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GoFintech Innovation Limited **國富創新有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

Website: <http://www.290.com.hk>

DISCLOSEABLE TRANSACTIONS **SUBSCRIPTIONS OF INTERESTS IN FUNDS**

SUBSCRIPTIONS OF INTERESTS IN THE PRC FUNDS

On 30 September 2022, Shenzhen Fuqiang, an indirect wholly-owned subsidiary of the Company, made a subscription from the PRC Fund Manager for interests in the First Fund in an amount of RMB11 million (equivalent to approximately HK\$12.03 million).

On 12 October 2022, Shenzhen Fuqiang made a subscription from the PRC Fund Manager for interests in the Second Fund in an amount of RMB11 million (equivalent to approximately HK\$12.03 million).

SUBSCRIPTIONS OF INTERESTS IN THE HK FUNDS

On 19 October 2022 and 3 February 2023, Galaxy Way, a direct wholly-owned subsidiary of the Company, made two subscriptions from the HK Fund Manager for interests in the Third Fund in an aggregate amount of HK\$17 million.

On 19 October 2022 and 3 February 2023, Galaxy Way made two subscriptions from the HK Fund Manager for interests in the Fourth Fund in an aggregate amount of HK\$17 million.

LISTING RULES IMPLICATIONS

As the subscriptions for interests in the PRC Funds were made by the Group within a 12-month period and were all made with the PRC Fund Manager, they would, in each case, during the relevant period be aggregated as if there was one transaction with the PRC Fund Manager for the purpose of calculating the relevant percentage ratios pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules), on an aggregated basis, in respect of the PRC Funds during the relevant period exceeds 5% but is less than 25%, the subscriptions for interests in the PRC Funds constituted discloseable transactions of the Company for the purpose of the Listing Rules and are subject to the notification and announcement requirements but are exempt from the Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As the subscriptions for interests in the HK Funds were made by the Group within a 12-month period and were all made with the HK Fund Manager, they would, in each case, during the relevant period be aggregated as if there was one transaction with the HK Fund Manager for the purpose of calculating the relevant percentage ratios pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules), on an aggregated basis, in respect of the HK Funds during the relevant period exceeds 5% but is less than 25%, the subscriptions for interests in the HK Funds constituted discloseable transactions of the Company for the purpose of the Listing Rules and are subject to the notification and announcement requirements but are exempt from the Shareholders' approval requirements under Chapter 14 of the Listing Rules.

SUBSCRIPTIONS OF INTERESTS IN THE PRC FUNDS

On 30 September 2022, Shenzhen Fuqiang made a subscription from the PRC Fund Manager for interests in the First Fund in an amount of RMB11 million (equivalent to approximately HK\$12.03 million).

On 12 October 2022, Shenzhen Fuqiang made a subscription from the PRC Fund Manager for interests in the Second Fund in an amount of RMB11 million (equivalent to approximately HK\$12.03 million).

The key terms of the investments in the First Fund and the Second Fund are summarised below:

	First Fund	Second Fund
Name of the PRC Funds:	Qingdao Taihe Zhuanjingtexin Equity Investment Center (Limited Partnership)* (青島泰合專精特新股權投資中心(有限合夥))	Qingdao Wanfeng Shidailinghang Equity Investment Center (Limited Partnership)* (青島萬峰時代領航股權投資中心(有限合夥))
Subscription currency:	RMB	RMB
Total subscription amount:	RMB11 million	RMB11 million

	First Fund	Second Fund
General Partner:	The PRC Fund Manager	The PRC Fund Manager
Fund Manager:	The PRC Fund Manager	The PRC Fund Manager
Investment strategies:	<p>The First Fund seeks to invest in innovative non-listed companies with distinctive expertise that focus on niche markets, including energy conservation and environmental protection, fintech, new energy, Internet of Things, and other related industries. The scope of investment includes products such as primary equity, bank deposits and money market funds.</p> <p>The investment strategy described is not intended to be exhaustive and is general in nature. By investing in the First Fund, investors are relying on the discretionary judgment of the PRC Fund Manager.</p>	<p>The Second Fund seeks to invest in the equity of non-listed companies in industries such as cybersecurity software, the internet, artificial intelligence, integrated circuit etc.. The scope of investment includes products such as primary equity, treasury bond, central bank bills, money market funds.</p> <p>The investment strategy described is not intended to be exhaustive and is general in nature. By investing in the Second Fund, investors are relying on the discretionary judgment of the PRC Fund Manager.</p>
Term:	No fixed term	No fixed term
Investment Period:	5 years (investment period) + 2 years (exit period)	5 years (investment period) + 2 years (exit period)
Distribution:	Subject to the availability of income, the First Fund will distribute no more than eight times each year.	Subject to the availability of income, the Second Fund will distribute no more than eight times each year.
Scale:	RMB790 million	RMB2 billion
Management fee:	0.6% per annum	0.6% per annum
Number of limited partners:	As at the date of this announcement, there are two limited partners (including a wholly-owned subsidiary of Wealthink) to the First Fund.	As at the date of this announcement, there are three limited partners (including a wholly-owned subsidiary of Wealthink) to the Second Fund.

