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華科智能

HK. AI Capital Limited

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華科智能投資有限公司

(formerly known as WEALTHINK AI-INNOVATION CAPITAL LIMITED)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1140)

**PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES
HELD ON THE RECORD DATE ON
A NON-UNDERWRITTEN BASIS**

Financial adviser to the Company



金融有限公司
OCTAL Capital Limited

Placing Agent



元庫證券有限公司
SILVERBRICKS SECURITIES CO., LTD.

PROPOSED RIGHTS ISSUE

The Board proposes to conduct the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.110 per Rights Share, to raise gross proceeds up to approximately HK\$641.2 million before expenses by way of issuing up to 5,828,640,251 Rights Shares (assuming there is no change in the total number of issued Shares from the date of this announcement up to and including the Record Date).

The maximum net proceeds from the Rights Issue, if fully subscribed, after deducting all necessary expenses, are estimated to be approximately HK\$637.8 million (assuming no further issue or repurchase of Shares on or before the Record Date). Details of the use of proceeds are set out in the section headed “**REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS**” in this announcement. Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

THE COMPENSATORY ARRANGEMENTS AND THE PLACING AGREEMENT

The Company will make arrangements as described in Rule 7.21(1)(b) of the Listing Rules to dispose of the Unsubscribed Shares by offering the Unsubscribed Shares to independent placees for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

On 11 June 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company hereby appoints the Placing Agent as its agent to, during the Placing Period, procure, on a best effort basis, Placees to subscribe for the Unsubscribed Shares. The placing price of the Unsubscribed Shares shall be not less than the Subscription Price. The final price will be determined based on the demand for the Unsubscribed Shares and market conditions during the process of the Placing.

LISTING RULES IMPLICATIONS

As the proposed Rights Issue will not increase the number of issued Shares or the market capitalisation of the Company by more than 50% (on its own or when aggregated with any other rights issues or open offers announced by the Company (i) within the 12 month period immediately preceding the announcement of the proposed Rights Issue, or (ii) prior to such 12 month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12 month period, together with any bonus securities, warrants or other convertible securities (assuming full conversion) granted or to be granted to Shareholders as part of such rights issues or open offers), the Rights Issue is not conditional upon approval by the Shareholders.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

Subject to the fulfilment of the conditions of the Rights Issue, the Prospectus Documents setting out details of the Rights Issue will be made available to the Qualifying Shareholders on or about Friday, 17 July 2026. The Prospectus will be made available to the Non-Qualifying Shareholder(s) (if any) for information only. A copy of the Prospectus will also be made available on the websites of the Company (www.hk.ai) and the Stock Exchange (www.hkexnews.hk).

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

Any Shareholder or other person dealing in the Shares and/or the Nil-paid Rights up to the date on which all the conditions to which the Rights Issue is subject are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders or other persons contemplating any dealing in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Nil-paid Rights. Any party (including Shareholders and potential investors of the Company) who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

PROPOSED RIGHTS ISSUE

The Board proposes to conduct the Rights Issue with the terms set out as follows:

Issue statistics

Basis of the Rights Issue	:	One (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK\$0.110 per Rights Share
Net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue)	:	Approximately HK\$0.109 per Rights Share (assuming there is no change in the number of Shares in issue on or before the Record Date)
Number of Shares in issue as at the date of this announcement	:	11,657,280,502 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue	:	Up to 5,828,640,251 Rights Shares (assuming no further issue of new Share(s) and no repurchase of Shares(s) on or before the Record Date) with an aggregate nominal value of HK\$582,864,025.1
Total number of Shares in issue upon completion of the Rights Issue	:	17,485,920,753 Shares (assuming no further issue of new Share(s) and no repurchase of Shares(s) on or before the Record Date)

Gross proceeds from the : Approximately HK\$641.2 million before expenses
Rights Issue (assuming there is no change in the number of
Shares in issue on or before the Record Date)

As at the date of this announcement, the Company does not have any options outstanding under any share option scheme of the Company, any share awards outstanding under any share award scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares. As at the date of this announcement, the Company has no intention to issue or grant any Shares, share awards, convertible securities, warranties and/or options which are convertible or exchangeable into Shares on or before the Record Date.

Assuming no Shares are issued or repurchased on or before the Record Date, the aggregate 5,828,640,251 Rights Shares to be issued pursuant to the terms of the Rights Issue represent 50.0% of the total number of issued Shares becoming effective and approximately 33.3% of the total number of issued Shares as enlarged by the issue of the Rights Shares.

