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GoFintech Quantum Innovation Limited
國富量子創新有限公司

(formerly known as GoFintech Innovation Limited 國富創新有限公司)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 290)
Website: https://290.com.hk

LAPSE OF THE PREVIOUS SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE AND NEW SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

LAPSE OF THE PREVIOUS SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board announces that, (i) taking into account that the long stop date of the Previous Subscription Agreements expires on 4 September 2025 and the conditions precedent under the Previous Subscription Agreements have not been fulfilled; and (ii) in light of the current market conditions, the Company and each of the Subscribers conducted arm's length negotiations regarding the Previous Subscription, and agreed not to proceed with the Previous Subscription according to the Previous Subscription Agreements. As such, the Previous Subscription Agreements have lapsed and the Previous Subscription will not proceed. No party thereunder shall have any claim against the other in respect of the Previous Subscription Agreements.

NEW SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

On 4 September 2025 (after trading hours of the Stock Exchange), the Company entered into eleven (11) separate Subscription Agreements with eleven (11) Subscribers, pursuant to which the Company has conditionally agreed to allot and issue to the Subscribers, and the Subscribers have conditionally agreed to subscribe for a total number of 745,168,534 Subscription Shares at the Subscription Price of HK$1.78 per Subscription Share.

Assuming that there will be no change in the number of issued Shares between the date of this announcement and the date of the Completion, the number of 745,168,534 Subscription Shares in aggregate under the Subscription represent approximately 8.19% of the existing issued share capital of the Company as at the date of this announcement and approximately 7.57% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK$74,516,853.40.

The Subscription Price of HK$1.78 per Subscription Share represents:

(a) a discount of approximately 16.43% to the closing price of HK$2.13 per Share as quoted on the Stock Exchange on 4 September 2025, being the date of the Subscription Agreements;

(b) a discount of approximately 10.82% to the average closing price of HK$1.996 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Subscription Agreements; and

(c) a discount of approximately 6.32% to the average closing price of HK$1.90 per Share as quoted on the Stock Exchange for the ten consecutive trading days of the Shares immediately prior to the date of the Subscription Agreements.

The gross proceeds and net proceeds (after deducting the relevant costs and expenses of the Subscription) raised from the Subscription will be approximately HK$1,326.40 million and HK$1,321.40 million respectively. On such basis, the net price of the subscription for the Subscription Shares will be approximately HK$1.77 per Subscription Share.

No Shareholders' approval is required for the Subscription and the allotment and issue of the Subscription Shares by the Company as the Subscription Shares will be issued and allotted pursuant to the General Mandate granted to the Directors by resolution of the Shareholders passed at the AGM held on 12 August 2024, under which the Directors may allot and issue up to 1,423,684,369 Shares (representing 20.00% of the issued share capital of the Company as at the date of the passing of the resolution at the AGM).

The Subscription are conditional upon, *inter alia*, the Stock Exchange granting the listing of, and permission to deal in the Subscription Shares.

As completion of the Subscription is subject to the fulfillment of conditions precedent as set out in the Subscription Agreement, the Subscription may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

LAPSE OF THE PREVIOUS SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of the Company dated 14 August 2025, in relation to, among other things, the Previous Subscription.

The Board announces that, (i) taking into account that the long stop date of the Previous Subscription Agreements expires on 4 September 2025 and the conditions precedent under the Previous Subscription Agreements have not been fulfilled; and (ii) in light of the current market conditions, the Company and each of the Subscribers conducted arm's length negotiations regarding the Previous Subscription, and agreed not to proceed with the Previous Subscription according to the Previous Subscription Agreements. As such, the Previous Subscription Agreements have lapsed and the Previous Subscription will not proceed. No party thereunder shall have any claim against the other in respect of the Previous Subscription Agreements.

Among the eleven (11) subscribers under the Previous Subscription, eight (8) of them have agreed to enter into the Subscription Agreements as detailed below. For the avoidance of doubt, three (3) of them, being Subscribers G, H and I (as defined under the announcement of the Company dated 14 August 2025 on the Previous Subscription) will not enter into the Subscription Agreements.

The Directors consider that the lapse of the Previous Subscription Agreements will not have any material adverse impact on the business operation and financial position of the Group.

NEW SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

On 4 September 2025 (after trading hours of the Stock Exchange), the Company entered into eleven (11) separate Subscription Agreements with eleven (11) Subscribers, pursuant to which the Company has conditionally agreed to allot and issue to the Subscribers, and the Subscribers have conditionally agreed to subscribe for a total number of 745,168,534 Subscription Shares at the Subscription Price of HK$1.78 per Subscription Share.

THE SUBSCRIPTION AGREEMENTS

Each of the Subscription Agreements is on substantially the same terms (other than the number of Subscription Shares). The principal terms of the Subscription Agreements are set out below:

Date

4 September 2025

Parties to the Subscription Agreements

(i) The Company (as issuer); and

(ii) each of the Subscribers (as subscriber).

