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IVD Medical
華檢醫療 (1931.HK)

Innovation . Verification . Development

IVD Medical Holding Limited
華檢醫療控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1931)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF THE SHARES IN GOFINTECH QUANTUM INNOVATION LIMITED (STOCK CODE: 290) INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

THE ACQUISITION

The Board is pleased to announce that on 1 September 2025, the Company, the Purchaser (a wholly-owned subsidiary of the Company) entered into the Sale and Purchase Agreement with the Vendors, pursuant to which, the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares, being 1,848,496,429 Target Shares (representing approximately 20.31% of the entire issued share capital of the Target Company), at the Consideration in the amount of approximately HK$3,142,443,930. The Consideration shall be satisfied by the allotment and issuance of the Consideration Shares at the Issue Price (i.e. HK$9.69 per Share) under the General Mandate. Immediately prior to the Completion, the Group is not interested in any issued share of the Target Company as at the date of this announcement. Upon Completion, (i) the Group will be beneficially interested in 1,848,496,429 Target Shares (representing approximately 20.31% of the entire issued share of the Target Company as at the date of this announcement); (ii) the financial results of the Target Group will be accounted for in the consolidated financial statements of the Group as investment in an

associate using the equity method of accounting; and (iii) the Company will become a substantial shareholder of the Target Company. Pursuant to the Sale and Purchase Agreement, it is agreed among parties that all Consideration Shares in its entirety will be allotted and issued to Vendor A and Vendor D upon Completion. Therefore, upon Completion, Vendor A and Vendor D will be beneficially interested in a total of 263,862,307 Shares and 60,435,312 Shares, respectively, representing (i) approximately 16.29% and 3.73% of the issued share capital of the Company as of the date of this announcement; and (ii) approximately 13.57% and 3.11% of the issued share capital of the Company as enlarged by the allotment and issuance of the Consideration Shares (assuming there will be no change in the issued share capital of the Company other than the allotment and issuance of the Consideration Shares).

The Consideration Shares will be allotted and issued under the General Mandate. The Consideration Shares, when allotted and issued, will rank pari passu in all respects among themselves and with the Shares in issue.

Chapter 14 of the Listing Rules

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but is exempt from the shareholders' approval requirement thereunder. None of the Directors has any material interest in the Acquisition, the Sale and Purchase Agreement and the transactions contemplated thereunder and is required to abstain from voting on the board resolutions approving the Sale and Purchase Agreement and the transactions contemplated thereunder.

As the Completion is subject to the satisfaction or waiver (where applicable) of the Conditions Precedent, the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

THE ACQUISITION

The Board is pleased to announce that on 1 September 2025, the Company, the Purchaser (a wholly-owned subsidiary of the Company) entered into the Sale and Purchase Agreement with the Vendors, pursuant to which, the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares, being 1,848,496,429 Target Shares (representing approximately 20.31% of the entire issued share capital of the Target Company), at the Consideration in the amount of approximately HK$3,142,443,930.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out as follows:

Date

1 September 2025

Parties to the Sale and Purchase Agreement

(a) The Company (as issuer of the Consideration Shares);

(b) The Purchaser (a wholly-owned subsidiary of the Company, as purchaser); and (c) The Vendors (as vendor):

  (i) Vendor A;

  (ii) Vendor B;

  (iii) Vendor C; and

  (iv) Vendor D

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, each of the Vendors and their respective ultimate beneficial owners is an Independent Third Party.

Subject Matter of the Acquisition

Pursuant to the terms of the Sale and Purchase Agreement, the Purchaser (a wholly-owned subsidiary of the Company) has conditionally agreed to acquire, and the Vendors have conditionally agreed to sell the Sale Shares, being 1,848,496,429 Target Shares (representing approximately 20.31% of the entire issued share capital of the Target Company), at the Consideration in the amount of approximately HK$3,142,443,930. The Consideration shall be satisfied by the allotment and issuance of the Consideration Shares at the Issue Price (i.e. HK$9.69 per Share) under the General Mandate.

