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小魚盈通控股有限公司
SMART FISH WEALTHLINK HOLDINGS LIMITED
(Formerly known as Central Wealth Group Holdings Limited 中達集團控股有限公司)
(Incorporated in Bermuda with limited liability)
(Stock Code: 139)

MAJOR TRANSACTION
ACQUISITIONS OF EQUITY INTERESTS IN COMPANIES AND ACQUISITION OF SECURITIES

On 31 January 2025, the Vendor A and the Purchaser entered into the Agreement A pursuant to which the Purchaser has agreed to purchase and the Vendor A has agreed to sell the Sale Shares A for a total consideration of HK$15,000,000.

On 31 January 2025, the Vendors B and the Purchaser entered into the Agreement B pursuant to which the Purchaser has agreed to purchase and the Vendors B have agreed to sell the Sale Shares B for a total consideration of HK$10,000,000.

Pursuant to the Settlement Undertaking executed by the Individual Vendors in favour of the Group, the Individual Vendors agreed to settle the aggregated indebtedness of approximately HK$97,500,000 owed by the Individual Vendors to the Group by a total of 5,000,000 Unlisted GIBO Shares.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisitions in aggregation are more than 25%, the Acquisitions constitute a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

Reference is made to the announcement of the Company dated 13 May 2025 in relation to, among others, the acquisition of equity interests in Bright Joy Investment Limited and Chinese Top Asset Management Holdings Limited.

THE AGREEMENT A

Date: 31 January 2025

Parties: (1) the Purchaser as purchaser

(2) the Vendor A as vendor

The Vendor A is a Hong Kong citizen and merchant. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor A is an Independent Third Party.

The Purchaser is a company incorporated in British Virgin Islands with limited liability and is a wholly owned subsidiary of the Company.

Asset acquired

Pursuant to the Agreement A, the Vendor A has agreed to sell and the Purchaser has agreed to acquire the Sale Shares A, representing 100% of the issued share capital of the Target Company A, a company incorporated in Hong Kong with limited liability.

Consideration

The consideration of HK$15,000,000 for the sale and purchase of the Sale Shares A has been settled by the Purchaser upon completion by set off of the amount owed by the Vendor A to the Purchaser on a dollar-to-dollar basis.

The consideration was determined with reference to the financial position of the Target Company A and the valuation of the unlisted securities held by the Target Company A as at the time of the Agreement A. The consideration was determined at after arm's length negotiations between the parties to the Agreement A. The Directors considered that the terms and conditions of the acquisition (including the consideration) to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Completion

Completion has taken place on 25 February 2025.

Upon completion, the Company has been interested in 100% issued share capital of the Target Company A and the Target Company A be accounted as subsidiary of the Company and its financial results be consolidated with the Group.

INFORMATION ON THE TARGET COMPANY A

The Target Company A is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holdings.

The unaudited financial information of the Target Company A for two financial years ended 31 March 2024 are as follows:

	For the year ended 31 March 2023	**For the year ended 31 March 2024**
	HK$	*HK$*
Turnover	9,449,460	17,600,000
Net profit (loss) before taxation	(15,090,078)	(3,606,360)
Net profit (loss) after taxation	(15,090,078)	(3,606,360)
Net asset (liability) value	(39,866,121)	(43,472,481)

THE AGREEMENT B

Date: 31 January 2025

Parties: (1) the Purchaser as purchaser

(2) the Vendors B as vendors

The Vendors B are Hong Kong citizen and merchant. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Vendors B is an Independent Third Party.

The Purchaser is a company incorporated in British Virgin Islands with limited liability and is a wholly owned subsidiary of the Company.

Asset acquired

Pursuant to the Agreement B, the Vendors B has agreed to sell and the Purchaser has agreed to acquire the Sale Shares B, representing 100% of the issued share capital of the Target Company B, a company incorporated in Hong Kong with limited liability.

Consideration

The consideration of HK$10,000,000 for the sale and purchase of the Sale Shares B has been settled by the Purchaser upon completion by set off of the amount owed by the Vendors B to the Purchaser on a dollar-to-dollar basis.

The consideration was determined with reference to the financial position of the Target Company B and the valuation of the unlisted securities held by the Target Company B as at the time of the Agreement B. The consideration was determined at after arm's length negotiations between the parties to the Agreement B. The Directors considered that the terms and conditions of the acquisition (including the consideration) to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Completion

Completion has taken place on 25 February 2025.

Upon completion, the Company has been interested in 100% issued share capital of the Target Company B and the Target Company B be accounted as subsidiary of the Company and its financial results be consolidated with the Group.

INFORMATION ON THE TARGET COMPANY B

The Target Company B is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holdings.

The unaudited financial information of the Target Company B for two financial years ended 31 March 2024 are as follows:

	For the year ended 31 March 2023 *HK$*	**For the year ended 31 March 2024** *HK$*
Turnover	1,314,000	1,172,200
Net profit (loss) before taxation	(2,375,745)	(278,106)
Net profit (loss) after taxation	(2,375,745)	(278,106)
Net asset (liability) value	(11,443,588)	(11,721,694)

ACQUISITIONS OF UNLISTED GIBO SHARES

Date: 31 January 2025

Parties: (1) the Purchaser as purchaser

(2) the Individual Vendors as vendors

The Individual Vendors are individuals who are merchants. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Individual Vendors are Independent Third Parties.