Subscription Price

The Subscription Price of HK\$0.110 per Rights Share is payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 18.5% to the closing price of HK\$0.135 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 24.7% to the average closing price of HK\$0.146 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day;
- (iii) a discount of approximately 28.6% to the average closing price of HK\$0.154 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days prior to the Last Trading Day;
- (iv) a discount of approximately 17.9% to the theoretical ex-rights price of approximately HK\$0.134 per Share as adjusted for the effect of the Rights Issue based on the benchmarked price, being the average closing price of approximately HK\$0.146 per

Share as quoted on the Stock Exchange for the five consecutive trading days prior to the Last Trading Day, assuming no Shares are issued or repurchased on or before the Record Date;

- (v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of a discount of approximately 8.2% represented by the theoretical diluted price of approximately HK\$0.134 to the benchmarked price of approximately HK0.146 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.135 per Share and the average closing price of the Shares in the five trading days immediately prior to the date of this announcement of HK\$0.146 per Share), assuming no Shares are issued or repurchased on or before the Record Date; and
- (vi) a discount of approximately 93.5% to the net asset value of the Company of approximately HK\$1.680 per Share as at 30 April 2026 as disclosed in the announcement of the Company dated 14 May 2026.

The Rights Issue will not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

The Subscription Price was determined taking into consideration (i) the current business performance and financial position of the Group; (ii) the recent market price of the Shares; (iii) the prevailing market conditions; (iv) the low trading volume of the Shares; and (v) the amount of funds the Company intends to raise under the Rights Issue for the purposes described in the section headed “**REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS**” in this announcement. The Directors consider that the Subscription Price at a discount to the current market price of the Shares would enhance the attractiveness of the Rights Issue, and in turn encourage the Shareholders to participate in the Rights Issue and accordingly allow them to maintain their shareholdings in the Company and participate in the future growth and development of the Group.

The Directors consider that, in view of prevailing market conditions and factors as described above, the terms of the Rights Issue, including the Subscription Price, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. The maximum net price per Rights Share (i.e. the Subscription Price less the estimated cost and expenses to be incurred in the Rights Issue) upon full acceptance of the relevant provisional allotment of Rights Shares will be approximately HK\$0.109 per Rights Share.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Unsubscribed Shares will be placed to independent Placees under the Compensatory Arrangements on a best efforts basis pursuant to the Placing Agreement. Any Unsubscribed Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s), or transferees of nil-paid Rights Shares (or either of them, whichever shall be appropriate), may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code or may result in the non-compliance by the Company of the Public Float Requirement. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (a) does not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) of the Listing Rules; and/or (b) does not result in the non-compliance of the Public Float Requirement on the part of the Company. Any subscription monies not utilised due to the scaled-down application of entitled Rights Shares will be refunded to the affected applicants.

Basis of provisional allotment

Under the Rights Issue, the basis of the provisional allotment shall be one (1) Rights Share for every two (2) Shares held by the Shareholders as at the close of business on the Record Date at the Subscription Price. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing a PAL and lodging the same with a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

If a Qualifying Shareholder wishes to accept only a part of, or to renounce or transfer a part of, the Rights Shares provisionally allotted to him/her/it under the PAL, such Qualifying Shareholder will need to split his/her/its PAL into the denominations required. Details as to how to split the PALs will be set out in the Prospectus.

Fractional provisional allotment of the Rights Shares

On the basis of the entitlement to subscribe one (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders on the Record Date, no fractional entitlements of the Shares to the Rights Shares will arise from the Rights Issue.

Status of the Rights Shares

The Rights Shares (when allotted, fully paid or credited as fully paid and issued) will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions the record dates for which fall on or after the date of allotment and issue of the fully-paid Rights Shares. Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, and any other applicable fees and charges in Hong Kong.

Qualifying Shareholders

The Rights Issue will only be available to the Qualifying Shareholders. The Company will make available the Prospectus Documents to the Qualifying Shareholders. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may make available copies of the Prospectus to the Non-Qualifying Shareholders for their information only but will not send any PAL to them.

To qualify for the Rights Issue, a Shareholder must:

- (i) be registered as a member of the Company at the close of business on the Record Date; and
- (ii) be a Qualifying Shareholder.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company and are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date.

In order to be registered as members of the Company on the Record Date, the Shareholders must lodge any transfer documents of the Shares (together with the relevant share certificates) with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. on Thursday, 9 July 2026.

The Company expects that the Prospectus Documents will be made available to the Qualifying Shareholders on or about Friday, 17 July 2026.

Qualifying Shareholders who take up their pro-rata entitlement in full under the Rights Issue will not suffer any dilution to their interests in the Company.

If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Rights of PRC Southbound Trading Investors

According to the “Stock Connect Southbound Shareholding Search” available on the Stock Exchange’s website, as at 10 June 2026, being the date with the latest available shareholding information of the PRC Southbound Trading Investors as at the date of this announcement, China Clear held 61,964,000 Shares, representing approximately 0.53% of the total number of the issued Shares.

The PRC Southbound Trading Investors may participate in the Rights Issue through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to (i) sell (in full or in part) their nil-paid Rights Shares through Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange; and/or (ii) subscribe (in full or in part) for their pro-rata entitlement in respect of Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations.

However, the PRC Southbound Trading Investors (or the relevant China Clear participants, as the case may be) whose stock accounts in China Clear are credited with nil-paid Rights Shares can only sell those nil-paid Rights Shares through Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange but cannot purchase any nil-paid Rights Shares nor transfer such nil-paid Rights Shares to other PRC Southbound Trading Investors. The PRC Southbound Trading Investors cannot sell or subscribe for Rights Shares until after the Company completes its filing with the CSRC.