The subscription amount for each of the First Fund and the Second Fund was determined after arm's length negotiations between Shenzhen Fuqiang and the PRC Fund Manager (for itself and in its capacity as general partner for and on behalf of the PRC Funds) with reference to, among others, (i) the investment objective of the respective PRC Funds; (ii) the possible investment return of the respective PRC Funds; and (iii) the financial resources available to the Group.

The subscriptions for interests in the PRC Funds were funded by the internal resources of the Group. Upon completion of the subscriptions for interests in the PRC Funds, the PRC Funds will be accounted for as financial assets at fair value through profit or loss in the Group's financial statements.

SUBSCRIPTIONS OF INTERESTS IN THE HK FUNDS

On 19 October 2022 and 3 February 2023, Galaxy Way made two subscriptions from the HK Fund Manager for interests in the Third Fund in an aggregate amount of HK\$17 million.

On 19 October 2022 and 3 February 2023, Galaxy Way made two subscriptions from the HK Fund Manager for interests in the Fourth Fund in an aggregate amount of HK\$17 million.

The key terms of the investments in the Third Fund and the Fourth Fund are summarised below:

	Third Fund	Fourth Fund
Name of the HK Funds:	Mingyang International Opportunities Fund SP2	Mingyang International Opportunities Fund SP3
Subscription currency:	HK\$	HK\$
Total subscription amount:	HK\$17 million	HK\$17 million
General Partner:	HK Fund Manager	HK Fund Manager
Fund Manager:	HK Fund Manager	HK Fund Manager
Investment strategies:	The Third Fund is a mixed strategy stock investment fund that focuses on investments in A-shares, US stocks, and Hong Kong stocks that offers high dividend yield, high growth and low valuation.	The Fourth Fund is a special opportunity fund that concentrates on investment in one to two selected targets for medium-and long-term investment purposes and seeks to seize the structural opportunities generated by capital market adjustments.
	The investment strategy described is not intended to be exhaustive and is general in nature. By investing in the Third Fund, investors are relying on the discretionary judgment of the HK Fund Manager.	The investment strategy described is not intended to be exhaustive and is general in nature. By investing in the Fourth Fund, investors are relying on the discretionary judgment of the HK Fund Manager.
Term:	No fixed term	No fixed term
Investment Period:	No maturity date for the Third Fund.	No maturity date for the Fourth Fund.

	Third Fund	Fourth Fund
Distribution:	Distribution, if any, would be automatically reinvested based on the net asset value per unit of the Third Fund.	Distribution, if any, would be automatically reinvested based on the net asset value per unit of the Fourth Fund.
Management fee:	2.0% per annum	2.0% per annum
Number of limited partners in the HK Funds:	As at the date of this announcement, there are four limited partners to the Third Fund.	As at the date of this announcement, there are two limited partners to the Fourth Fund.

The subscription amount for each of the Third Fund and the Fourth Fund was determined after arm's length negotiations between Galaxy Way and the HK Fund Manager (for itself and in its capacity as general partner for and on behalf of the HK Funds) with reference to, among others, (i) the investment objective of the respective HK Funds; (ii) the possible investment return of the respective HK Funds; and (iii) the financial resources available to the Group.

The subscriptions for interests in the HK Funds were funded by the internal resources of the Group. Upon completion of the subscriptions for interests in the HK Funds, the HK Funds will be accounted for as financial assets at fair value through profit or loss in the Group's financial statements.

