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ZHIDAO INTERNATIONAL (HOLDINGS) LIMITED

志道國際（控股）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 01220)

**(1) FURTHER DELAY IN PUBLICATION OF 2025 ANNUAL RESULTS;
(2) DELAY IN DESPATCH OF 2025 ANNUAL REPORT;
AND
(3) CONTINUED SUSPENSION OF TRADING**

Reference is made to the announcement (the “**Announcement**”) of Zhidao International (Holdings) Limited dated 30 June 2025 in relation to, among other things, delay in publication of its audited annual results for the year ended 31 March 2025 (the “**2025 Annual Results**”). Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

FURTHER DELAY IN PUBLICATION OF 2025 ANNUAL RESULTS

As disclosed in the Announcement, as the auditors of the Company are still collecting information necessary for performing their audit work, additional time was required for the Company to prepare the 2025 Annual Results and discussions with the auditors were ongoing. In particular, shortly before the deadline for publication of the 2025 Annual Results, the Company was informed by the auditors that certain outstanding balances (the “**Balances**”) (mainly comprising loan principal and interest) due from third parties to the Group, amounting to approximately HK\$15 million as at 31 March 2025, had not been agreed by the relevant third parties. This was due to discrepancies between the amounts recorded by the Group and the positions taken by the relevant third parties, who disputed the balances in their entirety and claimed that no amounts were owing to the Group. To the best of its knowledge, information and belief, the Company considered that the disagreement of the relevant third parties was unsubstantiated. In order to assist the audit works as requested by the auditors, the Company has since been taking follow-up actions to address the matters raised by the auditors, including engaging in active discussions with the auditors, and gathering and providing supporting documentation as requested by the auditors, including the agreements and bank transactions documents relating to the transactions involved and a report to be prepared by an independent consultant to verify the historical and current value of the outstanding balances in question. The independent consultant’s scope of work includes reviewing and examining the books and records of the Group relating to the transactions involved and conducting interviews with the relevant third parties and their sub-contractors to assess the validity of their claims and discrepancy in the parties’ views.

Given the above, publication of the announcement on the 2025 Annual Results has to be further delayed. Based on the latest discussion with the auditors and subject to their audit progress and review, the Company preliminarily expects that the 2025 Annual Results can be published by 12 September 2025.

As disclosed in the Announcement, the Board considers that it would not be appropriate for the Company to publish the unaudited management accounts of the Group for the year ended 31 March 2025 pursuant to Rule 13.49(3) of the Listing Rules. The Board and the Audit Committee, after due and careful consideration, are of the view that it would not be appropriate for the Company to publish such unaudited management accounts at this stage as they may not accurately reflect the financial performance and/or position of the Group and the publication of the unaudited management accounts could cause confusion and may be misleading to the Shareholders and potential investors of the Company.

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 March 2025 (the “**2025 Annual Report**”) to the Shareholders no later than four months after the end of the financial year (i.e. on or before 31 July 2025). Due to the same issue leading to the delay in the publication of the 2025 Annual Results, there will also be a delay in the despatch of the 2025 Annual Report.

The delay in despatch of the 2025 Annual Report constitutes a non-compliance with Rule 13.46(2) of the Listing Rules. Based on the progress of the preparation of the 2025 Annual Results as set out above, the Company preliminarily expects that the 2025 Annual Report can be despatched by 29 September 2025.

CONTINUED SUSPENSION OF TRADING

Meanwhile, trading in the shares of the Company on the Stock Exchange will continue to be suspended pending the publication of 2025 Annual Results announcement.

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

By order of the Board
ZHIDAO INTERNATIONAL (HOLDINGS) LIMITED
Tung Yee Shing
Chairman

Hong Kong, 1 August 2025

As at the date of this announcement, the Board comprises 7 Directors. The executive Directors are Mr. Tung Yee Shing (Chairman), Mr. Zhong Can and Mr. Lam Chun Bun. The independent non-executive Directors are Mr. Li Kam Chung, Mr. Kwok Lap Fung, Beeson, Mr. Wong Wing Cheung and Ms. Ng Wing Laam.

** For identification purposes only*