According to the PRC Legal Adviser of the Company, as the Prospectus Documents will not be and are not intended to be filed with or approved by the CSRC other than in accordance with the relevant requirements of Stock Connect, the Rights Shares in nil-paid or fully-paid forms issued to the PRC Southbound Trading Investors shall not be offered and may not be offered or sold directly or indirectly in the PRC to any person or entity, unless through Stock Connect, or such person or entity has otherwise been exempt by or has obtained the necessary and appropriate approvals from the relevant PRC authorities in accordance with the applicable laws and regulations of the PRC.

Action to be taken by the Shareholders holding interests in Shares under Stock Connect

The PRC Southbound Trading Investors holding interests in Shares through China Clear as nominee under Stock Connect, should seek advice from their intermediary (including broker, custodian, nominee or China Clear participant) and/or other professional advisers for details of the logistical arrangements as required by China Clear, and provide instructions for such intermediary in relation to the acceptance and/or sale of the nil-paid Rights Shares. Such instructions should be given in advance of the latest time for acceptance of and payment for the Rights Shares or last day of dealing in nil-paid rights stated in the section headed “Expected timetable” of the Prospectus and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or China Clear in order to allow sufficient time to ensure that such instructions are given effect.

Rights of Overseas Shareholders (if any)

The Prospectus Documents to be issued in connection with the Rights Issue will not be registered or filed under the securities law of any jurisdiction other than Hong Kong. If there are Overseas Shareholders at the close of business on the Record Date, the Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

As at the date of this announcement, there is no Overseas Shareholder. The Board will comply with Rule 13.36(2)(a) of the Listing Rules and make necessary enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders under the laws of the relevant overseas jurisdiction and the requirements of the relevant regulatory bodies or stock exchanges. If, based on legal advice, the Board is of the opinion that it would be necessary or expedient not to offer the Rights Shares to any Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant overseas regulatory body or stock exchange, no provisional allotment of the nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. In such circumstances, the Rights Issue will not be extended to the Non-Qualifying Shareholders.

The basis for excluding the Non-Qualifying Shareholders, if any, from the Rights Issue will be set out in the Prospectus Documents to be issued. To the extent reasonably practicable and subject to the advice of legal advisers in the relevant jurisdictions in respect of applicable local laws and regulations, the Company will make available the Prospectus (without the PAL) and a letter explaining the circumstances in which the Non-Qualifying Shareholders are not permitted to participate in the Rights Issue to the Non-Qualifying Shareholders for their information only.

Overseas Shareholders (if any) should note that they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 13.36(2) of the Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares. The Company reserves the right to treat as invalid any acceptances of, or applications for, the Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their own professional advisers.

Procedures in respect of the Unsubscribed Shares and the Compensatory Arrangements

The Company will make arrangements described in Rule 7.21(1)(b) of the Listing Rules to dispose of the Unsubscribed Shares by offering the Unsubscribed Shares to independent placees for the benefit of the No Action Shareholders. There will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

The Company has therefore appointed the Placing Agent to place the Unsubscribed Shares after the Latest Time for Acceptance to independent placees on a best effort basis, and any premium over the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised from the Placing will be paid to the No Action Shareholders on a pro-rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Friday, 14 August 2026, acquirers for all (or as many as possible) of those Unsubscribed Shares at a price not less than the Subscription Price. Any Unsubscribed Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) on a pro-rata basis (based on all Unsubscribed Shares) to the No Action Shareholders (but rounded down to the nearest cent) as set out below:

- (i) the relevant Qualifying Shareholders (or such persons who hold any Nil-paid Rights at the time such Nil-paid Rights lapse) whose Nil-paid Rights are not validly applied for in full, by reference to the extent that Shares in his/her/its Nil-paid Rights are not validly applied for; and
- (ii) the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

It is proposed that Net Gain to any of the No Action Shareholder(s) mentioned above which is in an amount of HK\$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders may or may not receive any Net Gain.

Certificates of the Rights Shares and refund cheques for the Rights Issue

Subject to fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be sent on or about Thursday, 20 August 2026 by ordinary post to those entitled thereto, at their own risk, to their registered addresses. Refund cheques for refunds, if the Rights Issue does not proceed, are expected to be sent on or about Thursday, 20 August 2026 by ordinary post to the applicants without interest, at their own risk, to their registered addresses, or in case of joint applicants, to the address of the first-named person.

Taxation

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the Rights Shares and, regarding the Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sale of the nil-paid Rights Shares on their behalf.

Application for listing in nil-paid and fully-paid forms

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be allotted and issued pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Closure of register of members of Rights Issue

The register of members of the Company will be closed from Friday, 10 July 2026 to Thursday, 16 July 2026 (both dates inclusive) for the purpose of determining entitlements to the Rights Issue. During this period, no transfer of Shares will be registered.