INFORMATION OF THE PRC FUND MANAGER AND THE HK FUND MANAGER

The PRC Fund Manager was established in 2015 under the laws of PRC and was registered as a Private Equity Fund Manager under the Asset Management Association of China in the same year. It is a private equity investment fund management company headquartered in Beijing that focuses on investments in the industries of high-end manufacturing, new materials, new energy, high technology, energy conservation and environmental protection. It is responsible for the management, control and day-to-day operations of the PRC Funds. Based on information available to the Company, as at the date of this announcement, the PRC Fund Manager is held as to 80% by Zhang Zhenzhou and 20% by Zhang Siyu.

The HK Fund Manager is a company incorporated in 2016 in Hong Kong and a licensed corporation to carry on Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance. It is responsible for the management, control and day-to-day operations of the HK Funds. Based on information available to the Company, as at the date of this announcement, the HK Fund Manager is held as to 30% by Cheung Ching Ching, Daisy, 25% by HONGLIN GROUP CO., LIMITED, 25% by Xie Qiangming and 20% by Zhou Yanli.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the PRC Fund Manager and the HK Fund Manager and their respective ultimate beneficial owners are independent of and not connected with the Company or any connected persons (as defined under the Listing Rules) of the Company.

INFORMATION OF THE GROUP

The Group is a cross-border, cross-industry financial technology innovation platform based in Hong Kong, backed by the Greater Bay Area, and focused on the international market. The Group comprises subsidiaries which (i) provide money lending services; and (ii) are corporations licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (Advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO.

Each of Shenzhen Fuqiang and Galaxy Way is a wholly-owned subsidiary of the Company and each an investment holding company.

The current business of the Group includes investment banking, securities brokerage, asset management, margin financing, insurance brokerage, money lending, debt investment and equity investment. The Group is deeply rooted in the local market of Hong Kong, with a strong presence in the financial services sector. It strategically transforms into the financial technology industry, actively responding to the Hong Kong government's digital economic development strategy. By embracing the theme of technological innovation, the Company drives its development through innovation, contributing to Hong Kong's position as an international financial center and accelerating the growth of the Web 3.0 ecosystem.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS FOR THE FUNDS

The Group subscribed for the Funds for investment purposes. Taking into account the investment objective and strategy of the Funds, the Directors consider that the subscriptions for the Funds provide the Group with an opportunity to balance and diversify its investment portfolio, as well as for potential capital appreciation.

Currently, China has been continuously increasing its efforts in nurturing specialized and sophisticated SME, which have become an important support for China's manufacture and an essential force for stimulating innovation and optimising ecological industries. Given that the First Fund will invest in specialized and sophisticated SME in the PRC, the Group considered that subscribing the First Fund will provide diversified investment opportunities and potential investment returns from different high growth industries to the Group. The Group also believes that the subscription of the Second Fund will allow the Group to participate indirectly in the emerging technology industry investment in China and reduce the risk of direct investment through the professional management of the investment manager, which is expected to bring substantial medium-term returns to the Group.

The subscription of interests in the HK Funds also enables the Group to participate in Hong Kong, United States and Mainland China securities markets while reducing the direct investment risks by leveraging on the professional management of the HK Funds and the experience and skills of the HK Fund Manager.

The Directors consider that the terms and conditions of each of the subscriptions of interests in the Funds are fair and reasonable and on normal commercial terms, and each of the subscriptions are in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the subscriptions for interests in the PRC Funds were made by the Group within a 12-month period and were all made with the PRC Fund Manager, they would, in each case, during the relevant period be aggregated as if there was one transaction with the PRC Fund Manager for the purpose of calculating the relevant percentage ratios pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules), on an aggregated basis, in respect of the PRC Funds during the relevant period exceeds 5% but is less than 25%, the subscriptions for interests in the PRC Funds constituted discloseable transactions of the Company for the purpose of the Listing Rules and are subject to the notification and announcement requirements but are exempt from the Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As the subscriptions for interests in the HK Funds were made by the Group within a 12-month period and were all made with the HK Fund Manager, they would, in each case, during the relevant period be aggregated as if there was one transaction with the HK Fund Manager for the purpose of calculating the relevant percentage ratios pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules), on an aggregated basis, in respect of the HK Funds during the relevant period exceeds 5% but is less than 25%, the subscriptions for interests in the HK Funds constituted discloseable transactions of the Company for the purpose of the Listing Rules and are subject to the notification and announcement requirements but are exempt from the Shareholders' approval requirements under Chapter 14 of the Listing Rules.

