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华科智能
WEALTHINK AI

WEALTHINK AI-INNOVATION CAPITAL LIMITED

華科智能投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1140)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

On 30 October 2025 (after trading hours of the Stock Exchange), the Company entered into seven (7) separate Subscription Agreements with seven (7) 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 1,136,955,997 Subscription Shares at the Subscription Price of HK\$0.23 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 1,136,955,997 Subscription Shares in aggregate under the Subscription represent approximately 10.81% of the existing issued share capital of the Company as at the date of this announcement and approximately 9.75% 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\$113,695,599.70.

The Subscription Price of HK\$0.23 per Subscription Share represents:

- (a) a discount of approximately 2.95% to the closing price of HK\$0.237 per Share as quoted on the Stock Exchange on 30 October 2025, being the date of the Subscription Agreements;
- (b) a discount of approximately 2.13% to the average closing price of HK\$0.235 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 1.67% to the average closing price of HK\$0.2339 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\$261.50 million and approximately HK\$261.40 million respectively. On such basis, the net price of the subscription for the Subscription Shares will be approximately HK\$0.23 per Subscription Share.

The Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 29 August 2025, under which the Directors may allot and issue up to 2,104,064,901 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). As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. As a result, the General Mandate is sufficient for the allotment and issue of the Subscription Shares. Correspondingly, the allotment and issue of the Subscription Shares are not subject to any additional Shareholders' approval.

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.

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

On 30 October 2025 (after trading hours of the Stock Exchange), the Company entered into seven (7) separate Subscription Agreements with seven (7) 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 1,136,955,997 Subscription Shares at the Subscription Price of HK\$0.23 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

30 October 2025 (after trading hours of the Stock Exchange)

Parties to the Subscription Agreement

- (i) The Company (as issuer); and
- (ii) each of the Subscribers (as subscriber).

Information of the Subscribers

There are seven (7) Subscribers in total, all of which being independent professional corporate investors. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Subscribers (and its ultimate beneficial owner) is an Independent Third Party.

With reference to the table under the paragraph with heading "Subscription and the Number of Subscription Shares", amongst these seven (7) Subscribers:

- (i) Subscriber F is an investment holding company incorporated in the BVI with limited liability, and it is also a wholly-owned subsidiary of a company incorporated in the Cayman Islands with limited liability whose shares are listed on the main board of the Stock Exchange. This Subscriber was interested in 89,240,000 Shares as at the date of this announcement;
- (ii) Subscriber D is an investment holding company incorporated in Hong Kong with limited liability and its ultimate beneficial owner is a resident, merchant and private investor in the PRC. This Subscriber was interested in 10,988,000 Shares as at the date of this announcement;
- (iii) Subscriber G is an investment holding company incorporated in the Cayman Islands with limited liability whose shares are listed on the main board of the Stock Exchange. This Subscriber was not interested in any issued share capital of the Company as at the date of this announcement;
- (iv) Subscriber A is an investment holding company incorporated in the PRC with limited liability and its ultimate beneficial owner is a resident, merchant and private investor in the PRC. While this Subscriber was not interested in any issued share capital of the Company as at the date of this announcement, its ultimate beneficial owner was interested in 6,725,060 Shares as at the date of this announcement; and

- (v) for the remaining three (3) Subscribers (i.e. Subscriber B, Subscriber C and Subscriber E), they are all investment holding companies incorporated with limited liability, and they are incorporated in the PRC, the BVI and Hong Kong respectively. As for their respective ultimate beneficial owners, they are all residents, merchants and private investors in the PRC. None of these Subscribers was interested in any issued share capital of the Company as at the date of this announcement.

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, 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 1,136,955,997 Subscription Shares at the Subscription Price of HK\$0.23 per Subscription Share. The consideration of approximately HK\$261.50 million in aggregate 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	142,173,913	32,700,000	1.35%	1.22%
Subscriber B	94,782,608	21,800,000	0.90%	0.81%
Subscriber C	130,434,782	30,000,000	1.24%	1.12%
Subscriber D	86,956,521	20,000,000	0.83%	0.75%
Subscriber E	86,956,521	20,000,000	0.83%	0.75%
Subscriber F	86,956,000	19,999,880	0.83%	0.75%
Subscriber G	508,695,652	117,000,000	4.84%	4.36%
Total:	<u>1,136,955,997</u>	<u>261,499,880</u>	<u>10.81 %</u>	<u>9.75 %</u>

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 1,136,955,997 Subscription Shares in aggregate under the Subscription represent approximately 10.81% of the existing issued share capital of the Company as at the date of this announcement and approximately 9.75% 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\$113,695,599.70.