Procedures in respect of the Unsubscribed Shares and the Placing

The Company will make arrangements as described in Rule 7.21(1)(b) of the Listing Rules to dispose of the Unsubscribed Shares by offering the Unsubscribed Shares to independent placees for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

Conditions of the Rights Issue

The Rights Issue are conditional upon fulfillment of the following conditions:

- (i) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms);
- (ii) the submission to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) not later than the Prospectus Posting Date and otherwise in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong);
- (iii) the Prospectus Documents being made available to the Qualifying Shareholders and the posting of the Prospectus bearing a “For Information Only” stamp to the Non-Qualifying Shareholders, if any, for information purpose only on or before the Prospectus Posting Date;

- (iv) the Placing Agreement not being terminated on or before the Latest Time for Termination in accordance with the provisions thereof, including force majeure events; and
- (v) the compliance with any other mandatory requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands.

As at the date of this announcement, none of the conditions has been satisfied. All conditions set out above cannot be waived. If any of the conditions precedent are not satisfied by the Latest Time for Termination (or such other date as may be agreed between the Company and the Placing Agent), the Rights Issue will not proceed.

THE PLACING AGREEMENT

On 11 June 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company hereby appoints the Placing Agent as its agent to, during the Placing Period, procure, on a best effort basis, the Placees to subscribe for the Unsubscribed Shares. Principal terms of the Placing Agreement are as follow:

Date	:	11 June 2026 (after trading hours)
Placing Agent	:	Silverbricks Securities Company Limited was appointed as the Placing Agent to procure, on a best effort basis, independent Placees to subscribe for the Unsubscribed Shares.

To the best knowledge, information and belief of the Directors, after making reasonable enquiries, the Placing Agent and its ultimate beneficial owners are the Independent Third Parties and neither the Placing Agent nor any of its associates hold any Shares as at the date of this announcement.

Placing fee and expenses	:	(i) placing commission of 0.25% of the amount which is equal to the placing price multiplied by the total number of the Unsubscribed Shares that have been successfully placed by the Placing Agent during the Placing Period; and (ii) all out-of-pocket expenses properly and reasonably incurred by the Placing Agent in connection with the Placing and the legal and other professional fees and expenses in connection with the preparation of the Placing Agreement.
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Placing price of the Unsubscribed Shares	:	The placing price of the Unsubscribed Shares shall be at least equal to the Subscription Price (exclusive of any brokerage, SFC transaction levy and Stock Exchange trading fee as may be payable) and the final price determination will depend on the demand for and the market conditions of the Unsubscribed Shares during the placement process.
Placees	:	The Placing Agent undertakes to use its best endeavours to procure that the Unsubscribed Shares shall only be placed to institutional, corporate or individual investor(s) who and whose respective ultimate beneficial owners (if applicable) (a) shall be third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with any directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates; and (b) shall be a professional investor as defined in Schedule 1 of the SFO and the subscription size of each Placee shall be at least HK\$500,000, such that the Public Float Requirement upon completion of the Placing and the Rights Issue be fulfilled by the Company and none of the Placees shall be obliged to make a mandatory general offer to the other Shareholders under the Takeovers Code.
Ranking of Unsubscribed Shares	:	The Unsubscribed Shares (when placed, allotted, issued and fully paid) shall rank <i>pari passu</i> in all respects among themselves and with the Shares then in issue.
Conditions precedent	:	The obligations of the Placing Agent under the Placing Agreement are conditional upon: (a) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Rights Shares;

- (b) the representations and warranties of the Company in the Placing Agreement remaining true and accurate in all material respects and none of the undertakings of the Company in the Placing Agreement having been breached in any material respects;
- (c) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and
- (d) the Placing Agreement not having been terminated in accordance with its terms.

The Company shall use its reasonable endeavours to procure the fulfillment of the above conditions. Save for the conditions set out in (b) which can be waived by the Placing Agent, the conditions set out above are incapable of being waived by either the Company or the Placing Agent. In the event the above conditions are not fulfilled or waived on or before the Placing End Date (or such later date as may be agreed between the parties hereto in writing), all rights, obligations and liabilities of the parties hereto shall cease and terminate and neither of the parties shall have any claim against the other, save for any antecedent breach under the Placing Agreement prior to such termination.

Completion date : Subject to the fulfillment of the conditions set out in the Placing Agreement, the third Business Day after the Latest Time for Termination or such other date as the Company and the Placing Agent may agree in writing.

