



Reference is made to (i) the joint announcement issued by GoFintech Quantum Innovation Limited (formerly known as GoFintech Innovation Limited) (“**GoFintech**”) and Wealththink AI-Innovation Capital Limited (“**Wealththink AI**”) dated 31 December 2024 in relation to, among other things, the Sale and Purchase Agreement; Very Substantial Acquisition and Issue of Consideration Shares under Specific Mandate by GoFintech; and Very Substantial Disposal and Connected Transaction of Wealththink AI; (ii) the joint announcement dated 21 January 2025 in relation to the delay in despatch of the Joint Circular; (iii) the joint announcement dated 21 February 2025 in relation to the further delay in despatch of the Joint Circular; and (iv) the joint announcement dated 30 April 2025 in relation to extension of long stop date (collectively the “**Joint Announcements**”). Capitalised terms used herein shall have the same meaning as those defined in the Joint Announcements, unless the context requires otherwise.

## **CONDITIONS PRECEDENT**

Pursuant to the Sale and Purchase Agreement (the “**Agreement**”), Completion of the Transaction is conditional upon, among others, the following conditions precedent:

- (i) the Listing Committee having granted or agreed to grant approval for the listing of, and permission to deal in, the Consideration Shares;
- (ii) the GoFintech Shareholders having approved the Acquisition, the Agreement, and all transactions contemplated hereunder (including the Specific Mandate and the corresponding allotment and issuance of the Consideration Shares) at the GoFintech EGM;
- (iii) the Wealththink AI Independent Shareholders having approved the Disposal, the Agreement, and all transactions contemplated hereunder at the Wealththink AI EGM;
- (iv) the GoFintech Shares remaining listed and traded on the Stock Exchange at all times from the date of the Agreement up to and including the Completion Date;
- (v) the respective representations, warranties and undertakings made by the Purchaser and the Vendor under the Agreement, being true, accurate and not misleading with respect to the Transaction and the transactions contemplated thereunder;
- (vi) the entire issued share capital of CSOP Asset Management Limited as at the date of the Agreement remains the same up to the Completion Date;
- (vii) the GoFintech Board and the Wealththink AI Board respectively approving the Transaction, the entering into and the execution and performance of the Agreement;
- (viii) all requisite consents, approvals, waivers and authorisations from any relevant government departments or authorities (including but not limited to the Stock Exchange and/or the SFC), regulatory authorities or other relevant third parties (whether in Hong Kong, the PRC or elsewhere) having been obtained by GoFintech and Wealththink AI (where applicable);

- (ix) no applicable laws, rules and regulations in Hong Kong, BVI, Singapore, Cayman Islands, or any relevant jurisdictions prohibiting, restricting or imposing conditions or limitations on, or is reasonably expected to operate to prohibit, restrict or import conditions or limitations on the consummation of the Transaction and/or the transactions contemplated under the Agreement; and
- (x) no event occurring which constitutes Material Adverse Change has occurred on the financial position, business, prospect or results of operations of the Target Company as a whole as at the date of the Agreement and up to the Completion Date.

The Parties may, in writing, waive in whole or in part of the Conditions Precedent contemplated under (v) and (x) above.

As at the date of this supplemental announcement, the condition (vii) had been fulfilled. Save as disclosed, none of the other conditions had been fulfilled. The Parties shall use all reasonable endeavours to ensure that the Conditions Precedent are fulfilled or waived as soon as practicable and in any event not later than 31 July 2025 or any other dates as agreed by the Parties.

By order of the GoFintech Board  
**GoFintech Quantum Innovation Limited**  
**CHAN Kin Sang**  
*Chairman and Independent Non-executive Director*

By order of the Wealthink AI Board  
**Wealthink AI-Innovation Capital Limited**  
**Wang Qin**  
*Chairman*

Hong Kong, 7 May 2025

*As at the date of this announcement, the GoFintech Board consists of one executive Director, namely Ms. SUN Qing; three non-executive Directors, namely Dr. NIE Riming, Mr. LI Chunguang and Mr. HUA Yang; and three independent non-executive Directors, namely Mr. CHAN Kin Sang (Chairman), Mr. CHIU Kung Chik and Ms. LUI Mei Ka.*

*As at the date of this announcement, the Wealthink AI Board comprises four non-executive Directors, namely Dr. Wang Qin, Dr. Fu Weigang, Dr. Wang Shibin and Ms. Sun Qing; and three independent non-executive Directors, namely Mr. Yan Xiaotian, Mr. Zhao Kai and Mr. Yang Songbin.*