Conditions Precedent of the Sale and Purchase Agreement

The Acquisition is conditional upon the following conditions being fulfilled (or waived, where applicable):

(a) the Listing Committee shall have granted or agreed to grant the approval for the listing of and permission to deal in the Consideration Shares;

(b) the entire issued share capital of the Target Company as at the date of the Sale and Purchase Agreement remains the same up to the date of the Completion;

(c) the Board approving the Acquisition, the entering into and the execution and performance of the Sale and Purchase Agreement and all transactions contemplated hereunder (including the corresponding issuance of the Consideration Shares under the General Mandate) at the Board meeting in accordance with the Listing Rules;

(d) the respective board of directors of the Purchaser, Vendor B and Vendor C approving the Acquisition, the entering into and the execution and performance of the Sale and Purchase Agreement;

(e) all requisite consents, approvals, waivers and authorisations from any relevant government departments or authorities (including but not limited to the Stock Exchange), regulatory authorities or other relevant third parties (whether in Hong Kong, the PRC or elsewhere) having been obtained by the Vendors and the Target Company (where applicable);

(f) 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 Acquisition and/or the transactions contemplated under the Sale and Purchase Agreement (including but not limited to the Listing Rules and the Takeovers Code);

(g) the shares of the Target Company remaining listed and being traded on the main board of the Stock Exchange after the date of the Sale and Purchase Agreement up to the date of the Completion, and the Stock Exchange has no indication whatsoever at any time before Completion that the listing of the Target Shares on the Stock Exchange will be or may be cancelled or objected;

(h) no event occurring which constitutes a material adverse change (as set out in the Sale and Purchase Agreement) has occurred on the financial position, business, prospect or results of operations of the Target Group as a whole as at the date of the Sale and Purchase Agreement and up to the date of Completion; and

(i) the respective representations, warranties and undertakings made by the Vendors under the Sale and Purchase Agreement shall be true, accurate and not misleading in all material aspects as at the date of the Sale and Purchase Agreement and up to the date of Completion.

As at the date of this announcement, (i) on condition (e) above, the Directors have not been aware of any consents, approvals, waivers and authorisations being required (other than those set out under the Conditions Precedent above in the Sale and Purchase Agreement); (ii) it is noted that the Acquisition will not have any implication under the Takeovers Code, and there's no such laws, rules or regulations imposing prohibition or restriction on the Acquisition and the transactions contemplated under the Sale and Purchase Agreement (as set out in the condition (f) above); (iii) the Directors have not been aware of any indication of the Target Company being delisted; and (iv) the respective representations, warranties and undertakings made by the Purchaser and the Vendors are true, accurate and not misleading with respect to the Acquisition and the transactions contemplated thereunder.

The Vendors and the Purchaser may, in writing, waive in whole or in part any of the Conditions Precedent contemplated under (h) and (i) above. Other than the aforesaid, none of the Conditions Precedent may be waived.

As at the date of this announcement, Conditions Precedent contemplated under (c) and (d) above are fulfilled.

If any of the Conditions Precedent is not fulfilled (or as the case may be, waived) on or before 31 October 2025 (i.e. the long stop date contemplated under the Sale and Purchase Agreement for the fulfillment of the above conditions for the Acquisition), or such later date as the parties to the Sale and Purchase Agreement may agree in writing, the Sale and Purchase Agreement shall be terminated, and all rights, obligations and liabilities of the parties thereto shall cease and determine and neither party shall have any claim against the other, save for any antecedent breaches of the Sale and Purchase Agreement.

CONSIDERATION FOR THE ACQUISITION

With respect to the Acquisition, the Consideration is in the amount of approximately HK$3,142,443,930. The Consideration shall be satisfied by the allotment and issuance of the Consideration Shares at the Issue Price (i.e. HK$9.69 per Share) under the General Mandate.

