date of the Bonds in accordance with the coupon rates. On maturity, the Company shall repay 100% of the principal amount of the Bonds then outstanding, together with accrued and unpaid interest thereon. At the issue date, the fair value of the Bonds amounted to HK\$26,494,000, which was valued by an independent qualified professional valuer based on the present value of the expected cash flows and using a risk adjusted discount rate of 9.41% as input. The risk-adjusted discount rate was determined with reference to the interest rates of bonds issuers with similar credit ratings of the Company. Subsequently, the Bonds were measured at amortised cost, by using an effective interest rate. A gain of approximately HK\$21,806,000 arising from the settlement of the loan from the Creditor through the issuance of the Bonds was recognised in profit or loss for the year ended 31 December 2025.

During the year ended 31 December 2025, interest on Bonds for an amount of HK\$2,030,000 was charged to profit or loss.

In addition to the Bonds issuance, the Company has provided collateral to secure the Bonds obligations. This includes (i) a share charge over the entire issued share capital in Oregon Energy Technology Limited (“**OET**”), a subsidiary of the Company; and (ii) a corporate guarantee by the Company.

16. CONTINGENT LIABILITIES/LITIGATIONS

	<i>Note</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
At the beginning of the reporting period		–	2,874
Released upon de-consolidation of a subsidiary	<i>(b)</i>	–	(2,874)
At the end of the reporting period		<u>–</u>	<u>–</u>

- (a) In 2020, the Group received a notice from the Chinese Mainland District Court stating that a supplier of the Group in the Chinese Mainland has initiated legal action against certain subsidiaries of the Group in the Chinese Mainland by claiming the allegedly due and unpaid balance of subcontracting fees from the Group. In respect of the aforesaid due and unpaid balance of subcontracting fees, approximately HK\$5,454,000 had been recognised in “Trade payables”.

According to final judgements dated 8 August 2022 issued by the Chinese Mainland District Court, the Group was liable to make payment of approximately RMB4,914,000 and approximately RMB111,000 (equivalent to approximately HK\$5,476,000 and approximately HK\$124,000) as settlement of subcontracting fees and material costs, respectively.

The remaining subcontracting fees of approximately HK\$2,591,000 were still outstanding at 31 December 2025 and 2024.

- (b) During the year ended 31 December 2021, the Group received several notices from the Chinese Mainland District Court stating that a group of ten individuals former employees and three individuals former employees of the Group in the Chinese Mainland has initiated legal action against subsidiaries of the Group in the Chinese Mainland by claiming compensation of the dismissal of labour contract in view of breach of terms in employment agreement by the Group. Pursuant to the judgements made by the court of the Chinese Mainland, the Group was ordered to make payment amounting to approximately HK\$2,874,000 which had been recognised in “Provision for losses on litigations, net” in “Other losses, net” in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021. The Group has filed for appeals for such judgements to the Chinese Mainland District Court. According to the final judgement dated 7 December 2021, the Chinese Mainland District Court dismissed the appeals and affirmed the original judgement.

During the year ended 31 December 2024, the aforesaid provision with carrying amount of approximately HK\$2,874,000 was derecognised following the de-consolidation of a subsidiary of the Company, 萬威電子(深圳)有限公司.

Other than the disclosure of above and elsewhere in the consolidated financial statements, at 31 December 2025 and 2024, the Group was not involved in any other material litigation or arbitration. As far as the management of the Group was aware, the Group had no other material litigation or claim which was pending or threatened against the Group. At 31 December 2025 and 2024, the Group was the defendant of certain non-material litigations, and also a party to certain litigations arising from the ordinary course of business of the Group. The likely outcome of these contingent liabilities, litigations or other legal proceedings cannot be ascertained with reasonable certainty at present, but the management of the Group believes that any possible legal liability which may be incurred from the aforesaid cases will not have any material impact on the financial position or results of the Group.