Subscription Price

The Subscription Price of HK\$0.23 per Subscription Share represents:

- (a) a discount of approximately 2.95% to the closing price of HK\$0.237 per Share as quoted on the Stock Exchange on 30 October 2025, being the date of the Subscription Agreements;
- (b) a discount of approximately 2.13% to the average closing price of HK\$0.235 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 1.67% to the average closing price of HK\$0.2339 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\$261.50 million and approximately HK\$261.40 million respectively. On such basis, the net price of the subscription for the Subscription Shares will be approximately HK\$0.23 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 Agreements 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 20 November 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 the Subscription Agreement are entitled to terminate the Subscription Agreement by notice in writing to one another upon the occurrence of any of the force majeure events set out in the Subscription Agreement at any time between the date of the Subscription Agreement 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 held on 29 August 2025, under which the Directors may allot and issue up to 2,104,064,901 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). As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. As a result, the General Mandate is sufficient for the allotment and issue of the Subscription Shares. Correspondingly, 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 was incorporated in the Cayman Islands as an exempted company with limited liability. As at the date of this announcement, the Shares were listed on the main board of the Stock Exchange as an investment company regulated under Chapter 21 of the Listing Rules.

The Group is principally engaged in investment holding activities in Hong Kong, the PRC and the USA, with the involvement of investment in a diversified portfolio of global investments with respect to both listed and private enterprises as a cross-border investor with a focus on China's fast-growing industries and the best investment opportunities. The Group leverages its capital strength to invest in targeted companies, with returns primarily generated from interests, dividends and capital appreciation.

Starting from early 2024, in view of changes in market environment and the strategic development needs of the Group, comprehensive adjustments and optimization of investment strategy were conducted to re-establish the Group's quadruple-cored investment strategy, namely core-holding-centered unlisted equity investments, debt investments, fund investments and listed equity investments.

INFORMATION OF THE SUBSCRIBERS

There are seven (7) Subscribers in total, with seven (7) independent professional corporate investors. Details of the Subscribers may be referred under the paragraph with sub-heading of “**Information of the Subscribers**” of the paragraph with heading of “**The Subscription Agreements**”.

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

As disclosed, the Company is an investment company regulated under Chapter 21 of the Listing Rules and the Group is principally engaged in investment in listed and unlisted securities. The Directors consider that the Subscription provides a good opportunity for the Company to raise funds to strengthen its capital base (including working capital) and improve its financial position for the Company’s investment in both listed and unlisted securities.

As an investment company under Chapter 21 of the Listing Rules, taking into account of the Group’s investment strategy on (i) core-holding-centered unlisted equity investments; (ii) fund investments; and (iii) listed equity investments, the Company intends to utilise:

- (a) approximately HK\$165.00 million (i.e. approximately 63.12% of the net proceeds from the Subscription) will be utilised for listed equity investments and investments in funds (with the focus on listed equities); and
- (b) approximately HK\$55.00 million (i.e. approximately 21.04% of the net proceeds from the Subscription) will be utilised for core-holding-centered unlisted equity investments.

Last but not least, approximately HK\$41.40 million (i.e. approximately 15.84% of the net proceeds from the Subscription) will be utilised for general working capital purposes of the Group including operational costs, staff costs, rental expenses, professional fees and other office overhead of the Group.

