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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>

PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Overall Coordinator



Placing Agents in respect of the Placing



THE PLACING AND SUBSCRIPTION AGREEMENT

On 3 August 2026 (after trading hours of the Stock Exchange), the Company, the Seller and the Placing Agents entered into the Placing and Subscription Agreement, pursuant to which (i) the Seller has agreed to sell, and the Placing Agents have agreed to act as agents of the Seller to procure, on a best effort basis, not less than six (6) Placees to purchase, the Placing Shares at the Placing Price of HK\$1.60 per Placing Share, and (ii) the Seller has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, the Top-up Subscription Shares at the Top-up Subscription Price which is equivalent to the Placing Price of HK\$1.60 per Top-up Subscription Share under the General Mandate (and such number of Top-up Subscription Shares shall be the same as the number of Placing Shares actually placed by the Placing Agents pursuant to the Placing and Subscription Agreement).

Assuming the Placing Shares are placed in full, a total of 218,750,000 existing Shares, which are beneficially owned by the Seller and will be sold to the Placees pursuant to the Placing and Subscription Agreement, represent (i) approximately 2.12% of the existing issued Shares as at the date of this announcement; (ii) approximately 2.08% of the total number of issued Shares as enlarged by the allotment and issue of the Top-up Subscription Shares immediately following the Completion of the Top-up Subscription (assuming that, save for the allotment and issue of the Top-up Subscription Shares, there is no change in the issued share capital of the Company from the date of this announcement to the Completion of the Top-up Subscription).

The Placing Agents shall undertake to ensure that the Placees (if applicable, together with their respective ultimate beneficial owners), *inter alia*, (a) are and will, continue to immediately after Completion of the Placing, be independent of and not directly or indirectly connected with the Company and its connected persons; and (b) are not and will not be, immediately after Completion of the Placing, (i) a substantial shareholder of, (ii) otherwise a connected person of or (iii) acting in concert with, the Company, the Seller, any person acting in concert with the Company or the Seller, or any connected person of the Company or the Seller, or (iv) an associate of the Seller, and the Placees are independent of any of the above persons.

Assuming all the Placing Shares are fully placed and subject to the Completion of the Placing and the Top-up Subscription, it is expected that the gross proceeds and net proceeds raised from the Top-up Subscription (after deducting the Placing commission and other relevant costs and expenses of the Placing and the Top-up Subscription) will be approximately HK\$350 million and HK\$346 million, respectively. The net proceeds raised from the Top-Up Subscription will be used as set out in the section headed “IV. Reasons for and Benefits of the Placing and the Top-up Subscription and Use of Proceeds” in this announcement.

No Shareholders’ approval is required for the Top-up Subscription and the allotment and issue of the Top-up Subscription Shares by the Company, as the Top-up Subscription Shares will be allotted and issued pursuant to the General Mandate.

Completion of the Placing and the Top-up Subscription is subject to the satisfaction or (if applicable) waiver of the conditions precedent set out in the Placing and Subscription Agreement. Please refer to the sections headed “II. The Placing and Subscription Agreement — (A) The Placing — Conditions Precedent of the Placing” and “II. The Placing and Subscription Agreement — (B) The Top-up Subscription — Conditions of the Top-up Subscription” in this announcement for further information. In the event that the conditions in respect of the Top-up Subscription are not fulfilled within fourteen (14) days after the date of the Placing and Subscription Agreement (or such later date as may be agreed among the Company, the Seller and the Placing Agents in writing subject to compliance with the applicable laws, rules and regulations), the rights, obligations and liabilities of the Company and the Seller under the Top-up Subscription shall cease and terminate and neither the Company nor the Seller shall have any claim against the other, save for antecedent breaches.

APPLICATION FOR LISTING OF THE TOP-UP SUBSCRIPTION SHARES

Application(s) will be made by the Company to the Listing Committee for the listing of and permission to deal in the Top-up Subscription Shares.

Completion of the Placing and the Top-up Subscription is subject to the satisfaction or (if applicable) waiver of the conditions precedent set out in the Placing and Subscription Agreement. As the Completion of the Placing and the Top-up Subscription may or may not take place, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

I. PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 3 August 2026 (after trading hours of the Stock Exchange), the Company, the Seller and the Placing Agents entered into the Placing and Subscription Agreement, pursuant to which (i) the Seller has agreed to sell, and the Placing Agents have agreed to act as agents of the Seller to procure, on a best effort basis, not less than six (6) Placees to purchase, the Placing Shares at the Placing Price of HK\$1.60 per Placing Share, and (ii) the Seller has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, the Top-up Subscription Shares at the Top-up Subscription Price which is equivalent to the Placing Price of HK\$1.60 per Top-up Subscription Share under the General Mandate (and such number of Top-up Subscription Shares shall be the same as the number of Placing Shares actually placed by the Placing Agents pursuant to the Placing and Subscription Agreement).

II. THE PLACING AND SUBSCRIPTION AGREEMENT

The principal terms and conditions of the Placing and Subscription Agreement are set out below:

Date

3 August 2026 (after trading hours of the Stock Exchange)

Parties to the Placing and Subscription Agreement

- (i) the Company;
- (ii) the Seller; and
- (iii) Zheshang International and Fortune Securities, the Placing Agents

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Zheshang International and its ultimate beneficial owners are Independent Third Parties. Fortune Securities is an indirect wholly-owned subsidiary of the Company.