17. EVENTS AFTER THE END OF THE REPORTING PERIOD

In addition to information disclosed elsewhere in the consolidated financial statements, subsequent to 31 December 2025, the Group has the following subsequent events:

The Company and the placing agent entered into a placing agreement on 13 February 2026 (the “**Placing Agreement**”), pursuant to which the placing agent has conditionally agreed to act as the placing agent of the Company for the purpose of procuring not less than six places on a best effort basis to subscribe for up to 86,652,000 new ordinary shares (the “**Placing Shares**”) at a price of HK\$1.88 per Placing Shares (the “**2026 Placing**”). The Placing Shares rank pari passu in all respect with the then existing shares of the Company. The average closing price of share was approximately HK\$2.142 per share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement. The Placing Shares would be allotted and issued pursuant to the general mandate granted to the directors of the Company pursuant to an ordinary resolution of the Company passed at the annual general meeting of the Company held on 23 May 2025 and is not subject to further shareholders’ approval. The completion of the 2026 Placing took place on 12 March 2026. All the Placing Shares were fully placed and the gross proceeds from the 2026 Placing were approximately HK\$162.93 million. The net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, professional fees and other related expenses) incidental to the 2026 Placing, are estimated to be approximately HK\$160.68 million. Details of the 2026 Placing of new shares were set out in the Company’s announcement dated 13 February 2026.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The electronics industry currently faces intense competition, with numerous market participants and increasing product homogeneity. The Group has been deeply engaged in the multi-category electronic products sector and possesses extensive experience in market development and product expansion. In recent years, the Group has been proactively advancing its strategic transformation to address the fierce market competition and the evolving regulatory environment. The Group's business covers smart wearable devices, connected household products, communication products, smart learning devices and other electronic equipment.

In 2025, the development of large-scale artificial intelligence (“AI”) models accelerated globally. With the rapid development of AI applications, the integration of products and AI technologies has been deepening across the industry. The Group's integration of its product ecosystem with AI commenced relatively later than certain peers, resulting in a weakening of product competitiveness and, consequently, a certain impact on sales performance. In line with this integration trend, the Board has formulated a clear strategic upgrade direction to build an AI-integrated product ecosystem based on proprietary data infrastructure and to accelerate the transformation toward AI-driven products. This initiative aims to integrate AI model technologies, the Internet of Things and cloud computing to realise model building, real-time data processing on devices, remote analysis and personalised output. Through these efforts, the Group seeks to overcome the functional limitations of its traditional products, extend its product value chain and meet customer demand for AI-integrated products.

The Board has already considered it commercially imperative to upgrade the Group's product ecosystem toward AI integration, and the Group has made prepayments for equipment as the initial step in expanding its technology infrastructure and advancing its strategic transformation.

Meanwhile, to ensure the smooth implementation of the plan, the Board completed a placing in March 2026 and the net proceeds raised will be mainly applied to support the upgrade and investment of the Group's Internet of Things, Cloud and AI data infrastructure. At the technical level, the Group has identified a senior technology executive who possesses extensive experience in AI algorithms and development and is in the process of finalising the onboarding arrangements. The Group will also continue to strengthen the recruitment of relevant professionals. In addition, the Group will review the project's progress on a regular basis and will update shareholders on the latest developments in due course.

FINANCIAL RESULTS

The Group's total revenue for FY2025 amounted to approximately HK\$112.9 million (FY2024: HK\$173.3 million), representing a decrease of approximately 34.8% as compared with the total revenue of FY2024. The decrease was mainly attributable to decline in sales of the Group's products in the Chinese Mainland and the rise in tariffs resulting from the China-US trade war, which impacted the Group's import and export businesses.

Gross profit of FY2025 totalled approximately HK\$16.5 million (FY2024: HK\$54.2 million). The decrease in gross profit was in-line with the decrease in local sales in the Chinese Mainland, which have a higher profit margin, and was also attributable to rising tariffs during the year.