In light of the capital-intensive nature of the Group’s existing businesses, the Directors take the view that the net proceeds from the Subscription will enable the Group to upscale its investment portfolio promptly and efficiently in order to capture and benefit from fast-changing investment sentiments as it facilitates the Group’s effort to cater for these 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	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
GoFintech Quantum Innovation Limited (<i>Note 2</i>)	3,064,454,515	29.13	3,064,454,515	26.29
Acorn Harvest Holdings Limited (<i>Note 3</i>)	955,550,622	9.08	955,550,622	8.20
Ming Yang Capital Limited (<i>Note 4</i>)	1,087,539,000	10.34	1,087,539,000	9.33
Bright Victory International Limited (<i>Note 5</i>)	978,260,870	9.30	978,260,870	8.39
Other Public Shareholders (other than the Subscribers)	4,334,291,498	41.20	4,334,291,498	37.18
Subscriber A	0	0	142,173,913	1.22
Subscriber B	0	0	94,782,608	0.81
Subscriber C	0	0	130,434,782	1.12
Subscriber D	10,988,000	0.10	97,944,521	0.84
Subscriber E	0	0	86,956,521	0.75
Subscriber F	89,240,000	0.85	176,196,000	1.51
Subscriber G	0	0	508,695,652	4.36
Total (<i>Notes 1, 6</i>)	<u>10,520,324,505</u>	<u>100.00</u>	<u>11,657,280,502</u>	<u>100.00</u>

Notes:

1. The percentage of shareholding was calculated on the basis of the Company's issued share capital of 10,520,324,505 shares as at the date of this announcement.
2. This represented an aggregate of 3,064,454,515 shares, in which 2,751,339,130 shares were held by Marvel Champion Investment Limited ("**Marvel Champion**"), 28,500,000 shares were held by Galaxy Way Development Limited ("**Galaxy Way**"), and 284,615,385 shares were held by Fortune Growth Fund SPC ("**Fortune SPC**"). As Marvel Champion, Galaxy Way and Fortune SPC are wholly owned by GoFintech Quantum Innovation Limited, GoFintech Quantum Innovation Limited is deemed to be interested in these shares by virtue of the SFO.
3. This represented 955,550,622 shares held by Acorn Harvest Holdings Limited ("**Acorn Harvest**"). Acorn Harvest is wholly owned by Mr. YANG Fan. By virtue of the SFO, both of Acorn Harvest and Mr. YANG Fan are deemed to be interested in the shares and underlying shares of the Company held by Acorn Harvest.
4. This represented an aggregate ("**Aggregated Shares**") of the 20,000,000 shares held by Ming Yang International Opportunities SPC, acting on behalf and for the accounts of Ming Yang International Opportunities Fund SP6, the 279,752,000 shares held by Ming Yang International Opportunities SPC, acting on behalf and for the accounts of Ming Yang International Opportunities Fund SP2, and the 787,787,000 shares held by Ming Yang International Opportunities SPC, acting on behalf and for the accounts of Ming Yang International Opportunities Fund SP1. By virtue of the SFO, Ming Yang Capital Limited ("**Ming Yang**"), and Tycoon Champ Limited ("**Tycoon Champ**") who owns 100% of the issued share capital in Ming Yang, are deemed to be interested in the Aggregated Shares.
5. This represented 978,260,870 shares held by Bright Victory International Limited ("**Bright Victory**"). Bright Victory is a wholly owned subsidiary of Tong Chuang Holdings Limited ("**TCHL**"). TCHL is in turn a wholly subsidiary of Tongchuang Jiuding Investment Management Group Co., Ltd. ("**TIMGCL**") while 46.29% of the issued share capital of TIMGCL is owned by Tongchuang Jiuding Investment Holdings Co. Ltd. ("**TJIHCL**"). 35.00% of the issued share capital of TJIHCL is beneficially owned by Mr. WU Gang. By virtue of the SFO, each of TJIHCL, TIMGCL, TCHL and Mr. WU Gang is deemed to be interested in the shares and underlying shares of the Company held by Bright Victory.
6. 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 Company has not conducted any fund-raising activities involving the issue of its equity securities in the 12 months immediately preceding the date of this announcement.

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 29 August 2025, 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”	British Virgin Islands
“Company”	Wealthink AI-Innovation Capital 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: 1140)
“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”	20 November 2025, or such later date as may be agreed by the Company and the Subscribers
“PRC”	People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“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(s)”	the subscribers of the Subscription Shares under each of the Subscription Agreements
“Subscription”	the subscription for the Subscription Shares by the Subscribers pursuant to the Subscription Agreements
“Subscription Agreement(s)”	the seven (7) subscription agreements in relation to the Subscription entered into by the Company and each of the Subscribers on 30 October 2025
“Subscription Price”	HK\$0.23 per Subscription Share
“Subscription Share(s)”	a total number of 1,136,955,997 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 Stock Exchange is open for the trading of securities
“%”	per cent

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

Hong Kong, 30 October 2025

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