Termination : Notwithstanding anything contained in the Placing Agreement, the Placing Agent may terminate the Placing Agreement without any liability to the Company save for antecedent breach under the Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 12:00 noon on the day immediately preceding the Placing End Date upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have an adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Unsubscribed Shares or has or may otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (a) the Company fails to comply with its obligations under the Placing Agreement; or
- (b) any of the warranties of the Company under the Placing Agreement is not, or has ceased to be, true, accurate and not misleading in any respect by reference to the facts subsisting at the time; or
- (c) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Placing Agent materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole or is materially adverse in the context of the Placing; or

- (d) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Placing Agent materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole or materially and adversely prejudice the success of the Placing or otherwise makes it inexpedient or inadvisable to proceed with the Placing; or
- (e) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of the Placing Agent is likely to materially or adversely affect the success of the Placing or otherwise makes it inexpedient or inadvisable to proceed with the Placing; or
- (f) there is any change in the circumstances of the Company which in the reasonable opinion of the Placing Agent will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or the destruction of any material asset of the Company; or

- (g) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (h) any other material adverse change in relation to the business or the financial or trading position or prospects of the Company as a whole whether or not ejusdem generis with any of the foregoing; or
- (i) any matter which, had it arisen or been discovered immediately before the date of the Prospectus Documents and not having been disclosed in the Prospectus and the provisional allotment letter, would have constituted, in the reasonable opinion of the Placing Agent, a material omission in the context of the Rights Issue; or
- (j) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive Business Days, excluding any suspension in connection with the clearance of the announcement or the Prospectus and the provisional allotment letter or other announcements in connection with the Rights Issue.

If notice is given pursuant to this termination clause, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any antecedent breach under the Placing Agreement prior to such termination.

The terms of the Placing Agreement (including the placing fee) were determined after arm's length negotiation between the Placing Agent and the Company and are on normal commercial terms. The Directors consider that the placing fee charged by the Placing Agent is no less favourable to the Company than the market rate in recent placing transactions and are therefore of the view that the terms of the Placing Agreement are on normal commercial terms.

Given that the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Shares for the Company; and (ii) a channel of participation in the Rights Issue for independent investors, the Directors consider that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the Shareholders. The Company will ensure that it will continue to comply with the Public Float Requirement after the Placing and the Rights Issue.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The Company is an investment company under Chapter 21 of the Listing Rules with the primary objective of achieving earnings for the Company in the form of medium to long-term capital appreciation through investing in a diversified portfolio of global investments in listed and unlisted enterprises. Owing to the nature of the Group's business which is investment, the Group requires extensive cash to grow. It is the corporate strategy of the Group to strengthen its existing businesses and continue its focus on financing future investment opportunities domestically and internationally to achieve financial growth for the Group and to maximise the Shareholders' value. Unlike other companies with constant cash income from operations, investments of Chapter 21 investment companies do not necessarily generate extensive cash income. To expand its investment portfolio, the Company requires additional cash resources to pursue new investment prospects.

Based on the consolidated financial information of the Group for the financial years ended 31 March 2024 and 2025, as extracted from the annual reports of the Company, the profit attributable to equity holders of the Company was approximately HK\$53.7 million and approximately HK\$64.2 million respectively, therefore recording profitable performance of the Group for the two consecutive years. The Board believes that while the Group intends to further expand its investment portfolio, its current financial resources are insufficient to seize forthcoming investment opportunities without additional funding. The Board therefore considers that the Rights Issue will strengthen the Group's capital base and enhance its financial capacity to pursue future strategic investments.

The Rights Issue will also allow the Qualifying Shareholders to maintain their respective pro-rata shareholding in the Company and to participate in its growth and development. Accordingly, the Directors consider that financing through the Rights Issue is in the best

interests of the Company and its Shareholders as a whole. However, Qualifying Shareholders who choose not to subscribe for their provisionally allotted Rights Shares should note that their shareholding in the Company will be diluted.

The Directors are of the view that the proceeds of the Rights Issue will (i) increase the fund size of the Company, which is practical and efficient in terms of economies of scale when making investments; (ii) strengthen the cash position of the Group; and (iii) enable the Group to be in a more advantageous position to capture more potential investment opportunities in competing with other sizeable local and overseas investors.

Assuming a maximum of 5,828,640,251 Rights Shares will be issued under the Rights Issue (assuming there is no change in the total number of issued Shares from the date of this announcement up to and including the Record Date, the estimated gross proceeds of the Rights Issue will be HK\$641.2 million and the estimated maximum net proceeds of the Rights Issue will be approximately HK\$637.8 million. The net subscription price per Rights Share is expected to be approximately HK\$0.109.

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 apply the net proceeds from the proposed Rights Issue as follows:

- (a) as to approximately HK\$446.4 million (i.e. approximately 70% of the net proceeds from the Rights Issue) will be utilised for listed equity and debt securities investments in the secondary market and fund investments;
- (b) as to approximately HK\$159.5 million (i.e. approximately 25% of the net proceeds from the Rights Issue) will be utilised for unlisted equity investments and debt securities investments; and
- (c) as to approximately HK\$31.9 million (i.e. approximately 5% of the net proceeds from the Rights Issue) will be used for the provision of general working capital of the Group, covering staff costs (including Directors' emoluments), investment management fee, auditing, legal and other professional fees, valuation fee, expenses relating to short-term leases, financing costs, and other general and administrative expenses.

In the event that there is an under-subscription of the Rights Issue, the net proceeds of the Rights Issue as reduced by such under-subscription will be utilised in proportion to the above uses.