Other income and gains, net for FY2025 amounted to approximately HK\$69.9 million (FY2024: HK\$0.4 million), which mainly represented (i) a gain of approximately HK\$48.3 million (FY2024: nil) arising from the waiver of a loan from the Creditor; (ii) a gain of approximately HK\$21.8 million (FY2024: nil) arising from the settlement of a loan from the Creditor by issuance of the Bonds; and (iii) net exchange losses of approximately HK\$0.2 million (FY2024: exchange gain of HK\$0.2 million).

Total operating expenses of the Group, including research expenses, distribution and selling expenses and general administrative and operating expenses, amounted to approximately HK\$13.8 million for FY2025 (FY2024: HK\$27.2 million), representing a decrease of approximately 49.3% as compared with FY2024. The decrease was primary attributable to the decrease in legal and professional fees as a result of the resumption of trading and other related matters incurred in the prior year.

Reversal of loss allowance on financial assets for FY2025 was approximately HK\$0.2 million (FY2024: charge of loss allowance of HK\$2.1 million). The reversal of loss allowance was attributable to a decrease in the balance of past due trade receivables.

Finance costs for FY2025 were approximately HK\$2.2 million (FY2024: HK\$2.7 million), which were similar to the prior year.

Income tax expenses for FY2025 was approximately HK\$1.6 million (FY2024: HK\$11.4 million). The decrease in income tax expenses was mainly due to decrease in taxable profit of subsidiaries during the year.

Net profit for FY2025 was approximately HK\$69.1 million (FY2024: HK\$114.6 million). The decrease in net profit was mainly attributable to the decline in revenue and gross profit during FY2025 and the recognition of non-recurring gain on de-consolidation of subsidiaries of approximately HK\$103.5 million in FY2024; partly offset by the increase of other income and gains, net of approximately HK\$69.5 million during FY2025.

PROSPECTS

Our legacy will continue. The Board of the Group will launch implementation plan for relevant projects to ensure the precise implementation of its strategy and advance core technology infrastructure in two phases:

- Phase 1 (First Three Quarters of 2026): Focusing on hardware procurement and infrastructure deployment, including high-performance GPU servers, cybersecurity framework setup, and server hosting arrangements compliant with the standards of Tier 3 Data Centre of the Chinese Mainland. At the same time, we will develop IoT – cloud – AI platform modules to ensure communication protocols and Application Programming Interfaces (API) of device and cloud meet the commercial standards.
- Phase 2 (Second Half of 2026): Expanding computing and storage capacity, deploying AI models such as predictive analysis and trends detection and completing next-generation hardware integration testing. Emphasis will be placed on the establishment of compliance audit framework, ensuring the whole process can comply with the Personal Information Protection Law and data localization requirements.

Notably, the Group’ previous business models centred on device-side data processing without involving users’ account system or third-party data storage. However, with the expansion of the functions of the new generation of products, we will build our own data infrastructure in 2026 and take it as critical measure to balance commercial needs with regulatory compliance. With the implementation of strategy and advance core technology infrastructure, we expect to initially form a dual driver model of “AI-integrated products + AI data services”. In the short term, the enhancement of AI module functionalities is expected to increase customer stickiness, while data asset accumulation is expected to expand new growth opportunities for subscription services in the long run. Despite the challenges in technology iteration and regulatory adaptation, the Board is confident that through technology independence and forward-looking compliance, the Group will strengthen the market competitiveness of its products.

Looking ahead, the Group will, having regard to market demand and the competitive landscape in the Greater China market, further and prudently advance its exploration and investment in AI, the Internet of Things, cloud technology, and AI data infrastructure in a strategic manner. On the one hand, the Group aims to enhance its product ecosystem through the development of AI-integrated products supported by proprietary infrastructure, broaden its portfolio of AI-enabled products and reinforce the overall competitiveness of its product offerings. On the other hand, the Group possesses established sales and procurement channels developed over the past decades, and will make full use of these resources to drive the sales and development of its products.