Assets acquired

Pursuant to the Settlement Undertaking executed by the Individual Vendors in favour of the Group, the Individual Vendors agreed to settle the aggregated indebtedness of approximately HK$97,500,000 owed by the Individual Vendors to the Group by 5,000,000 Unlisted GIBO Shares.

Consideration

The aggregate consideration of HK$97,500,000 for the 5,000,000 Unlisted GIBO Shares has been settled upon completion by set off of the amount owed by the Individual Vendors to the Group on a dollar-to-dollar basis.

The consideration was determined with reference to the valuation of GIBO and was determined after arm's length negotiations between the parties. The Directors considered that the terms and conditions of the Settlement Undertaking to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Completion

Completion of the transfer of the 5,000,000 Unlisted GIBO Shares have been completed on 31 January 2025.

INFORMATION ON GIBO

GIBO Holdings Limited ("**GIBO**") is an exempted company with limited liability incorporated under the laws of the Cayman Islands. GIBO carries out its business primarily through its wholly owned subsidiaries. Founded with an aim to revolutionize content creation and consumption through AI, GIBO has become a unique and integrated AIGC animation streaming platform with extensive functionalities provided to both viewers and creators that serves a broad community of young people across Asia to create, publish, share and enjoy AI-generated animation video content.

REASONS FOR THE ACQUISITIONS

The Group is principally engaged in securities dealing business, financial investments and money lending business.

The Group has been actively seeking opportunities to expand and develop its business, with focus on the future potential of artificial intelligent technology ("AI") and technology-related sectors.

Having reviewed the investment portfolios of the Target Companies and considered the value of the Unlisted GIBO Shares under the Settlement Undertaking, the Board is of the view that the terms of the Acquisitions are fair and reasonable and the Acquisitions are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Although the acquisitions of equity interests in the Target Company A and the Target Company B were on separate negotiations and separate sale and purchase agreements with different independent vendors, under Rule 14.22 of the Listing Rules, the Stock Exchange may require listed issuers to aggregate a series of transactions and treat them as if they were one transaction if they are all completed within a 12 month period or are otherwise related.

Through the acquisitions of equity interests in Target Companies and the acquisition of the Unlisted GIBO Shares, the Group acquired interest in Global IBO Group Limited. The Target Company A held 812,500 Unlisted GIBO Shares and The Target Company B held 562,000 Unlisted GIBO Shares respectively. As disclosed in the announcement of the Company dated 13 May 2025, through de-SPAC transaction, GIBO became the holding company of Global IBO Group Limited and got listed on the Nasdaq and the relevant Unlisted GIBO Shares have been converted into shares of GIBO under the de-SPAC transaction.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisitions in aggregation are more than 25%, the Acquisitions constitute a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

A circular containing, among others, (1) details of the Acquisitions and the transactions contemplated thereunder; and (2) a notice of the SGM will be despatched to the Shareholders on or before 30 September 2025 so as to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

"Acquisitions"	together the acquisitions of the Sale Shares A, the Sale Shares B, 51% issued share capital of Bright Joy Investment Limited, 100% issued share capital of Chinese Top Asset Management Holdings Limited and the 5,000,000 Unlisted GIBO Shares under the Settlement Undertaking
"Agreement A"	the sale and purchase agreement dated 31 January 2025 and entered into between the Vendor A and the Purchaser in relation to the sale and purchase of the Sale Shares A
"Agreement B"	the sale and purchase agreement dated 31 January 2025 and entered into between the Vendors B and the Purchaser in relation to the sale and purchase of the Sale Shares B
"associates"	has the meaning ascribed to this term under the Listing Rules
"Board"	the board of Directors

"Company"	Smart Fish Wealthlink Holdings Limited (formerly known as Central Wealth Group Holdings Limited), a company incorporated in Bermuda with limited liability the issued shares of which are listed on the Main Board of the Stock Exchange
"connected person"	has the meaning ascribed to it in the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons of the Company in accordance with the Listing Rules
"Individual Vendors"	Lin Zherui, Xiao Shaoyou, Chen Senhong, Chen Gezhou and Xing Xintong
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	The People's Republic of China
"Purchaser"	Central Wealth Infrastructure Investment Limited, a wholly owned subsidiary of the Company
"Sale Shares A"	100% of the entire issued share capital of the Target Company A
"Sale Shares B"	100% of the entire issued share capital of the Target Company B
"Settlement Undertaking"	the settlement undertaking dated 31 January 2025 and given by the Individual Vendors in favour of the Group
"Shareholders"	holders of the Shares
"Shares"	ordinary shares in the capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company A"	Dragon Huge Development Limited, a company incorporated in Hong Kong with limited liability
"Target Company B"	Treasure Nice Investment Limited, a company incorporated in Hong Kong with limited liability

"Unlisted GIBO Shares"	shares in the issued share capital of Global IBO Group Limited
"Vendor A"	Lin Zherui
'Vendors B"	Lee Ming Pui and Shio Tian Ho
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

By order of the Board
Smart Fish Wealthlink Holdings Limited
Chen Xiaodong
Executive Director

Hong Kong, 19 August 2025

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors
Mr. Chen Xiaodong *(Vice Chairman and Chief Executive Officer)*
Mr. Yu Qingrui
Mr. Wang Jinsong
Mr. Pang Min Quan
Mr. Muk Shau Meng
Dr. Foo Seck Chyn

Independent non-executive Directors
Mr. Chan Ngai Fan
Mr. Wu Ming
Ms. Li Meifeng