CONSIDERATION SHARES

The Consideration Shares of 324,297,619 new Shares to be allotted and issued as fully paid, assuming there will be no change in the issued share capital of the Company between the date of this announcement and the Completion, will represent approximately 20% of the issued share capital of the Company as at the date of this announcement and approximately 16.7% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

The Consideration Shares will be allotted and issued pursuant to the General Mandate and shall, when allotted and issued, rank pari passu in all respects with the Shares in issue.

An application will be made by the Company to the Stock Exchange for the approval for the listing of, and permission to deal in, the Consideration Shares.

The Issue Price of HK$9.69 per Consideration Share represents:

(i) no discount to the closing price of HK$9.69 per Share as quoted on the Stock Exchange on the Last Trading Day before the date of the Sale and Purchase Agreement; and

(ii) a premium of approximately 11.8% to the average closing price of HK8.67 per Share for the last five (5) consecutive trading days immediately prior to the date of the Sale and Purchase Agreement.

Based on the closing price of the Shares of HK$9.69 per Share on Last Trading Day, being the date of the Sale and Purchase Agreement, the maximum number of Consideration Shares have a market value of approximately HK$3,142,443,930. The maximum number of 324,297,619 Consideration Shares have an aggregate nominal value of US$162,148.81.

The Company considers the Issue Price, which was determined after arm's length negotiation between the Vendors, the Purchaser and the Company, to be fair and reasonable, after taking into account, among others, the prevailing market price of the Shares, the financial performance of the Group and the current market conditions. The Board considers that the terms of the Sales and Purchase Agreement (including the Issue Price) are fair and reasonable based on the current market conditions and the Acquisition is in the interests of the Company and the Shareholders as a whole.

Basis of the Consideration

The Consideration was arrived at based on normal commercial terms after arm's length negotiation among the parties to the Sale and Purchase Agreement after taking into account, among others, the following:

Historical Trading Price of the Target Shares and its Trend

In determining the Consideration, the Directors have considered, amongst other things elaborated in this announcement, the historical market price of the Target Shares traded on the Stock Exchange for the period commencing from one year prior to the date of this announcement up to date of this announcement (the "**Relevant Period**"), as a benchmark to reflect the prevailing market conditions and recent market sentiment. During the Relevant Period, the closing price of the Target Shares ranged from the highest of HK$1.90 recorded on 27 August 2025 and 28 August 2025 to the lowest of HK$0.69 recorded on 5 September 2024, and as a whole, it presented a upward trend throughout the Relevant Period, and as a further demonstration, the 30-day and the 50-day moving average prices of the Target Share were HK$1.66 and HK$1.63, respectively. Accordingly, the Directors believe that the Consideration (HK$1.70 per Sale Share) represents a slight discount to the closing price of the Target Shares on 29 August 2025 and a slight premium to the average 30-day and average 50-day closing prices, which are considered fair and reasonable given the good performance of the recent Hong Kong stock market.

INFORMATION OF THE PURCHASER

The Purchaser under the Sale and Purchase Agreement is an investment holding company incorporated in the BVI with limited liability, and it is a wholly-owned subsidiary of the Company.

INFORMATION OF THE VENDORS

Vendor A under the Sale and Purchase Agreement is Dr. Liu Zhiwei, one of the substantial shareholders of the Target Company. Vendor A owns the entire issued share capital of Vendor B. Vendor C under the Sale and Purchase Agreement is Caitex Technology Holdings Limited, an investment holding company established under the laws of BVI with limited liability. Vendor C is wholly-owned by Chunda International Capital Management Co., Ltd., an investment holding company established under the laws of BVI with limited liability, which is in turn wholly-owned by Vendor A. Vendor D is Mr. Wang Tao.