Other Fund-raising Alternatives

Other than the Rights Issue, the Company has considered other debt/equity fund raising alternatives such as bank borrowings, placing or an open offer. However, the Board considers that debt financing will result in an additional interest burden and a higher gearing ratio of the Group. In addition, debt financing may not be achievable on favourable terms or may require pledge of other kind of assets or securities which may reduce the Group's flexibility. As for equity fund raising, such as placing of new Shares, it is relatively smaller in scale as compared to fund raising through rights issue and it would lead to immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, which is not the intention of the Company. As for an open offer, while it is similar to a rights issue, offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market. The Directors are of the view that the Rights Issue provides better financial flexibility for the Company as it will strengthen the capital base of the Company, thus enhancing the overall working capital to fulfil the development plan of the Group without further increasing the financial burden to the Group. The Rights Issue also offers all Qualifying Shareholders the opportunity to maintain their pro rata shareholding interests in the Company and avoid shareholding dilution for those Shareholders who take up their entitlement under the Rights Issue in full.

Having considered the above-mentioned alternatives, the Directors consider that raising funds by way of the Rights Issue is more appropriate as the Rights Issue will enable the Company to strengthen its working capital base and enhance its financial position, providing it with readily available funds for capturing suitable investment opportunities in a timely fashion to increase investment returns to the Company and Shareholders as well as additional financial resources to support its long-term business strategy and investment objectives, while at the same time, allowing the Qualifying Shareholders to maintain their proportional shareholdings in the Company, and thus, in the interests of the Company and the Shareholders as a whole.

FUND RAISING EXERCISE OF THE COMPANY IN THE PAST 12 MONTHS

Set out below is the fundraising activities conducted by the Company during the past twelve months immediately prior to the date of this announcement:

Date of announcement	Fund-raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this announcement
30 October 2025	Subscription of new Shares under general mandate	Approximately HK\$261.4 million	The Company intended to apply the net proceeds as to: (a) approximately HK\$165.00 million for listed equity investments and investments in funds (with the focus on listed equities); (b) approximately HK\$55.00 million for core-holding-centered unlisted equity investments; and (c) approximately HK\$41.40 million for general working capital purposes of the Group including operational costs, staff costs, rental expenses, professional fees and other office overhead of the Group.	The net proceeds have been fully utilised as follow: (a) approximately HK\$164.2 million for listed equity investments and investments in funds (with the focus on listed equities); (b) approximately HK\$56.40 million for core-holding-centered unlisted equity investments; and (c) approximately HK\$40.80 million for general working capital purposes of the Group including operational costs, staff costs, rental expenses, professional fees and other office overhead of the Group.

Save for the above and the Rights Issue, the Company has not engaged in any equity fund raising activities or any rights issue exercise during the past 12 months immediately before the date of this announcement.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Rights Issue and the Placing. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to the Hong Kong local times and dates.

Event	Hong Kong Time
Last day of dealings in the Shares on a cum-entitlement basis	Tuesday, 7 July 2026
First day of dealings in the Shares on an ex-entitlement basis.....	Wednesday, 8 July 2026
Latest time for the Shareholders to lodge transfers of the Shares in order to be qualified for the Rights Issue	4:30 p.m. on Thursday, 9 July 2026
Closure of register of members to determine the entitlements to the Rights Issue	Friday, 10 July 2026 to Thursday, 16 July 2026 (both days inclusive)
Record Date for the Rights Issue.....	Thursday, 16 July 2026
Re-opening of the register of members of the Company	Friday, 17 July 2026
Despatch of Prospectus Documents (including the PAL and the Prospectus; in the case of the Non-Qualifying Shareholders, the Prospectus only).....	Friday, 17 July 2026
First day of dealings in nil-paid Rights Shares.....	Tuesday, 21 July 2026
Latest time for splitting the PALs.....	4:00 p.m. on Thursday, 23 July 2026
Last day of dealings in nil-paid Rights Shares.....	Tuesday, 28 July 2026
Latest time for acceptance and payment for the Rights Shares	4:00 p.m. on Friday, 31 July 2026
Announcement of the number of the Unsubscribed Shares subject to the Placing	Thursday, 6 August 2026
Commencement of the Placing (if there are any Unsubscribed Shares available), on best effort basis.....	Friday, 7 August 2026

Latest time for placing the Unsubscribed Shares
by the Placing Agent 4:00 p.m. on Friday, 14 August 2026

Latest Time for the termination of
the Placing Agreement 4:00 p.m. on Friday, 14 August 2026

Announcement of the results of the Rights Issue
(including the results of the Placing and the Net Gain)..... Wednesday, 19 August 2026

Despatch of share certificates for the Rights Shares
and/or refund cheques (if the Rights Issue is terminated)..... Thursday, 20 August 2026

Commencement of dealings in the fully-paid
Rights Shares..... 9:00 a.m. on Friday, 21 August 2026

Payment of Net Gain to relevant
No Action Shareholders (if any) Tuesday, 1 September 2026

All times and dates in this announcement refer to Hong Kong local times and dates.