RATIFICATION AND REMEDIAL ACTIONS TO BE TAKEN BY THE COMPANY

On 17 November 2023, the Board resolved to ratify and approve the subscriptions of interests in the Funds as disclosed above. The Directors (including independent non-executive Directors) considered that the terms and the transactions contemplated under the subscriptions are fair and reasonable, on normal commercial terms, and are in the interests of the Company and the Shareholders as a whole. After considering the above factors, the Directors are of the view that the failure to make timely disclosure in relation to the subscriptions was unintentional and primarily attributable to the misinterpretation by the Company regarding the relevant provisions under the Listing Rules.

The Company takes the incident seriously and has taken the following remedial measures to prevent the recurrence of similar incidents in the future:

- (1) The Company will emphasize the importance of compliance with the Listing Rules and will remind the Directors, senior management and responsible finance staff members to be careful of any circumstances that may trigger announcement requirement under the Listing Rules and spot the potential issues at an early stage to avoid recurrence of similar situation;
- (2) The Company will provide the Directors, senior management and responsible finance staff members with more regular training so as to strengthen their understanding and to emphasise the importance of disclosure obligations under the Listing Rules; and

- (3) The Company will seek advice from professional advisers and legal advisers as and when appropriate prior to taking any action in relation to any transactions that may constitute discloseable transactions or any major events.

The Company will continuously make prudent decision prior to engaging in investing activities on the principle of protecting the interests of the Company and the Shareholders as a whole.

Going forward, the Company will consult for professional advice before taking significant corporate actions and make such disclosure in a timely manner. The Board has also reminded the relevant members of the finance department to handle the possible investing activities in the future with additional caution, and to ensure compliance with all internal control policies and the requirements under the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Board”	the board of directors of the Company
“Company”	GoFintech Innovation Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange (stock code: 0290)
“connected person(s)”	having the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“First Fund”	Qingdao Taihe Zhuanjingtexin Equity Investment Center (Limited Partnership)* (青島泰合專精特新股權投資中心(有限合夥))
“Fourth Fund”	Mingyang International Opportunities Fund SP3
“Funds”	the First Fund, the Second Fund, the Third Fund and the Fourth Fund
“Galaxy Way”	Galaxy Way Development Limited, a direct wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK Fund Manager”	Ming Yang Capital Limited, a company incorporated in Hong Kong and a licensed corporation to carry on Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO
“HK Funds”	the Third Fund and the Fourth Fund
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“PRC Fund Manager”	Beijing Taihewanfeng Investment Management Co., Ltd* (北京泰合萬峰投資管理有限公司), a company established in the PRC with limited liability
“PRC Funds”	the First Fund and the Second Fund
“RMB”	Renminbi, the lawful currency of PRC
“Second Fund”	Qingdao Wanfeng Shidailinghang Equity Investment Center (Limited Partnership)* (青島萬峰時代領航股權投資中心(有限合夥))
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shenzhen Fuqiang”	Fuqiang Consulting Services (Shenzhen) Limited* (富強諮詢服務(深圳)有限公司), an indirect wholly-owned subsidiary of the Company
“SME”	small and medium-sized enterprises
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Fund”	Mingyang International Opportunities Fund SP2
“Wealthink”	Wealthink AI-Innovation Capital Limited, a company listed on the Stock Exchange (stock code: 1140)
“%”	per cent.

By order of the Board
GoFintech Innovation Limited
LIU Zhiwei
Chairman and Executive Director

Hong Kong, 17 November 2023

(The exchange rate of RMB against HK\$ (being RMB1 = HK\$1.0937) as stated in this announcement, is for reference only.)

As at the date of this announcement, the Board consists of three executive Directors, namely Dr. LIU Zhiwei (Chairman), Mr. HUA Yang (Chief Executive Officer) and Ms. SUN Qing; two non-executive Directors, namely Mr. HAN Hanting and Dr. NIE Riming; and four independent non-executive Directors namely Mr. CHAN Kin Sang, Mr. CHIU Kung Chik, Mr. LI Gaofeng and Ms. LUI Mei Ka.

* for identification purpose only