Information of the Subscribers

Subscribers

Subscriber A	Ms. Zou Meilian（鄒美蓮）, a resident in the PRC, a merchant and a private investor
Subscriber B	Mr. Long Jie（龍杰）, a resident in the PRC, a merchant and a private investor
Subscriber C	Mr. Tang Pei（唐沛）, a resident in the PRC, a merchant and a private investor
Subscriber D	Mr. Wang Mengbin（王盟斌）, a resident in the PRC, a merchant and a private investor
Subscriber E	Mr. Zhang Weimin（張偉民）, a resident in the PRC, a merchant and a private investor
Subscriber F	Mr. Zhang Weikun（張偉坤）, a resident in the PRC, a merchant and a private investor
New Subscriber G	Good Access Global Limited is a company incorporated in BVI with limited liability. It mainly engages in investment holding as at the date of this announcement. The ultimate beneficial owner of Good Access Global Limited is Mr. WU Honglin, who is the sole shareholder of Good Access Global Limited, a resident in the Republic of Vanuatu, a merchant and a private investor
New Subscriber H	XtalPi Holdings Limited is a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 2228). It mainly engages in investment holding and it was interested in 100,000,000 Shares as at the date of this announcement. This company and its subsidiaries are principally engaged in the operations of innovative research platform powered by artificial intelligence and robotics, driving the intelligent and digital transformation in the life sciences and material sciences sectors. Such group combines quantum physics, artificial intelligence, cloud computing, and large-scale robotics to provide R&D solutions, services, and products for pharmaceuticals, biotechnology, renewable energy, and advanced materials industries globally.

New Subscriber I	Inkeverse Group Limited is a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 3700). It mainly engages in investment holding as at the date of this announcement. This company's subsidiaries are principally engaged in the operations of mobile live streaming platforms in the PRC. Its business encompasses live social networking, short-form dramas, overseas operations, and other related sectors, driving performance growth through a portfolio of matrix products and diversified business formats.
Subscriber J	Ms. Yang Fuyi（陽馥伊）, a resident in the PRC, a merchant and a private investor who was interested in 21,976,000 Shares as at the date of this announcement
Subscriber K	Junjie Development Limited is a company incorporated in Hong Kong with limited liability. It mainly engages in investment holding. The ultimate beneficial owner of Junjie Development Limited is Mr. Chen Bing（陳兵）, who is the sole shareholder of Junjie Development Limited, a resident in the PRC, a merchant and a private investor

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Subscribers (and its ultimate beneficial owner, as the case may be) is an Independent Third Party. As at the date of this announcement, save and except for New Subscriber H and Subscriber J above (who respectively were interested in 100,000,000 Shares and 21,976,000 Shares as at the date of this announcement), none of the Subscribers was interested in any issued share capital of the Company.

None of the Subscription Agreements are inter-conditional to other Subscription Agreements.

Furthermore, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save and except for the Subscription, each of the Subscribers is (i) independent of and not connected with each other within the meaning of the Listing Rules; and (ii) not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with one another.

Subscription and the Number of Subscription Shares

Pursuant to the terms of each of the Subscription Agreements, the Company conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, a total number of 745,168,534 Subscription Shares at the Subscription Price of HK$1.78 per Subscription Share. The consideration of approximately HK$1,326.40 million shall be payable and settled by each of the Subscribers in full on the date of the Completion in cash.

Individually, each of the Subscribers has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, such number of Subscription Shares tabulated as follows:

Subscriber	**No. of Subscription Shares**	**Total Subscription Price** *(HK$)*	**Approx.% of the issued share capital as at the date of this announcement** *(Note)*	**Approx.% of the issued share capital immediately upon Completion (assuming there is no other change in the issued share capital of the Company before the Completion)** *(Note)*
Subscriber A	30,617,977	54,500,000	0.34%	0.31%
Subscriber B	30,617,977	54,500,000	0.34%	0.31%
Subscriber C	30,617,977	54,500,000	0.34%	0.31%
Subscriber D	122,471,910	218,000,000	1.35%	1.24%
Subscriber E	91,853,932	163,500,000	1.01%	0.93%
Subscriber F	97,977,528	174,400,000	1.08%	1.00%
New Subscriber G	66,151,685	117,750,000	0.73%	0.67%
New Subscriber H	22,050,561	39,250,000	0.24%	0.22%
New Subscriber I	168,539,325	300,000,000	1.85%	1.71%
Subscriber J	32,584,269	58,000,000	0.36%	0.33%
Subscriber K	51,685,393	92,000,000	0.56%	0.53%
Total:	**745,168,534**	**1,326,400,000**	**8.19%**	**7.57%**

Note: The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.

As indicated above, it is anticipated that none of the Subscribers will become a substantial Shareholder (as defined in the Listing Rules) immediately after the Completion.

Assuming that there will be no change in the number of issued Shares between the date of this announcement and the date of the Completion, the number of 745,168,534 Subscription Shares in aggregate under the Subscription represent approximately 8.19% of the existing issued share capital of the Company as at the date of this announcement and approximately 7.57% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK$74,516,853.40.

Subscription Price

The Subscription Price of HK$1.78 per Subscription Share represents:

(a) a discount of approximately 16.43% to the closing price of HK$2.13 per Share as quoted on the Stock Exchange on 4 September 2025, being the date of the Subscription Agreements;

(b) a discount of approximately 10.82% to the average closing price of HK$1.996 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Subscription Agreements; and

(c) a discount of approximately 6.32% to the average closing price of HK$1.90 per Share as quoted on the Stock Exchange for the ten consecutive trading days of the Shares immediately prior to the date of the Subscription Agreements.