TRADE RECEIVABLES

Trade receivables balances as at 31 December 2025 was approximately HK\$13.7 million (FY2024: HK\$70.4 million). Trade receivables turnover days increased to 136 days (FY2024: 75 days).

LIQUIDITY AND TREASURY MANAGEMENT

As at 31 December 2025, bank balances and cash of the Group amounted to approximately HK\$58.2 million (FY2024: approximately HK\$2.2 million). During FY2025, the bank balances and cash were mainly generated from operating activities and financing activities.

On 13 March 2025, the Company completed the allotment and issue of 312,432,503 New Shares at issue price of HK\$0.6 per share to the Subscriber and 77,566,460 New Shares at issue price of HK\$0.6 per share to independent third party placees pursuant to the Placing to restore the minimum public float as required under the Listing Rules. The gross proceeds from the Subscription amounted to approximately HK\$234 million. After deducting related professional fees and all administrative expenses, the net proceeds amounted to approximately HK\$233.1 million. Please refer to the circular dated 24 January 2025 for details of the Subscription and Placing. Capitalised terms used herein shall have the same meanings as those defined in the said circular. The use of proceed analysis is set out in the section headed “USE OF PROCEEDS” of this announcement.

As at 31 December 2025, the total outstanding amount of borrowing was approximately HK\$1.3 million (FY2024: approximately HK\$1.2 million), all of which was repayable on demand (FY2024: same). As at 31 December 2025, the outstanding amount of the loan from the Creditor was nil (FY2024: HK\$196.6 million). On 13 March 2025, the Company entered a deed of settlement with a shareholder as creditor (the “**Deed**”). The Deed acknowledged a total debt of HK\$196.6 million which the Company has agreed to settle through a combination of cash payment and the issuance of bonds. The Company paid a cash payment of HK\$100.0 million and issued 10-year coupon unlisted secured bonds with the aggregate principal amount of HK\$48.3 million as a full and final settlement of the total indebtedness owing to the shareholder as creditor, further details of which are set out in notes 14 and 15 to the consolidated financial statements in this announcement.

The Group recorded net current assets of approximately HK\$22.5 million (FY2024: net current liabilities of approximately HK\$229.9 million). The decrease in net current liabilities was mainly resulting from (i) a gain of approximately HK\$48.3 million arising from the waiver of a loan from the Creditor; (ii) the issuance of 10-year coupon unlisted secured bonds with an aggregate principal amount of HK\$48.3 million owing to the Creditor; and (iii) the net proceeds received from the Subscription amounted to approximately HK\$233.1 million.

CAPITAL STRUCTURE

On 20 February 2025, the Company completed (i) the Share Consolidation; (ii) cancellation of any fraction of a consolidated share in the issued share capital of the Company arising from the Share Consolidation; and (iii) reduction of the par value of each issued consolidated share from HK\$6.00 to HK\$0.60 through the cancellation of the paid up capital of the Company to the extent of HK\$5.40 on each of the issued consolidated shares.

On 13 March 2025, the Company completed the allotment and issue of 312,432,503 new Shares at issue price of HK\$0.6 per share to the Subscriber and 77,566,460 new Shares at issue price of HK\$0.6 per share to independent third party placees pursuant to the Placing to restore the minimum public float as required under the Listing Rules. The gross proceeds from the Subscription amounted to approximately HK\$234 million. After deducting related professional fees and all administrative expenses, the net proceeds amounted to approximately HK\$233.1 million and has been utilised in the manner as disclosed in the Company's circular dated 24 January 2025. Unless otherwise defined in this announcement, all the defined terms used under this section shall have the same meaning as those defined in the circular of the Company dated 24 January 2025.

The Company's board lot size for trading of the shares on the Main Board of the Stock Exchange has been changed from 2,000 shares to 18,000 shares with effect from 20 February 2025.