Details or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only and may be extended, amended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate

Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance

The Latest Time for Acceptance of and payment for Rights Shares will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning and/or “extreme conditions” as announced by the Government of Hong Kong:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the day of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the day of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on or before 4:00 p.m. on Friday, 31 July 2026, the dates mentioned herein may be affected. The Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable of the Rights Issue as soon as practicable.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there is no further issue or repurchase of Shares from the date of this announcement up to and including the date of completion of the Rights Issue, the table below sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders; and (iii) immediately upon completion of the Rights Issue assuming no acceptance by any Qualifying Shareholder and all the Unsubscribed Shares have been placed by the Placing Agent:

Name of Shareholders	As at the date of this announcement		Immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders		Immediately upon completion of the Rights Issue assuming no acceptance by any Qualifying Shareholder and all the Unsubscribed Shares have been placed by the Placing Agent	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
GoFintech Quantum (Note 1)	2,824,454,515	24.23	4,236,681,772	24.23	2,824,454,515	16.15
Acorn Harvest Holdings Limited (Note 2)	815,622,622	7.00	1,223,433,933	7.00	815,622,622	4.66
Ming Yang Capital Limited (Note 3)	1,048,011,000	8.99	1,572,016,500	8.99	1,048,011,000	5.99
Bright Victory International Limited (Note 4)	978,260,870	8.39	1,467,391,305	8.39	978,260,870	5.60
Placees	—	—	—	—	5,828,640,251	33.33
Other public Shareholders	5,990,931,495	51.39	8,986,397,243	51.39	5,990,931,495	34.26
Total	<u>11,657,280,502</u>	<u>100.00</u>	<u>17,485,920,753</u>	<u>100.00</u>	<u>17,485,920,753</u>	<u>100.00</u>

Notes:

1. This represented an aggregate of 2,824,454,515 shares, in which 2,751,339,130 shares were held by Marvel Champion Investment Limited (“**Marvel Champion**”) and 73,115,385 shares were held by Galaxy Way Development Limited (“**Galaxy Way**”). As Marvel Champion and Galaxy Way are wholly owned by GoFintech Quantum, GoFintech Quantum is deemed to be interested in these shares by virtue of the SFO. The total number of Rights Shares to be subscribed by GoFintech Quantum will be scaled down to the extent that it and its associates (i) will not trigger a general offer obligation under the Takeovers Code as a result of the Rights Issue; and (ii) will continue to comply with the requirement on public float under the Listing Rules.
2. This represented 815,622,622 shares held by Acorn Harvest Holdings Limited (“**Acorn Harvest**”). Acorn Harvest is wholly owned by Ms. YANG Fan. By virtue of the SFO, both of Acorn Harvest and Ms. YANG Fan are deemed to be interested in the shares and underlying shares of the Company held by Acorn Harvest.
3. 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 SP2, the 240,224,000 shares held by Ming Yang International Opportunities SPC, acting on behalf and for the accounts of Ming Yang International Opportunities Fund SP6, 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.
4. 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.
5. Certain figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals or sub-totals may not represent precise arithmetic aggregations. The respective post-completion shareholdings and percentages as shown above are indicative only and will be subject to the final figures to be announced by the Company upon completion of the Rights Issue.
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.

LISTING RULES IMPLICATIONS

As the proposed Rights Issue will not increase the number of issued Shares or the market capitalisation of the Company by more than 50% (on its own or when aggregated with any other rights issues or open offers announced by the Company (i) within the 12 month period immediately preceding the announcement of the proposed Rights Issue or (ii) prior to such 12 month period where dealing in respect of the Shares issued pursuant thereto commenced

within such 12 month period, together with any bonus securities, warrants or other convertible securities (assuming full conversion) granted or to be granted to Shareholders as part of such rights issues or open offers), the Rights Issue is not conditional upon approval by the Shareholders.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

Subject to the fulfilment of the conditions of the Rights Issue, the Prospectus Documents setting out details of the Rights Issue will be made available to the Qualifying Shareholders on or about Friday, 17 July 2026. The Prospectus will be made available to the Non-Qualifying Shareholder(s) (if any) for information only. A copy of the Prospectus will also be made available on the websites of the Company (www.hk.ai) and the Stock Exchange (www.hkexnews.hk).