The Subscription Price was determined and negotiated on an arm's length basis between the Company and each of the Subscribers and with reference to the market conditions and the prevailing market price of the Shares. The Directors (including the independent non-executive Directors) consider that the Subscription Price is fair and reasonable and the Subscription is in the interest of the Company and the Shareholders as a whole.

The gross proceeds and net proceeds (after deducting the relevant costs and expenses of the Subscription) raised from the Subscription will be approximately HK$1,326.40 million and HK$1,321.40 million respectively. On such basis, the net price of the subscription for the Subscription Shares will be approximately HK$1.77 per Subscription Share.

Conditions of the Subscription

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

(a) the granting by the Listing Committee of the listing of, and permission to deal in, the Subscription Shares being obtained and not being subsequently revoked prior to the date of the Completion;

(b) the passing by the Board of Directors of resolutions (and where applicable, the passing of resolutions by the Subscriber's board of directors) to approve the Subscription, the Subscription Agreement and the transactions contemplated hereunder;

(c) the representations, warranties and undertakings made by the Company under the respective Subscription Agreements shall be true, accurate and not misleading in all material aspects as at the date of the Completion;

(d) the representations, warranties and undertakings made by each of the Subscribers under the respective Subscription Agreements shall be true, accurate and not misleading in all material aspects as at the date of the Completion; and

(e) all necessary authorisations, consent and approvals as may be obtained by the Company and each of the Subscribers having been obtained in respect of each of the Subscription Agreements from relevant authorities (including but not limited to the Stock Exchange).

As at the date of this announcement, (i) application has been made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Subscription Shares; (ii) the condition (b) above have been fulfilled; (iii) the respective representations, warranties and undertakings made by the Company and each of the Subscribers are true, accurate and not misleading with respect to the Subscription and the transactions contemplated thereunder; and (iv) the Directors have not been aware of any authorisations, consent or approvals as set out in the condition (e) above, other than the approval by the Listing Committee of the listing of and permission to deal in the Subscription Shares.

The Company may in its sole and absolute discretion waive in whole or in part the condition set out in paragraph (d) above and each of the Subscribers may in its sole and absolute discretion (under the respective Subscription Agreements) waive in whole or in part the condition set out in paragraph (c) above. Save as aforementioned, none of the above conditions can be waived.

If any of the conditions is not fulfilled (or as the case may be, waived) on or before 25 September 2025 (i.e. the long stop date contemplated under the Subscription Agreements for the fulfillment (or, as the case may be, the waiver) of the above conditions for the Subscription), or such later date as the parties to the Subscription Agreements may agree in writing, the Subscription Agreements shall be terminated, and all rights, obligations and liabilities (in relation to the Subscription) of (i) the Company; and (ii) each of the Subscribers pursuant to the respective Subscription Agreements (to which the relevant Subscriber is a party thereto) shall cease and determine and each of them shall both be released from all their respective obligations and neither party shall have any claim against the other party for costs, damages, compensation or otherwise arising under the Subscription Agreements, save and except for any antecedent breaches of the Subscription Agreements.

Completion

The Completion shall take place on a date falling on the fifth Business Day after the fulfillment (or, as the case may be, the waiver) of the conditions set out above (or such later date as may be agreed between the parties to the Subscription Agreement in writing).

Termination of the Subscription Agreements

The parties to each of the Subscription Agreements are entitled to terminate the Subscription Agreement(s) to which they are a party by notice in writing to one another upon the occurrence of any of the force majeure events set out in the Subscription Agreements at any time between the date of the Subscription Agreements and up to 8:00 a.m. on the date of Completion. As at the date of this announcement, the Directors are not aware of the occurrence of any of the such events.

As completion of the Subscription is subject to the fulfillment of conditions precedent as set out in the Subscription Agreement, the Subscription may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

RANKING OF THE SUBSCRIPTION SHARES

The Subscription Shares will rank, upon allotment and issue, *pari passu* in all respects with each other, among themselves and with the other Shares in issue on the date of allotment and issue of the Subscription Shares.

GENERAL MANDATE TO ALLOT AND ISSUE OF THE SUBSCRIPTION SHARES

The Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM. Under the General Mandate, the Company is authorised to allot and issue up to 1,423,684,369 Shares until the revocation, variation or expiration of the General Mandate.

As at the date of this announcement, the Company has exercised the power to allot and issue 231,500,000 new Shares pursuant to the General Mandate as at the date of this announcement by means of placing of new shares under the General Mandate (Details of which can be referred from the Company's announcements dated 9 April 2025, 17 April 2025 and 25 April 2025). Immediately upon Completion (assuming there is no change in the share capital of the Company from the date of this announcement up to the date of the Completion), 745,168,534 Subscription Shares will be allotted and issued, and accordingly, 976,668,534 Shares will be issued in total pursuant to the General Mandate. Therefore, the allotment and issue of the Subscription Shares are not subject to any additional Shareholders' approval.

APPLICATION FOR LISTING OF THE SUBSCRIPTION SHARES

Application will be made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Subscription Shares.