On 12 March 2026, the Company completed the allotment and issue of 86,652,000 new ordinary shares in the share capital of the Company with a par value of HK\$0.6 (the "**Share(s)**") at the placing price of HK\$1.88 per Share (the "**2026 Placing**") to independent third party placees. After deducting related professional fees and all administrative expenses, the net proceeds amounted to approximately HK\$160.68 million and will be utilised in the manner as disclosed in the announcements of the Company dated 13 February 2026 and 8 March 2026. For further details of the 2026 Placing, please refer to the announcements of the Company dated 13 February 2026, 8 March 2026 and 12 March 2026.

As at the date of this announcement, the Company has a total of 519,984,181 Shares in issue.

The Group actively and regularly reviews and manages its capital structure to enhance its financial strength for the Group's long-term development. There were no changes in the Group's approach to capital management during the year ended 31 December 2025.

GEARING RATIO

As at 31 December 2025, the Group's total assets amounted to approximately HK\$174.4 million (FY2024: HK\$80.9 million). Total liabilities amounted to approximately HK\$94.6 million (FY2024: HK\$309.5 million), the Group expresses its gearing ratio as a percentage of bonds and borrowings, including loan from the Creditor, over total assets which was approximately 17.1% (FY2024: 244.6%). The increase in the total assets and decrease in borrowings resulted in the decrease in the gearing ratio.

CHARGES ON GROUP ASSETS

The Company has provided collateral to secure the Bonds obligations which include: (i) a share charge over the entire issued share capital in Oregon Energy Technology Limited (“OET”), a subsidiary of the Company; and (ii) a corporate guarantee by the Company, details of which are set out in note 15 to the consolidated financial statements in this announcement.

Save as disclosed in this announcement, there were no other charges on the Group's assets as at 31 December 2025.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

Save as disclosed in this announcement, the Group did not make any other significant investments, acquisitions or disposals during the year ended 31 December 2025.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

As set out in the circular dated 24 January 2025, the Company intends to use approximately HK\$40 million, being part of proceeds from the Subscription, for acquisition of new machineries as the initial step towards building or acquiring self-owned factory premises.

As set out in the announcements dated 13 February 2026 and 8 March 2026, the Company intends to use approximately HK\$80.35 million, being part of proceeds from the 2026 Placing, for establishing and developing the Initiative (as defined in the announcement of the Company dated 8 March 2026).

Saved as disclosed in this announcement, the Group did not have any other future plans for material investments or capital assets.

CAPITAL COMMITMENT

As at 31 December 2025, the Group has no material capital commitment (2024: Nil).

CONTINGENT LIABILITIES/LITIGATIONS

Save as disclosed in note 16 to the consolidated financial statements contained in this announcement, as at 31 December 2025, the Group was not involved in any other material litigation or arbitration. As far as the management of the Group was aware, the Group had no other material litigation or claim which was pending or threatened against the Group.

DIVIDEND

The Directors do not recommend any dividend for FY2025 (FY2024: Nil).

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted its own Code of Conduct for Securities Transactions by Directors (the “**Code of Conduct for Securities Transactions**”). This is on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules, and has been updated from time to time.

Having made specific enquiries to all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code and the Code of Conduct for Securities Transactions throughout the year ended 31 December 2025.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Group is committed to achieving and maintaining a high standard of corporate governance to safeguard the interests of all shareholders and to enhance corporate value and accountability. Throughout the year ended 31 December 2025 under review, the Company has applied the principles and complied with all code provisions and where applicable, the recommended best practices prescribed in the Corporate Governance Code (the “**CG Code**”) in Appendix C1 to the Listing Rules, save for the deviation from the Code Provision C.1.7.