INFORMATION ON THE TARGET COMPANY AND THE TARGET GROUP

The Target Company is an investment holding company whereas the Target Group is a cross-border, cross-industry investment platform based in Hong Kong, backed by the Greater Bay Area, and with focus on the international market. The Target Group has a strong presence in the financial services sector, comprising 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, and the principally-engaged businesses of the Target Group include investment banking, securities brokerage, asset management, margin financing, money lending, debt and equity investment and immigration consulting. The Target Company currently also implements an innovation-driven strategy, actively investing in the quantum technology industry and exploring multidimensional layout in the field of quantum technology at the business level.

Set out below is the audited consolidated financial information of the Target Company and its subsidiaries for the years ended 31 March 2024 and 31 March 2025 respectively:

	For the year ended 31 March 2025 (audited) *(HK$'000)*	**For the year ended 31 March 2024 (audited)** *(HK$'000)*
Revenue	863,400	49,456
Loss before tax	(1,726)	(30,634)
Loss after tax	(2,525)	(30,679)

	As at 31 March 2025 (audited) *(HK$'000)*	As at 31 March 2024 (audited) *(HK$'000)*
Net assets	3,925,623	786,843

As at 31 March 2024 and 31 March 2025, the net asset value per Target Share were respectively HK$0.12 and HK$0.53.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholdings in the Company (i) as at the date of this announcement; and (ii) immediately upon completion of the Acquisition and the issue and allotment of the Consideration Shares (assuming there is no other change in the shareholding structure of the Company takes place) are set out as follows:

	As at the date of this announcement		**Immediately after the Completion**	
Shareholders	*Number of Shares*	*%*	*Number of Shares*	*%*
Huatuo International Development Co., Limited *(Note 1)*	443,654,371	27.39	443,654,371	22.82
Goheal Holdings Limited *(Note 2)*	450,882,858	27.84	450,882,858	23.19
Lucan Investment Limited *(Note 3)*	14,303,041	0.88	14,303,041	0.74
Vendor A *(Note 4)*	–	–	263,862,307	13.57
Vendor D	–	–	60,435,312	3.11
Public Shareholders	710,926,826	43.89	710,926,826	36.57
	1,619,767,096	100.00	1,944,064,715	100.00

Note:

1. These 443,654,371 Shares are beneficially owned by Huatuo International Development Co., Limited, which is a company incorporated under the laws of Hong Kong on 28 March 2011 and wholly owned by Shinva Medical Instrument Co., Ltd.（山東新華醫療器械股份有限公司）. Therefore, Shinva Medical Instrument Co., Ltd. is deemed to be interested in Huatuo International Development Co., Limited's interest in the Shares pursuant to the SFO.

2. Goheal Holdings Limited is an investment holding company incorporated in the Cayman Islands which held 450,882,858 shares. It is predominantly owned by KS & KL Investment Co., Limited, King Sun Limited, and Lucan Investment Limited. These companies are wholly owned by Mr. Ho Huk Sing (a former executive director), Mr. Leung King Sun (a former executive director), and Mr. Lin Xianya (an executive director) respectively.

3. Mr. Lin Xianya, the executive Director, is the sole shareholder of Lucan Investment Limited, which holds 14,303,041 Shares.

4. Dr. Liu Zhiwei (Vendor A) is the sole shareholder of AI International Capital Management Ltd. (Vendor B) and Caitex Technology Holdings Limited (Vendor C). Therefore, Dr. Liu Zhiwei is deemed to be interested in AI International Capital Management Ltd. and Caitex Technology Holdings Limited's interest in the Shares pursuant to the SFO and Dr. Liu Zhiwei collectively holds 263,862,307 Shares.

5. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding them.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The acquisition of 20.31% of the shares of the Target Group is a crucial step for the Group to continuously implement its RWA exchange strategy and achieve ecological synergy, with far-reaching industrial significance and significant capital value. The Board believes that this cooperation will bring multi-dimensional and systematic strategic benefits to the Company, as detailed below:

I. Significant Strategic Synergy Effects Achieved, Jointly Building a New Height in Industrial-Financial Ecosystem

1. Deepened Capital Synergy, Empowering High-Quality Development

This transaction involves two Hong Kong-listed companies, each with a market capitalization exceeding HK$15 billion, achieving deep integration through equity ties. Upon the Completion, the total assets of the Group and the Target Group, when summed up, will exceed HK$11 billion, and its capital strength and financing capability will be further enhanced. Leveraging the Target Company's accumulated resources and license advantages in the traditional financial sector (including Type 1, 4, 6, and 9 licenses), the Company is expected to broaden its capital channels, optimize capital allocation, and form a more resilient and interconnected capital ecosystem. The Company will also deepen its involvement in the strategic management and capability output of the Target Company by appointing directors and participating in governance, comprehensively improving capital utilization efficiency and business execution.

2. Significant Business Synergy Achieved, Jointly Promoting the Implementation of the RWA Ecosystem

Since July 2025, IVD Medical has continued to promote the construction of an exchange ecosystem with Real World Asset (RWA) as its core. The Target Company has also entered the RWA and stablecoin sectors, and both parties possess high potential for synergy in areas such as technical architecture, asset tokenization, and compliant issuance. This collaboration is expected to accelerate the substantive implementation of the Company's RWA strategy, achieving the construction of a closed-loop ecosystem from asset-side to transaction-side.

3. Integration of Industrial Resources, Building an Innovative Cooperation Network

As a fully-licensed fintech platform based in Hong Kong, backed by the Greater Bay Area, and facing the international market, the Target Company has accumulated substantial resources in the integrated fields of quantum computing, artificial intelligence, and blockchain, and has jointly initiated the "Hong Kong Virtual Assets Listed Companies Association", proposing a "Five-in-One" RWA development strategy. It has currently established partnerships with several enterprises, including North King, Goldstream Investment, and Berry Genomics. In the future, it will collaborate with the Company to further expand asset types and cooperation pathways, accelerating RWA ecosystem development and project implementation.

II. Enhancing Traditional Financial Endorsement and Broadening Institutional Cooperation Foundations

As a representative enterprise deeply rooted in the intersection of traditional finance and innovative technology, the Target Company's financial genes and compliance capabilities will provide a robust anchor of trust for the Company's RWA business. This move is expected to significantly enhance the recognition and willingness of traditional financial institutions and investors cautious about cryptocurrencies towards the Company's business model, further expanding the diversity of ecosystem participants and solidifying the foundation for long-term development.

III. Strategic Resource Expansion: Co-building a New On-Chain Financial Ecosystem to Facilitate the Globalization of Chinese Assets

Upon completion of this acquisition, the Target Company will leverage the 22.5% equity interest in CSOP held by GoFintech Quantum to jointly build an on-chain financial ecosystem platform with blockchain and FinTech as its core. The platform will deeply integrate compliant digital architecture with traditional asset forms, systematically promote the tokenization and fractionalized circulation of assets, and create an efficient, transparent, and interconnected new financial infrastructure.

In this on-chain ecosystem, both parties will prioritize enabling high-quality Chinese assets to "go on-chain and overseas" in a compliant and standardized manner. Through innovative product design, shared international channels, and distributed ledger technology, the initiative aims to significantly enhance the international recognition and allocation efficiency of Chinese assets, while broadening pathways for foreign capital participation.

The Company firmly believes that on-chain finance represents not merely a technological iteration, but a major innovation in financial paradigms and methods of global collaboration. IVD Medical will always uphold the corporate vision of "Benefiting the country, the people, and the world". By leveraging technological empowerment and ecosystem co-construction, it will facilitate the deeper integration of China's real economy and financial markets into the global landscape, contributing to a more efficient, equitable, and sustainable future for asset digitization.