The Subscription are conditional upon, *inter alia*, the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares.

INFORMATION OF THE COMPANY AND THE GROUP

The Company is an investment holding company whereas the 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 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 Group include investment banking, securities brokerage, asset management, margin financing, money lending, debt and equity investment and immigration consulting. The 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.

INFORMATION OF THE SUBSCRIBERS

There are eleven (11) Subscribers in total, with seven (7) independent professional individual investors and four (4) independent professional corporate investors. Details of the Subscribers may be referred under the paragraph with sub-heading of "Subscription and the Number of Subscription Shares" of the paragraph headed "The Subscription Agreements" of this announcement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) each of the Subscribers and its ultimate beneficial owner are Independent Third Parties; and (ii) each of the Subscribers are independent from, not connected or associated with, and not acting in concert (as defined under the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong) with one another.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Company is an investment holding company whereas the 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 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. The principally-engaged businesses of the Group include investment banking, securities brokerage, asset management, margin financing, money lending, debt and equity investment and immigration consulting. The Company implements an innovation-driven strategy, continually explores in the quantum technology and digital assets sectors, and is committed to enhancing Shareholder value leveraging regulatory compliance and technological advancement.

With respect to the use of net proceeds raised from the Subscription, it is detailed as follows:

(a) Approximately 11.35% of the net proceeds (approximately HK$150,000,000) will be used for expanding the digital asset financial license business and infrastructure development;

(b) Approximately 15.14% of the net proceeds (approximately HK$200,000,000) will be used for expanding RWA investment banking business;

(c) Approximately 49.19% of the net proceeds (approximately HK$650,000,000) will be used for developing Pre-RWA funds and RWA secondary market funds;

(d) Approximately 7.57% of the net proceeds (approximately HK$100,000,000) will be used for investments in fintech and RWA technology platforms, including the establishment of the joint venture with North King and related technology R&D as well as expansion of application scenarios; and

(e) Approximately 16.76% of the net proceeds (approximately HK$221,399,990) will be used for working capital on the Group's principally engaged businesses (the "**Group's Working Capital**", the full utilisation of which is expected to within 12 months after completion of the Subscription), amongst which, it will further segregated into:

(i) Approximately 9.19% of the net proceeds (approximately HK$121,399,990) will be used for working capital for the Group's licensed businesses; and

(ii) Approximately 7.57% of the net proceeds (approximately HK$100,000,000) will be used for investments in supply chain operations and trading businesses.

The Board believes that the RWA tokenization has become a major trend of global fintech. RWA enables the compliant mapping of assets such as equities, bonds, real estate, artworks and income rights onto blockchains, endowing them with programmability, divisibility, and global liquidity. It also significantly enhances efficiency in issuance, trading, settlement and collateralization. According to the latest research report by Boston Consulting Group (BCG), the RWA-related market is projected to reach a scale of tens of trillions of US dollars by 2030, with widespread application across multiple classes of assets.

Hong Kong has established a robust regulatory framework, including the Policy Statement 2.0 on the Development of Digital Assets in Hong Kong, Licensing Regime for Virtual Asset Trading Platforms (VATP), upgrade mechanism for Type 1/4/9 financial licenses and Stablecoins Ordinance (effective on 1 August 2025, Cap. 656 of the Laws of Hong Kong). All of these provide clear institutional safeguards and an internationally aligned environment for RWA and related stablecoin applications.

"Five-in-One" Full-Ecosystem RWA Strategic Layout

The Group intends to use the net proceeds derived from the Subscription as an opportunity to establish a closed-loop full-lifecycle ecosystem spanning "**exchanges – RWA investment banking – Pre-RWA fund – RWA secondary market fund – fintech solutions**". Furthermore, the RWA Strategic Layout Initiative (the "**RWA Initiative**") can be divided into five areas, being the strategic layouts for (i) compliant licenses from digital asset exchanges and platforms ("**Licensing**"); (ii) RWA investment banking; (iii) pre-RWA funds; (iv) RWA secondary market funds; and (v) financial technology collaboration (the "**Collaboration**").

To elaborate on the RWA Initiative, the focus on its five areas described is as follows:

(1) On the strategic layout for compliant licenses from digital asset exchanges and platforms, the Group will focus on:

(a) applying for and/or upgrading VATP licenses and related digital asset financial licenses; and

(b) building compliant over-the-counter trading and sales networks in Hong Kong and other key markets to strengthen regulatory gateway for on-chain circulation.

(2) On the strategic layout for RWA investment banking, the Group will focus on:

(a) building a professional team covering issuance, underwriting, structured design and institutional-level distribution; and

(b) establishing a collaborative system with legal compliance, custody and rating institutions to provide one-stop tokenisation solutions for traditional assets.

(3) On the strategic layout for pre-RWA funds, the Group will focus on:

(a) making advance investments in high-quality underlying assets with tokenization potentials, including equities, income rights, bonds and artworks; and

(b) leveraging licensing advantages and technological platforms to complete tokenized issuance and on-chain circulation, aiming to secure discounts and excess returns before on-chain circulation.