Pursuant to code provision C.1.7 of Part 2 of the CG Code, the Company should arrange appropriate insurance cover in respect of legal action against the Directors. During FY2025, no such insurance cover has been arranged for the Directors as the Company was under financial distress and the insurance company had refused to provide service within the Company’s budget. The management of the Group believe that all potential claims and legal actions against the Directors can be handled effectively, and the possibility of actual lawsuits against the Directors is remote. The Company will consider making insurance arrangement when a quote within the Company’s budget is available. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

ADOPTION OF AMENDED AND RESTATED BYE-LAWS

With effect from 8 January 2025, the Company has adopted the Amended and Restated Bye-Laws.

FOREIGN EXCHANGE RISKS

The Group’s transactions are mainly denominated in HK\$, US\$ and RMB. The majority of the business transactions were denominated in respective local currencies and there were only insignificant balances of financial assets and liabilities were denominated in foreign currencies at 31 December 2025 and 2024. Hence, the Group is not exposed to significant foreign exchange risk.

As HK\$ is pegged to US\$, the Group considers the risk of movements in exchange rates between HK\$ and US\$ to be insignificant for transactions denominated in US\$. The RMB is not freely convertible into other foreign currencies and conversion of the RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the Chinese Mainland government.

The Group has not used any financial instruments to hedge against currency risk. However, management constantly reviews the economic situation and its foreign currency risk profile and monitors its foreign exchange exposure, and will implement appropriate hedging measures in future on significant foreign currency exposure should the need arise.

HUMAN RESOURCES

As at 31 December 2025, the Group had a total of 45 (FY2024: 33) staff, primarily in the Chinese Mainland. The total staff cost (excluding directors' emoluments) was approximately HK\$3.7 million (FY2024: approximately HK\$3.2 million) for the year ended 31 December 2025.

The Group believes its human resources are its valuable assets and maintains its firm commitment to attracting, developing and retaining talented employees, in addition to providing dynamic career opportunities and cultivating a favorable working environment. The Group constantly invests in training across diverse operational functions and offers competitive remuneration packages and incentives to all employees. The Group regularly reviews its human resources policies for addressing its corporate development needs.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and risk management and internal control systems of the Group. As at the date of this announcement, the Audit Committee comprises three independent non-executive Directors, namely Mr. Mak Tin Sang, Ms. Chen Weijie and Dr. Lowe Chun Yip.

The financial results of the Group for the year ended 31 December 2025 have been reviewed by the Audit Committee.

SCOPE OF WORK OF FORVIS MAZARS CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2025 as set out in the announcement have been agreed by the Group's auditor, Forvis Mazars CPA Limited (“**Forvis Mazars**”) (formerly known as Mazars CPA Limited), to the amounts set out in the Group's consolidated financial statements for the FY2025. The work performed by Forvis Mazars in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Forvis Mazars on the this announcement.

USE OF PROCEEDS

Unless otherwise defined, capitalised terms used in this section shall have the same meanings as those defined in the Company's circular dated 24 January 2025 (the "Circular").

On 13 March 2025, the Company completed the allotment and issue of 312,432,503 new Shares at issue price of HK\$0.6 per share to the Subscriber and 77,566,460 new Shares at issue price of HK\$0.6 per share to independent third party places pursuant to the Placing to restore the minimum public float as required under the Listing Rules. After deducting related professional fees and all administrative expenses, the net proceeds amounted to approximately HK\$233.1 million.

As at 31 December 2025, the Group had utilised the proceeds as set out in the table below:

	Net proceeds from the Subscription and the Placing <i>HK\$' million</i>	Utilisation up to 31 December 2025 <i>HK\$' million</i>	Utilisation during the Year <i>HK\$' million</i>	Unutilised proceeds <i>HK\$' million</i>	Expected timeline for the use of unutilised proceeds
Settle the Initial Cash Payment	100.0	100.0	100.0	-	-
Settle the professional fees incurred in relation to the restructuring and the Resumption, comprising mainly of restructuring advisory fees, legal fees and fee incurred by other professional services	40.0	40.0	40.0	-	-
General working capital uses	53.1	53.1	53.1	-	-
Acquisition of new machineries as the initial step towards building or acquiring self-owned factory premises in the future	<u>40.0</u>	<u>40.0</u>	<u>40.0</u>	<u>-</u>	<u>-</u>
Total	<u><u>233.1</u></u>	<u><u>233.1</u></u>	<u><u>233.1</u></u>	<u><u>-</u></u>	

There has been no change in the intended use of net proceeds and the net proceeds from the Subscription and the Placing have been applied in the manner consistent with the use of proceeds as disclosed in the Circular.