IV. Outlook

Upon completion of this acquisition, IVD Medical and GoFintech Quantum will comprehensively deepen strategic synergies centered on building an "on-chain finance" ecosystem, jointly promoting the innovation and implementation of digital financial infrastructure. Both parties will integrate technology, licenses, assets, and channel resources to focus on creating an efficient, compliant, and open platform for the issuance, trading, and management of on-chain assets, accelerating the digitization, fractionalization, and cross-border flow of traditional financial assets.

Leveraging Hong Kong's strategic advantages as an international financial center and the synergistic empowerment of strategic resources such as CSOP, the Company will actively promote the global expansion of high-quality Chinese assets through on-chain solutions, enhancing their international competitiveness and pricing power, thereby effectively facilitating the efficient globalization of Chinese assets. Simultaneously, IVD Medical will consistently uphold its corporate vision of “Benefiting the country, the people, and the world”, empowering the real economy through technology, reinventing ecosystems through innovation, continually fulfilling social responsibilities, and promoting the equitable allocation of financial resources and the efficient flow of global capital.

The Board believes that through this collaboration, IVD Medical will further refine its strategic positioning in the RWA and digital finance sectors, strengthening the dual-drive mechanism of industry and capital, thereby creating sustainable growth value for shareholders and investors.

On top of the above, the allotment and issuance of the Consideration Shares by the Company to satisfy the Consideration will, upon Completion, have a dilution effect on the shareholding of the existing Shareholders by approximately 16.7% (as enlarged by the allotment and issuance of the Consideration Shares (assuming that there will be no change in the issued share capital of the Company other than the allotment and issuance of Consideration Shares)). Despite the dilution impact of the Shareholders, taking into account that (i) by satisfying the Consideration entirely with the allotment and issuance of the Consideration Shares, the immediate burden to the Company's financial resources can be reduced since the issuance of the Consideration Shares will not result in any cash to be paid by the Group for the Consideration upon Completion, thereby alleviating the immediate material cash outflow pressure on the Group, safeguarding its imminent financial position; and (ii) the dilution impact is outweighed by the advantages elaborated above.

Accordingly, the Directors consider that although the transactions contemplated under the Sale and Purchase Agreement, including the allotment and issuance of the Consideration Shares under the Generate Mandate, are not in the ordinary and usual course of business of the Group, the Acquisition, the Sale and Purchase Agreement and the transactions contemplated thereunder (including the allotment and issuance of the Consideration Shares under the Generate Mandate at the Issue Price) are on normal commercial terms agreed upon after arm's length negotiations between the parties with reference to the prevailing market conditions and are fair and reasonable, and are in the interests of the Group and the Shareholders as a whole.

None of the Directors has any material interest in the Acquisition, the Sale and Purchase Agreement and the transactions contemplated thereunder and is required to abstain from voting on the board resolutions approving the Sale and Purchase Agreement and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

Chapter 14 of the Listing Rules

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but is exempt from the shareholders' approval requirement.

As the Completion is subject to the satisfaction or waiver (where applicable) of the Conditions Precedent, the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