(4) On the strategic layout for RWA secondary market funds, the Group will focus on:

(a) setting footprints in RWA secondary market investment funds, market-making funds and collateralized credit funds; and

(b) concentrating on investment and financing, liquidity support and exit management of on-chain assets to enhance market depth and asset turnover efficiency.

(5) On the strategic layout for fintech, the Group will focus on:

(a) the Group will focus on its intention to establishing a joint venture with North King;

(b) the aforesaid joint venture will concentrate on development of RWA technology platforms including core technologies such as on-chain standards, cross-chain interoperability and compliance audit, while expanding application scenarios including Web 3.0, AI and cross-border payments; and

(c) the collaboration will provide a stable and scalable technological foundation for the Group's RWA business while possessing commercialisation capabilities to deliver technology and platform services to the broader market.

Reflected from the above, further details of the use of net proceeds raised from the Subscription in connection with the RWA Initiative are as follows:

Areas of RWA Initiative	Details of Utilisation	Anticipated Amount of Net Proceeds to be injected	Expected timeline of full utilization
1. Licensing	applying for and/or upgrading VATP licences and related digital asset financial licences in Hong Kong and other key markets; and	HK$100,000,000	Within 12 months after completion of the Subscription
	building compliant over-the-counter trading and sales networks and infrastructure relevant to the above licenses	HK$50,000,000	Within 12 months after completion of the Subscription
2. RWA investment banking	Initiating a department for RWA and building a professional team for the strengthening of channel and marketing effort	HK$200,000,000	Within 12 months after completion of the Subscription
3. pre-RWA funds	Investments on fixed-income products, artworks and equity products	HK$600,000,000	Within 12 months after completion of the Subscription
4. RWA secondary market funds	Investments on funds of secondary market in connection with RWA including relevant investment funds and credit funds	HK$50,000,000	Within 12 months after completion of the Subscription
5. Collaboration	Collaborations on the formation of platform to provide RWA-technology solutions	HK$100,000,000	Within 12 months after completion of the Subscription

With respect to Licensing, the application of licenses is required to strengthen regulatory gateway for on-chain circulation, this provides the necessary foundation for the transparent circulation of the tokenised assets with investments facilitated. For RWA investment banking, it provides for the expansion of traditional solutions such as issuance, underwriting and institutionalised distribution for assets with respect to its tokenisation and investments. Pre-RWA funds' investments place focus on the high-quality assets with potential for tokenisation (including but not fixed-income products, artworks and equity products) such that assets can be invested at an early stage with a higher discount; while the investments on RWA-related secondary market funds will diversify on RWA investments and the depth for circulation. Last but not least, the Collaboration focuses on the continuous research, development and refinement for solutions of financial technology, giving the foundational support of technologies for RWA businesses.

All these five areas align with the Group's intention to create a closed-loop ecosystem with respect to a sustainably operational RWA business with compliant platform, the asset value-appreciation by means of fund investments and investment banking together with the technological support, it will provide for the Group's RWA business to continue its growth and development, and in the long run, promoting the value of the Group and that of the Shareholders by earning the competitive advantage gained by the first-moving occupant of the RWA market segment.

Progress of RWA Initiative

As at the date of this announcement, the progress of RWA Initiative of the Company is tabulated as follows:

Areas of RWA Initiative	**Progress**
1. Licensing	(a) Approximately HK$23.4 million has been utilised during late August 2025 for the investment (the "**BA Investment**") on the research and development endeavour in BA Fintech Lab Limited (together with its subsidiaries, they are leading investment institutions in the field of blockchain, dedicated to providing investors with legal and compliant virtual asset products). MaiCapital Limited, a subsidiary of BA Fintech Lab Limited, is a blockchain and cryptocurrency-related asset management company licensed with Securities and Futures Commission with fund portfolio capable to manage investments of up to 100% virtual assets; and (b) The Company is negotiating continuously with other strategic collaborating partners of the Group to apply for VATP licenses in other thriving markets of digital assets.
2. RWA investment banking	(a) As disclosed and elaborated in the announcements of the Company dated 28 July 2025 and 8 August 2025, investments by means of subscription of shares of Rtree Tech Service Co., Limited to tag along the technical service provider which offers platform infrastructure and solutions with the tokenisation of real-world assets into digital tokens on a blockchain, which facilitate artwork-collateralised lending services, as a platform on blockchain networks is offered for the end-to-end blockchain-facilitated services for artwork-collateralised lending services based on the clients' needs; and (b) The Company intends to build its RWA investment banking team and collaborate with companies including those listed on the stock exchanges of the PRC or on the Stock Exchange.

3.	pre-RWA funds	A fund namely GoFintech RWA8 Digital Asset LPF has been registered, it will be utilised for pre-RWA and RWA secondary market funds investments.
4.	RWA secondary market funds	
5.	Collaboration	A strategic collaboration agreement dated 2 July 2025 with North king has been executed. for details, please refer to elaboration in the sub-paragraph headed "Collaboration with North King" below.