The Company completed the 2026 Placing on 12 March 2026 and received the net proceeds from the 2026 Placing of approximately HK\$160.68 million after deducting the expenses incurred in the 2026 Placing. The Company has not utilised any of the proceeds as at the date of this announcement and will apply the net proceeds for the purposes as disclosed in the announcements of the Company dated 13 February 2026 and 8 March 2026. The Company intends to fully utilise the net proceeds by 31 December 2026.

ANNUAL GENERAL MEETING (“AGM”)

The 2025 AGM will be held on Monday, 11 May 2026. A notice convening the AGM will be published and dispatched to the shareholders of the Company in accordance with the requirements of the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 6 May 2026 to Monday, 11 May 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date of the AGM will be Monday, 11 May 2026 and in order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 5 May 2026.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this announcement, the Company has maintained sufficient public float throughout FY2025 as required under the Listing Rules.

SUBSEQUENT EVENTS

Mandatory unconditional cash offer

On 22 October 2025 (before trading hours), the Board was informed that, Hong Kong Hunglap Technology Co., Limited and Horizon Heights Limited (the “**Joint Offerors**”) (as purchasers) and Mr. Lam Kwun Leung of CCTH CPA Limited as receiver (the “**Receiver**”) over 312,432,503 Shares (representing approximately 72.10% of the entire issued share capital of the Company as at the date of the joint announcement dated 17 November 2025) (the “**Sale Shares**”), entered into the Sale and Purchase Agreement, pursuant to which the Joint Offerors agreed to acquire and the Receiver (as receiver exercising his power pursuant to the Share Charge) agreed to sell, the Sale Shares. All the conditions have been satisfied and Completion took place on 30 October 2025.

Pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers, the Joint Offerors were therefore required to make a mandatory unconditional cash offer (the “Offer”) to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Joint Offerors and parties acting in concert with any of them). As disclosed in the joint announcement jointly issued by the Joint Offerors and the Company dated 21 January 2026, that the Offer was closed on 21 January 2026.

Placing of new shares

On 12 March 2026, the Company completed the allotment and issue of 86,652,000 new Share at the placing price of HK\$1.88 per Share to independent third party placees. After deducting related professional fees and all administrative expenses, the net proceeds amounted to approximately HK\$160.68 million and will be utilised in the manner as disclosed in the announcements of the Company dated 13 February 2026 and 8 March 2026. For further details of the 2026 Placing, please refer to the announcements of the Company dated 13 February 2026, 8 March 2026 and 12 Mach 2026.

Save as disclosed in this announcement, there are no other material subsequent events undertaken by the Group after 31 December 2025.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the year ended 31 December 2025 and as at the date of this announcement.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This annual results announcement will be posted on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.idt-hk.com>). The annual report of the Company for the year ended 31 December 2025 will be published on the aforesaid websites and will only be despatched to the shareholders of the Company who have required the receipt of corporate communications in printed copy in due course.

By Order of the Board
IDT International Limited
Ng Kwok Ying Isabella
Non-executive Director

Hong Kong, 31 March 2026

As at the date of this announcement, the Board comprises (i) one executive Director, namely Mr. Tiger Charles Chen; (ii) two non-executive Directors, namely Ms. Ng Kwok Ying Isabella and Ms. Cheung Yuk Ki; and (iii) three independent non-executive Directors, namely, Ms. Chen Weijie, Mr. Mak Tin Sang and Dr. Lowe Chun Yip.