"Acquisition"	the acquisition by the Purchaser of the Sale Shares on the terms and subject to the conditions set out in the Sale and Purchase Agreement
"associates"	has the meaning ascribed thereto in the Listing Rules
"Board"	the board of Directors
"Business Day"	means a day (other than Saturday, Sunday and days on which a tropical cyclone warning No. 8 or above or a "black rainstorm warning signal" is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general banking business
"BVI"	the British Virgin Islands
"Company" or "IVD Medical"	IVD Medical Holding Limited, an exempted company incorporated in the Cayman Islands with limited liability and its shares are listed on the Stock Exchange (Stock Code: 1931)
"Completion"	the completion of the Acquisition in accordance with the terms and condition set out in the Sale and Purchase Agreement
"Conditions Precedent"	conditions precedent to the Completion as set out under the paragraph headed "Conditions Precedent of the Sale and Purchase Agreement"
"connected person"	has the meaning ascribed thereto under the Listing Rules
"Consideration"	the consideration in the amount of approximately HK$3,142,443,930 for the Acquisition
"Consideration Share(s)"	324,297,619 Shares to be allotted and issued as the Consideration payable by the Purchaser
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate granted by the Shareholders at the annual general meeting to the Directors pursuant to the resolution passed on 30 June 2025 to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company then existing, which was 324,297,619 Shares;
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	third party(ies) independent of and not connected with the Company and its connected persons and is not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with any of the connected persons of the Company or any of their respective associates (as defined under the Listing Rules)
"Issue Price"	HK$9.69 per Share, being the issue price of each Consideration Share
"Last Trading Day"	29 August 2025, being the last trading day for the Shares prior to the date of this announcement
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
"Purchaser"	Final Touch Ltd., a company incorporated in the BVI with limited liability, a wholly-owned subsidiary of the Company
"Sale Shares"	1,848,496,429 Target Shares (representing approximately 20.31% of the entire issued share capital of the Target Company)
"Sale and Purchase Agreement"	the conditional sale and purchase agreement entered into by the Company, the Purchaser (a wholly-owned subsidiary of the Company) and the Vendors, pursuant to which, the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares, being 1,848,496,429 Target Shares (representing approximately 20.31% of the entire issued share capital of the Target Company), at the Consideration in the amount of approximately HK$3,142,443,930, with such Consideration be satisfied by the allotment and issuance of the Consideration Shares at the Issue Price
"SFC"	The Securities and Futures Commission of Hong Kong
"SFO"	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

"Share(s)"	the ordinary shares in the issued share capital of the Company, in the par value of US$0.0005
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed thereto in the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Target Company" or "GoFintech Quantum"	GoFintech Quantum Innovation Limited, formerly known as 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: 290)
"Target Group"	the Target Company and its subsidiaries
"Target Shares"	ordinary share(s) of HK$0.10 each in the capital of the Target Company
"Vendor A"	Dr. Liu Zhiwei, a substantial Shareholder, one of the substantial shareholders of the Target Company as at the date of this announcement
"Vendor B"	AI International Capital Management Ltd., an investment holding company established under the laws of BVI with limited liability, which is wholly-owned by Vendor A
"Vendor C"	Caitex Technology Holdings Limited, an investment holding company established under the laws of BVI with limited liability, which is wholly-owned by Chunda International Capital Management Co., Ltd., an investment holding company established under the laws of BVI with limited liability, and it is in turn wholly-owned by Vendor A
"Vendor D"	Mr. Wang Tao
"Vendors"	collectively, Vendor A, Vendor B, Vendor C and Vendor D
"US$"	United States dollar, the lawful currency of the United States of America

"%"	per cent.

By order of the Board
IVD Medical Holding Limited
Lin Xianya
Executive Director

Hong Kong, 1 September 2025

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Lin Xianya, Mr. Chan Siu Kei Ken and Mr. Law Kim Fai, two non-executive directors, namely, Ms. Yao Haiyun and Mr. Liu Fei and five independent non-executive directors, namely, Dr. Zhong Renqian, Dr. Wong Sze Lok, Ms. Tai Yang, Mr. Xu Da and Mr. Zhang Jianlei.

Certain figures in this announcement have been subject to rounding adjustments.

This announcement may contain certain forward-looking statements that reflect the Company's beliefs, plans or expectations about the future. These statements are based on a number of assumptions, current estimates and projections, and subject to inherent risks, uncertainties and other factors which may or may not be beyond the Company's control. The actual outcomes may differ. Nothing contained in these statements is, or shall be, relied upon as any assurance, representation or warranty otherwise. Neither the Company nor its directors, staff, agents, advisers or representatives assume any responsibility to update, supplement, correct these statements or adapt them to future events.

If there is any inconsistency between the Chinese and English versions of this announcement, the Chinese version shall prevail.