For the avoidance of doubt, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, BA Fintech Lab Limited and its ultimate beneficial owners are independent third parties not connected with the Group or any of its connected persons (as defined under the Listing Rules) as at the date of the date of this announcement. Since the applicable percentage ratios in respect of the Subscription are all less than 5%, the BA Investment does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

Collaboration with North King

As at the date of this announcement, the Company has executed a strategic collaboration agreement dated 2 July 2025 with North King, under which, the two parties intend to collaborate on (i) IT solutions including but not limited to those of blockchain, artificial intelligence, big data and quantum computing; (ii) financial technology solutions such as operating platforms for stablecoins and other cryptocurrencies, RWA virtual assets and blockchain financial platform, asset management and risk management in connection therewith; and (iii) consultancy and other ancillary operating services for the first two collaborating areas. Such collaboration intends to enhance the digitalisation of the assets in different industries (including health industry, new energy, etc.) such that the transparent circulation of assets can be facilitated and made compliant.

According to the information provided by North King and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, North King is a company incorporated in the PRC with limited liability and its shares are currently listed and traded on the stock exchange of Shenzhen (Stock code: 002987.SZ). As a leading fintech company in the PRC with strong technical expertise and industry resources in financial IT solutions, data services and intelligent risk control, it aims to provide for comprehensive and high-quality software products, services and solutions of information technology, to enhance its clients' digital transformation. On the foundation of the latest information technologies such as artificial intelligence, big data, cloud computing and blockchain, North King manufactures and provides for products based on artificial intelligence and financial technology solutions. Its business model comprises a four-in-one operations with consultancy services, products, solutions and services making use of the software developed by North King itself, fulfilling its clients' demand for core businesses, channel marketing, operational management and risk management, achieving their ultimate goal to boost efficiency and maximise profits.

North King's directors and senior management team members comprise of staff with experiences ranging from ten to fifteen years, either on the management of companies engaged in various information technologies or in the endeavour of research and development of various information technologies.

North King's businesses mainly focus on the sales of products, the provision of solutions and the provision of services. Products can be categorised into (i) artificial intelligence software such as (a) optical character recognition platform with the capabilities to continuous learn and study Chinese characters and characters of other languages to serve for word-searching functions and extensions such as data labelling; and (b) robotic process automation; (ii) big data software such as platforms for data governance, client identification data and data visualisation analysis; and (iii) general software such as cloud-computing platform which offers comprehensive testing services including test management, automation testing, feature testing and accuracy testing. On the provision of solutions, its solutions focus on those of financial technologies for (i) operations (such as for risk management and digital operations); (ii) channels (such as mobile banking, online banking, and new media services); (iii) asset management; (iv) management of debt financing; and (v) cryptocurrencies. With respect to service provision, North King focuses on the provision of services for consultancy, research and development.

According to the information provided by North King and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, North King's clients comprise some of the biggest banks in the PRC (whether as privately-owned or state-owned enterprises).

The Group's Working Capital

The Board has an ongoing assessment in terms of the allocation of resources into the Group's existing business segments and the usage of the Group's financial resources, in an effort to maximise value of the Group and derive the most for the Shareholders.

As disclosed above, approximately 9.19% of the net proceeds (approximately HK$121,399,990) raised from the Subscription will be used for working capital for the Group's licensed businesses, principally being the Group's money lending business and margin financing business. As at the date of this announcement, owing to the growth and the keenness in enquiry for money lending business in the recent months, the Company is of the view that the readjustment for injection of net proceeds to be raised in the Subscription into this segment will help expand its current money lending businesses comprising corporate loans, personal loans and mortgages, capture potential opportunities arisen from provision of large-scale loans (with secured assets).

Furthermore, as at the date of this announcement, the Board has also considered that the Group will grasp the opportunity to expand its securities margin financing services business owing to the prevailing market activity and IPO launching in Hong Kong capital markets, which are both thriving, and accordingly it is a good timing for the Company's margin financing business to expand and broaden financing services to customers when they subscribe for IPO shares in the FINI system of the Stock Exchange is appropriate, especially in view of the issue that with respect to margin financing business, it is traditionally reliant on banks' provision of funding for extension of margin financing service, which would incur interests and create burden of payment onto the Group. On the other hand, by means of funding from the Group itself to develop its own securities margin services, such dependence on banks can be reduced in the course of expansion, and correspondingly, the Group's subsidiary operating such business will become more flexible and be able to come up with a more competitive interest rates, thus attracting more clients and their bringing of good-quality securities as collaterals.

It is also disclosed that approximately 7.57% of the net proceeds (approximately HK$100,000,000) raised from the Subscription will be used for investments in supply chain operations and trading businesses. As provided in the Group's annual results for the financial year ended 31 March 2025, the Group's supply chain operations and trading businesses had contributed to the Group approximately HK$819.5 million in revenue.

Owing to the potential of such businesses, the Group would like to expand its value-adding services available such as the provision of analysis and forecast regarding market trend, such that better support can be provided for clients to make appropriate and timely procurement decision; moreover, as the Group may occasionally provide credit guarantee or guarantee deposit to ensure the stability of the supply chain, a portion of such net proceeds would be reserved in case of such need to provide guarantee. Last but not least, part of such proceeds would be utilised to expand the team of staff members operating on such business and support its business effort such as market research, due diligence and the procurement of buyers.

