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## **INTERNATIONAL GENIUS COMPANY**

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

**(Stock Code: 33)**

### **(1) SUPPLEMENTAL ANNOUNCEMENT ON CHANGE OF AUDITOR; AND (2) CONTINUED SUSPENSION OF TRADING**

This announcement is made by International Genius Company (the “**Company**”, together with its subsidiaries, the “**Group**”) 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**”).

Reference is made to the announcements of the Company dated 30 September 2025, 30 October 2025, 7 November 2025, 10 December 2025, 23 December 2025, 31 December 2025 and 12 January 2026 in relation to, among other matters, (1) delay in publication of annual results for the year ended 30 June 2025; (2) postponement of board meeting; (3) change of auditor; and (4) suspension of trading (the “**Announcements**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meaning as those defined in the Announcements.

## CIRCUMSTANCES LEADING TO THE CHANGE OF AUDITOR

### Divergence in Commercial Terms and Resources

The Board wishes to provide further details on the commercial considerations and resource allocations that led to the change of auditor.

- **McMillan Woods (Outgoing Auditor):** McMillan Woods was engaged by the former management. At that material time during the transition period following the departure of the former management, the extent of the missing documentation was not yet fully quantified. Reflecting the status of the Outstanding Information at that time, McMillan Woods proposed the assignment of around two (2) fieldwork staff to the engagement. Furthermore, due to the uncertainty of the document retrieval process, they indicated that significant, unquantifiable fee overruns would likely be necessary.
- **CCTH (Incoming Auditor):** CCTH was appointed after the New Management had successfully retrieved the majority of the requisite records. With the relevant information now available for audit, CCTH committed to deploying a dedicated team comprising at least five (5) fieldwork staff, led by an audit partner and a manager. This expanded resource allocation allows for parallel audit procedures to be conducted on the Outstanding Subsidiaries and the Group's consolidated accounts.

The Audit Committee considered that, in order to timely re-comply with Rule 13.49(3) of the Listing Rules in relation to the publication of the 2025 Audited Annual Results, the resource allocation proposed by CCTH was more sufficient and suitable for the stage of the audit where information is available for processing.

### AUDIT FEE ANALYSIS

The Audit Committee conducted a review of the fees proposed. A breakdown is set out below:

<b>Auditor</b>	<b>Proposed/Agreed Fee</b>	<b>Basis of Fee and Audit Committee Assessment</b>
McMillan Woods	HK\$880,000 (Base) + Significant Undetermined Overruns	The base fee did not cap the total costs. McMillan Woods indicated a high likelihood of significant additional charges to address the operational complexities and meet the expected timeline.
CCTH	HK\$1,000,000 (Fixed)	This is a fixed fee inclusive of the additional procedures required for opening balances and the expedited timeline.

While CCTH's agreed fee represents a nominal increase of approximately HK\$120,000 (or approximately 14%) compared to McMillan Woods' base proposal, the Audit Committee notes that this fixed fee eliminates the risk of undetermined fee overruns and reflects the expedited timeline. A standard audit typically spans two to three months, CCTH had already proactively engaged with the New Management and the Audit Committee since mid-October to grasp the operational status and the nature of the audit issues including but not limited to the Outstanding Information. This early preparation ensured that, upon formal engagement, they could efficiently execute the audit procedures to meet the Company's resumption timeline. Therefore, the Audit Committee considers the fee reasonable and commensurate with the extensive scope of work required, particularly the additional validation of opening balances and the assurance of audit quality.

## **AUDIT COMMITTEE'S ASSESSMENT OF THE NEW AUDITOR**

The Audit Committee has fulfilled its duties regarding the selection and appointment of the new auditor.

**Pre-Appointment Assessment** Prior to the appointment, the Audit Committee conducted a comparative analysis of quotations from multiple audit firms. The Audit Committee satisfied itself regarding CCTH's independence and competence, noting CCTH's status as a Registered PIE Auditor and its track record with over 40 listed companies in Hong Kong. Crucially, the Audit Committee ensured CCTH was fully briefed on the root causes of the delay. The Audit Committee was satisfied that CCTH's audit plan — which prioritizes the areas with Outstanding Information (specifically the DNCC sub-group) — was robust and capable of addressing the audit issues.

**Post-Appointment Monitoring** Since the appointment, the Audit Committee has maintained active dialogue with CCTH. The Audit Committee is satisfied that the late change of auditor will not compromise audit quality as CCTH has made their internal technical department available for immediate consultation on complex valuation and tax matters, ensuring the field team faces no technical bottlenecks. Furthermore, CCTH has adopted a risk-based approach, focusing resources immediately on the areas with Outstanding Information and opening balances.

## **CONTINUED SUSPENSION OF TRADING**

Pursuant to Rule 13.50 of the Listing Rules, if the issuer fails to publish periodic financial information in accordance with the Listing Rules, the Stock Exchange will normally request suspension of trading in the issuer's securities and the suspension will normally continue until the issuer publishes an announcement containing the requisite financial information.

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 October 2025 and will continue to be suspended pending the publication of the 2025 Audited Annual Results by the Company.

The Company will publish further announcement(s) to inform the shareholders of the Company of the date of the Board meeting to approve the 2025 Audited Annual Results and the release of the 2025 Audited Annual Results or any update information as and when appropriate.

**Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**International Genius Company**  
**Pan Yongxiang**  
*Executive Director*

Hong Kong, 16 January 2026

*As at the date of this announcement, the executive Director of the Company is Mr. Pan Yongxiang; the non-executive Director of the Company is Ms. Yang Na; and the independent non-executive Directors of the Company are Mr. Chiu Ngam, Ms. Tsang Ngo Yin, Mr. Leung Oi Kin and Mr. Wang Jun Sheng.*