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

Any Shareholder or other person dealing in the Shares and/or the Nil-paid Rights up to the date on which all the conditions to which the Rights Issue is subject are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders or other persons contemplating any dealing in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Nil-paid Rights. Any party (including Shareholders and potential investors of the Company) who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

DEFINITIONS

Terms used in this announcement have the following meanings unless the context otherwise requires:

“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“China Clear”	China Securities Depository and Clearing Corporation Limited
“Company”	HK.AI Capital Limited (華科智能投資有限公司) (formerly known as Wealthink AI-Innovation Capital 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: 1140)
“Compensatory Arrangements”	placing of the Unsubscribed Shares by the Placing Agent on a best effort basis pursuant to the Placing Agreement in accordance with Rule 7.21(1)(b) of the Listing Rules

“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“CSRC Notice”	the notice of the CSRC “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect” (Announcement 2016 No. 21)
“Director(s)”	the director(s) of the Company
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“GoFintech Quantum”	GoFintech Quantum 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), being a substantial Shareholder
“Group”	the Company and its subsidiaries
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	person(s) who is/are independent of and not connected with the directors, chief executive and substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates
“Last Trading Day”	11 June 2026, being the last trading day of the Shares on the Stock Exchange before the release of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Friday, 31 July 2026 or other time or date as may be determined by the Company, being the latest time for acceptance of, and payment for the Rights Shares

“Latest Time for Termination”	4:00 p.m. on Friday, 14 August 2026, being the day immediately preceding the Placing End Date
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nil-paid Rights”	rights to subscribe for Rights Shares (in the form of Rights Shares in nil paid form) before the Subscription Price is paid
“Net Gain”	the aggregate of any premium (being the aggregate amount paid by the placees after deducting (i) the aggregate amount of the Subscription Price for the Unsubscribed Shares placed by the Placing Agent; and (ii) the aggregate amount of the expenses of the Placing Agent and any other related expenses/fees under the Placing Agreement) under the Compensatory Arrangements
“No Action Shareholder(s)”	those Qualifying Shareholder(s) who do not subscribe for the Rights Issue (whether partially or fully) (under the PAL or their renounces or such person who hold any Nil-paid Rights at the time such Nil-paid Rights lapse) or Non-Qualifying Shareholders (as the case may be)
“Non-Qualifying Shareholder(s)”	those Overseas Shareholders to whom the Company considers it necessary or expedient not to offer the Rights Shares to such Overseas Shareholder(s) on account either of legal restrictions or prohibitions under the laws of the relevant jurisdictions or the requirements of the relevant regulatory body or stock exchange in such jurisdictions
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose registered address(es) as shown on such register at that time is (are) in (a) place(s) outside Hong Kong
“Placee(s)”	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any Unsubscribed Share

“Placing”	the placing of the Unsubscribed Shares on and subject to the terms and condition set out in the Placing Agreement
“Placing Agent”	Silverbricks Securities Company Limited, a corporation licensed to carry out business in Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Placing Agreement”	the placing agreement dated 11 June 2026 entered into between the Company and the Placing Agent in relation to the placing of the Unsubscribed Shares
“Placing End Date”	4:00 p.m. on 14 August 2026, or such other date and/or time as may be agreed between the Company and the Placing Agent as the latest date for acceptance of, and payment for, the Unsubscribed Shares under the Placing Agreement
“Placing Period”	the period from 7 August 2026 up to 4:00 p.m. on 14 August 2026 (both days inclusive), or such other date(s) and/or time as the Company may announce, being the period during which the Placing Agent will seek to effect the Compensatory Arrangements
“PAL(s)”	the renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PRC Legal Adviser”	Zhong Ce Law Firm (北京市中策律師事務所), the legal adviser to the Company as the laws of the PRC in relation to the Rights Issue
“PRC Southbound Trading Investors”	investors from the PRC who hold Shares through China Clear as nominee under Stock Connect

“Prospectus”	the prospectus to be issued by the Company to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL
“Prospectus Posting Date”	Friday, 17 July 2026 (or such other date as may be determined by the Company), being the date on which the Prospectus Documents will be made available to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
“Public Float Requirement”	the public float requirement under Rule 13.32B of the Listing Rules
“Qualifying Shareholder(s)”	Shareholders whose names appear on the register of members of the Company as at the close of business on the Record Date and are not the Non-Qualifying Shareholders
“Record Date”	Thursday, 16 July 2026 or such other date as may be determined by the Company for the determination of the entitlements under the Rights Issue
“Registrar”	Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, the branch share registrar and transfer office of the Company in Hong Kong
“Rights Issue”	the proposed issue by way of rights of one (1) Rights Share for every two (2) Shares in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions to be set out in the paragraph headed “Conditions of the Rights Issue” in this announcement
“Rights Share(s)”	up to 5,828,640,251 Rights Shares (assuming no further issue of new Share(s) and no repurchase of Share(s) on or before the Record Date) with an aggregate nominal value of HK\$582,864,025.1
“SFC”	The Security and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Connect”	a securities trading and clearing links programme developed by the Stock Exchange, the Shenzhen Stock Exchange, HKSCC and China Clear for the establishment of mutual market access between Hong Kong and Shenzhen
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.110 per Rights Share
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Unsubscribed Shares”	up to a total of 5,828,640,251 Rights Shares to be placed pursuant to the Placing Agreement in relation to Rights Shares that are not subscribed by the Qualifying Shareholders and Rights Shares which would otherwise have been allotted to the Non-Qualifying Shareholders (as the case may be)
“%”	per cent.

By order of the Board
HK.AI Capital Limited
WANG Qin
Chairman

Hong Kong, 11 June 2026

As at 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. He Hongchun.