Financial Information of the Group

As at the date of this announcement, the latest cash available for the Group's usage was in the amount of approximately HK$45.65 million, and as at the date of this announcement, the aforesaid amount was anticipated to be utilised by around the end of May 2026, for general working capital of the Group including operational costs, staff costs, rental expenses, professional fees and other office overhead of the Group, taking into account of the placing of new Shares under the General Mandate, conducted by the Company in April 2025 (as detailed in the announcements of the Company dated 9 April 2025, 17 April 2025 and 25 April 2025, under which, (i) approximately 15% of the net proceeds raised under such placing is allocated for the Group's general working capital; and (ii) approximately 85% of such net proceeds raised thereunder would be utilised for their respective purposes described in those announcements of the Company in April 2025 on the aforesaid placing, being equity investments, expansion of quantum technology and AI computing, and the enhancement of existing business operations).

In light of the capital-intensive nature of the Group's existing businesses and their anticipated expansion and diversification on the RWA businesses elaborated in this announcement, it is important for the Group to promote its liquidity to a higher level to increase the Group's capital strength and operational flexibility, so as to sustain its capability for financing any potential development opportunities of the Group's existing businesses, as and when suitable opportunity arises, especially for it is the Board's view that the market landscape has been improving slowly yet steadily throughout 2025 so far.

In view of the emerging of high potential investment targets with respect to the RWA businesses mentioned in this announcement, the net proceeds raised from the RWA businesses will help (i) consolidate market access advantages through compliant licences and exchanges; (ii) create integrated asset allocation and value preservation/appreciation channels via RWA investment banking and dual-fund strategies; (iii) strengthen technological foundation and develop external output capabilities through the fintech partnership with North King; and (iv) further improve the RWA full industry chain layout to drive the medium- to long-term growth of Shareholders' value. As a whole, it facilitates the Group effort to cater for such transient investment opportunities without posing any liquidity issue to the Group, it was considered that the Subscription would

be the quickest to assist the Company in the endeavour to participate in such opportunities while broadening the Shareholders' base of the Company simultaneously in the provision that the Subscription Agreements were negotiated on an arm's length basis.

Last but not least, the Board further considers that the Subscription Agreements are entered into upon normal commercial terms following arm's length negotiations between the Company and the Subscribers and the terms of the Subscription Agreements (including the Subscription Price) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EFFECTS OF THE SUBSCRIPTION ON SHAREHOLDINGS STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming there is no change in the share capital of the Company from the date of this announcement up to the date of the Completion) are set out as follows:

Shareholders	**Immediately before the Completion**		**Immediately upon the Completion**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Dr. Liu Zhiwei *(Note 2)*	1,592,343,151	17.50	1,592,343,151	16.17
Wealthink AI-Innovation Capital Limited	1,417,323,292	15.58	1,417,323,292	14.40
Mr. Wang Tao	434,854,308	4.78	434,854,308	4.42
PS Trust Limited *(Note 1)*	518,400,000	5.70	518,400,000	5.27
Ms. SUN Qing	1,042,000	0.01	1,042,000	0.01
Other Public Shareholders (other than the Subscribers)	5,013,975,540	55.10	5,013,975,540	50.93
Subscriber A	0	0	30,617,977	0.31
Subscriber B	0	0	30,617,977	0.31
Subscriber C	0	0	30,617,977	0.31
Subscriber D	0	0	122,471,910	1.24
Subscriber E	0	0	91,853,932	0.93
Subscriber F	0	0	97,977,528	1.00
New Subscriber G	0	0	66,151,685	0.67
New Subscriber H	100,000,000	1.10	122,050,561	1.24
New Subscriber I	0	0	168,539,325	1.71
Subscriber J	21,976,000	0.24	54,560,269	0.55
Subscriber K	0	0	51,685,393	0.52
Total *(Note 3)*	**9,099,914,291**	**100.00**	**9,845,082,825**	**100.00**

Notes:

1. PS Trust Limited is the trustee of an ESOP trust whose nominee company is GoFintech ESOP Limited. GoFintech ESOP Limited directly holds the shares of the Company issued and allotted to the trustee under the share award scheme adopted by the Company on 3 June 2024. PS Trust Limited holds these shares indirectly through GoFintech ESOP Limited. The Company granted a total of 103,680,000 shares awards to a total of 38 Directors and employees of the Company on 26 July 2024.

2. Caitex Technology Holdings Limited is wholly-owned by Chunda International Capital Management Co., Ltd., which is in turn wholly-owned by Dr. Liu Zhiwei, By virtue of Part XV of the SFO, Dr. Liu Zhiwei is deemed to be interested in the 340,053,151 Shares owned by Caitex Technology Holdings Limited through Chunda International Capital Management Co., Ltd. Furthermore, AI International Capital Management Ltd. and Chun Yuan International Company Limited are wholly-owned by Dr. Liu Zhiwei. As AI International Capital Management Ltd. is interested in 5,400,000 Shares and Chun Yuan International Company Limited is interested in 4,328,000 Shares respectively, Dr. Liu Zhiwei, in the capacity as beneficial owner, is interested in 1,242,562,000 Shares.

