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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

VOLUNTARY ANNOUNCEMENT
ACQUISITION OF AND SUBSCRIPTION FOR SHARES IN THE TARGET COMPANY

This announcement is made by GoFintech Quantum Innovation Limited (the "**Company**", together with its subsidiaries, the "**Group**") on a voluntary basis to keep the shareholders and potential investors of the Company informed of the latest business developments of the Group.

ACQUISITION OF AND SUBSCRIPTION FOR SHARES IN THE TARGET COMPANY

Reference is made to the announcement of the Company (the "**Announcement**") dated 30 April 2026 relating to the possible investment in Luffa AI Limited (the "**Target Company**"). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that on 25 May 2026, the Company (as the investor), the three shareholders (being "**Seller A**", "**Seller B**" and "**Seller C**", together the "**Sellers**") of the Target Company, the sole shareholder of Seller A and the Target Company entered into an investment agreement (the "**Investment Agreement**"). Pursuant to the terms of the Investment Agreement:

(i) the Company conditionally agreed to purchase, and the Sellers conditionally agreed to sell (the "**Acquisition**"), an aggregate of 11,890,000 issued shares of the Target Company, representing approximately 10.8% of the enlarged issued share capital of the Target Company (assuming completion of the Subscription as contemplated under paragraph (ii) below), at the consideration of US$19.8 million (equivalent to approximately HK$154.4 million) (the "**Acquisition Consideration**"); and

(ii) the Company conditionally agreed to subscribe for, and the Target Company conditionally agreed to allot and issue (the "**Subscription**"), an aggregate of 10,000,000 new shares of the Target Company (the "**Subscription Shares**"), representing approximately 9.1% of the enlarged issued share capital of the Target Company (assuming completion of the Acquisition and the Subscription), at an aggregate consideration of US$20.0 million (equivalent to approximately HK$156.0 million) (the "**Subscription Consideration**").

The Acquisition and the Subscription are collectively referred to as the "Transaction". Both Acquisition Consideration and Subscription Consideration (together, the "**Consideration**") will be settled by cash upon the relevant completion.

As at the date of this announcement, the Seller A, Seller B and Seller C directly hold 45.0%, 35.0% and 20.0% issued share capital of the Target Company, respectively. Upon completion of the Transaction (the "**Completion**"), the Target Company will be held as to 36.1%, 28.0%, 16.0% and 19.9% by Seller A, Seller B, Seller C and the Company, respectively. The Company's investment in the Target Company will be accounted for as financial assets at fair value through profit or loss in the consolidated financial statements of the Company.

INFORMATION ON THE TARGET COMPANY

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Target Company, the Sellers and their respective ultimate beneficial owner(s) is a third party independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")).

The Target Company is a company incorporated in Hong Kong with limited liability which is principally engaged in the development and operation of AI based and Web3-based communication and social networking products and related services. The major assets of the Target Company include all underlying rights, intellectual property, source code, user base, and related intangible assets (i.e. app store listings, domain names, social media accounts) of a smartphone application and web interface, namely Luffa.

Luffa operates as a decentralized social and messaging platform using end-to-end encryption and distributed technology to protect user data. The platform serves as an infrastructure layer for autonomous AI agents, providing decentralized identity, permission management, social features and superbox mini-programs, delivering a one-stop seamless experience for the next generation of human-agent interaction.

REASONS FOR AND BENEFITS OF ENTERING INTO THE INVESTMENT AGREEMENT

The Group is principally engaged in the operation of a financial technology investment platform that combines licensed financial services with strategic technology investments. The Group is a cross-border, cross-industry investment platform based in Hong Kong, backed by the Greater Bay Area, and focused on the international market, with a strong presence in the financial services sector. The Group currently also implements an innovation-driven strategy, actively investing in the quantum technology industry and exploring multi-dimensional layout in the field of quantum technology at the business level.

As a diversified financial services platform, the Group has been seeking to explore different cooperation within the quantum technology and AI fields. The entering into of the Investment Agreement provides a unique avenue for the Group to leverage its research and development achievements in quantum encryption algorithms and blockchain technologies. This is expected to enhance the competitive edge and technological competitiveness of the Group's fintech services.

The Consideration was determined between the Company and each of the Sellers and the Target Company after arm's length negotiation with reference to the future prospects of the Target Company and the exponential growth in application of AI and Web3 technologies. The Directors consider the Consideration represents a fair and reasonable valuation of the Target Company. The Company intends to satisfy the Consideration using its internal resources. Meanwhile, the Company is also considering a potential equity fundraising exercise. In the event that such fundraising exercise materializes, the proceeds would be applied towards the payment of part of the Consideration.

Having considered the above, the Directors believe that the Investment Agreement, the Acquisition and the Subscription are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As none of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) of the Acquisition and the Subscription exceeds 5%, the Transaction does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As Completion is conditional upon the satisfaction of the conditions precedent set out in the Investment Agreement, the Transaction may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

Unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of US$1.00 = HK$7.8. Percentages and figures expressed have been rounded.

By order of the Board
GoFintech Quantum Innovation Limited
SUN Qing
Chairlady and Executive Director

Hong Kong, 26 May 2026

As at the date of this announcement, the Board consists of one executive Director, namely Ms. SUN Qing (Chairlady); two non-executive Directors, namely Dr. NIE Riming and Mr. LI Chunguang; and three independent non-executive Directors, namely Mr. CHIU Kung Chik, Ms. LUI Mei Ka and Dr. LIANG Jinxiang.