3. Ms. Sun Qing is an executive Director.

4. Shareholders and public investors should note that the above shareholding percentages for shareholding have been rounded to two decimal places. Accordingly, the total percentage may not be equal to the apparent total percentage.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The following are fund raising activities of the Company during the past 12 months immediately preceding the date of this announcement:

Date of announcements	Fundraising activity	Net proceeds raised (approximately)	Intended use of net proceeds	Actual use of net proceeds
9 April 2025, 17 April 2025 and 25 April 2025	Placing of new Shares	256.60	HK$66.29 million for investments to be made under the Group's equity investment business	Expected to be utilised within 12 months after completion of the Placing of new Shares
			HK$66.29 million for the continuous development and expansion into new business areas	Expected to be utilised within 24 months after completion of the Placing of new Shares
			HK$62.01 million for the operation and enhancement of the Group's existing businesses; and	Expected to be utilised within 18 months after completion of the Placing of new Shares
			HK$62.01 for general working capital of the Group	Expected to be utilised within 18 months after completion of the Placing of new Shares

DEFINITIONS

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

"AGM"	annual general meeting of the Company held and convened on 12 August 2024, at which, among other things, the General Mandate was granted to the Directors
"associates"	has the meaning ascribed thereto in the Listing Rules
"Board"	the board of Directors
"Business Day"	means a day (other than Saturday, Sunday, public holiday or any day on which "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
"BVI"	the British Virgin Islands
"Company"	GoFintech Qunatum 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)
"Completion"	the completion of the Subscription in accordance with the terms and condition set out in the Subscription Agreements
"connected person(s)"	has the meaning ascribed thereto in the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate refreshed and granted to the Directors at the AGM to allot, issue or deal with up to 20.00% of the then issued share capital of the Company as at the date of the AGM
"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)
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	25 September 2025, or such later date as may be agreed by the Company and the Subscribers
"New Subscriber G"	Good Access Global Limited, a company incorporated in BVI with limited liability. It mainly engages in investment holding as at the date of this announcement. The ultimate beneficial owner of Good Access Global Limited is Mr. WU Honglin, who is the sole shareholder of Good Access Global Limited, a resident in the Republic of Vanuatu, a merchant and a private investor
"New Subscriber H"	XtalPi Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 2228). It mainly engages in investment holding and it was interested in 100,000,000 Shares as at the date of this announcement
"New Subscriber I"	Inkeverse Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 3700). It mainly engages in investment holding as at the date of this announcement
"North King"	North King Information Technology Co., Ltd., a company incorporated in the PRC with limited liability and its shares are currently listed and traded on the stock exchange of Shenzhen (Stock code: 002987.SZ) and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, North King (and its ultimate beneficial owner) is an Independent Third Party.
"PRC"	the People's Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
"Previous Subscription"	previous subscription of the new shares under the General Mandate (details of which can be referred from the Company's announcement dated 14 August 2025)

"Previous Subscription Agreements"	the eleven (11) subscription agreements dated 14 August 2025 in relation to the Previous Subscription with their respective long stop date being the date of this announcement
"RWA"	real-world assets
"Share(s)"	the ordinary shares in the issued share capital of the Company, in the par value of HK$0.10
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"Subscriber A"	Ms. Zou Meilian（鄒美蓮）, a resident in the PRC, a merchant and a private investor
"Subscriber B"	Mr. Long Jie（龍杰）, a resident in the PRC, a merchant and a private investor
"Subscriber C"	Mr. Tang Pei（唐沛）, a resident in the PRC, a merchant and a private investor
"Subscriber D"	Mr. Wang Mengbin（王盟斌）, a resident in the PRC, a merchant and a private investor
"Subscriber E"	Mr. Zhang Weimin（張偉民）, a resident in the PRC, a merchant and a private investor
"Subscriber F"	Mr. Zhang Weikun（張偉坤）, a resident in the PRC, a merchant and a private investor
"Subscriber J"	Ms. Yang Fuyi（陽馥伊）, a resident in the PRC, a merchant and a private investor who was interested in 21,976,000 Shares as at the date of this announcement
"Subscriber K"	Junjie Development Limited, a company incorporated in Hong Kong with limited liability. It mainly engages in investment holding. The ultimate beneficial owner of Junjie Development Limited is Mr. Chen Bing（陳兵）, who is the sole shareholder of Junjie Development Limited, a resident in the PRC, a merchant and a private investor
"Subscriber(s)"	collectively, Subscriber A, Subscriber B, Subscriber C, Subscriber D, Subscriber E, Subscriber F, New Subscriber G, New Subscriber H, New Subscriber I, Subscriber J and Subscriber K
"Subscription"	the subscription for the Subscription Shares by the Subscribers pursuant to the Subscription Agreements

"Subscription Agreements"	the eleven (11) subscription agreements in relation to the Subscription entered into by the Company and each of the Subscribers on 4 September 2025
"Subscription Price"	HK$1.78 per Subscription Share
"Subscription Share(s)"	a total number of 745,168,534 new Shares to be subscribed under the Subscription Agreements
"substantial shareholder"	has the meaning ascribed thereto in the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
"trading day"	means a day on which the Exchange is open for the trading of securities
"%"	per cent

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

Hong Kong, 4 September 2025

As at the date of this announcement, the 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 four independent non-executive Directors, namely Mr. CHAN Kin Sang (Chairman), Mr. CHIU Kung Chik, Ms. LUI Mei Ka and Dr. LIANG Jinxiang.