(A) THE PLACING

Placees

Pursuant to the Placing and Subscription Agreement, the Placing Agents will procure the Placing Shares to be placed to not less than six (6) Placees, who/which will be professional, institutional, corporate and/or individual investors selected and procured by or on behalf of the Placing Agents on a best effort basis.

The Placing Agents shall undertake ensure that the Placees (if applicable, together with their respective ultimate beneficial owners), *inter alia*, (a) are and will, continue to immediately after Completion of the Placing, be independent of and not directly or indirectly connected with the Company and its connected persons; and (b) are not and will not be, immediately after Completion of the Placing, (i) a substantial shareholder of, (ii) otherwise a connected person of or (iii) acting in concert with, the Company, the Seller, any person acting in concert with the Company or the Seller, or any connected person of the Company or the Seller, or (iv) an associate of the Seller, and the Placees are independent of any of the above persons.

Number of the Placing Shares

A total of 218,750,000 existing Shares, which are beneficially owned by the Seller and will be sold to the Placees pursuant to the Placing and Subscription Agreement, represent (i) approximately 2.12% of the existing issued Shares as at the date of this announcement; (ii) approximately 2.08% of the total number of issued Shares as enlarged by the allotment and issue of the Top-up Subscription Shares immediately following the Completion of the Top-up Subscription (assuming that, save for the allotment and issue of the Top-up Subscription Shares, there is no change in the issued share capital of the Company from the date of this announcement to the Completion of the Top-up Subscription).

Placing Price

The Placing Price of HK\$1.60 per Placing Share represents:

- (i) a discount of approximately 12.09% to the closing price of HK\$1.82 per Share as quoted on the Stock Exchange on 3 August 2026, being the date of the Placing and Subscription Agreement; and

- (ii) a discount of 0.0% to the average closing price of approximately HK\$1.60 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Placing and Subscription Agreement.

The Placing Price is exclusive of brokerage, trading fees, stamp duty, transaction fees and levies. The Placing Price was determined and negotiated on an arm's length basis between the Company, the Seller and the Placing Agents 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 Placing Price and the terms of the Placing are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole.

Ranking of the Placing Shares

The Placing Shares, when allotted and issued, will rank *pari passu* in all respects with the other existing Shares in issue as at the Placing Transaction Date, including the right to receive all dividends and other distributions declared, made or payable at any time by reference to a record date falling on or after the Placing Transaction Date.

Conditions Precedent of the Placing

Completion of the Placing is conditional upon the fulfilment or waiver of the following conditions:

- (i) there shall not have occurred any material breach of any of the representations, warranties or undertakings given by the Company and the Seller under the Placing and Subscription Agreement, nor shall any event have rendered any such representations, warranties or undertakings untrue, inaccurate or misleading in any respect, in each case on or prior to the closing date of the Placing; and
- (ii) save for any temporary suspension in connection with the Placing or Top-up Subscription or such other period as the parties may agree in writing, there shall not be any suspension of dealings in the Shares on the Stock Exchange for any period of seven (7) consecutive trading days or more during the period commencing upon the execution of the Placing and Subscription Agreement and terminating at 4:00 p.m. (Hong Kong time) on the Placing Transaction Date (or such later time and date as the Company, the Seller and the Placing Agents may agree in writing).

The Seller shall use his best endeavours to procure the fulfilment of the conditions to Completion of the Placing. The Seller shall confirm to the Placing Agents that the conditions to Completion of the Placing have been fulfilled on the Placing Transaction Date.

Completion of the Placing

Completion of the Placing is expected to take place on the date falling two (2) Business Days after the Placing Transaction Date (or such other date as the Company, the Seller and the Placing Agents may agree).

Completion of the Placing is subject to the satisfaction or (if applicable) waiver of the conditions precedent set out in the Placing and Subscription Agreement. As the Completion of the Placing may or may not take place, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

(B) THE TOP-UP SUBSCRIPTION

Top-up Subscription Shares

A total of 218,750,000 new Shares (which shall be equal to the number of Placing Shares actually placed by the Placing Agents pursuant to the Placing and Subscription Agreement) to be allotted and issued to the Seller represent: (i) approximately 2.12% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 2.08% of the issued share capital as enlarged by the allotment and issue of the Top-up Subscription Shares following the Completion of the Top-up Subscription (assuming that, save for the allotment and issue of the Top-up Subscription Shares, there is no change in the issued share capital of the Company from the date of this announcement to the Completion of the Top-up Subscription).

Top-up Subscription Price

The Top-up Subscription Price per new Share is equivalent to the Placing Price of HK\$1.60 per Share. The aggregate value of the Top-up Subscription Shares is approximately HK\$350.0 million and the aggregate nominal value of the Top-up Subscription Shares is HK\$21,875,000.

The Directors consider that the terms of the Top-up Subscription are fair and reasonable under the current market conditions and are in the best interests of the Company and the Shareholders as a whole.

Ranking of the Top-up Subscription Shares

The Top-up Subscription Shares, when fully paid, will rank *pari passu* in all respects with the other Shares in issue or to be allotted and issued by the Company on or prior to the date of Completion of the Top-up Subscription including the rights to all dividends and other distributions declared, made or paid on or after the date of allotment of the Top-up Subscription Shares.

Conditions of the Top-up Subscription

Completion of the Top-up Subscription shall be conditional upon fulfilment of the following conditions:

- (a) the Listing Committee granting listing of and permission to deal in the Top-up Subscription Shares (and such listing and permission not subsequently revoked prior to the delivery of definitive share certificates representing the Top-up Subscription Shares); and
- (b) Completion of the Placing having occurred pursuant to the terms of the Placing and Subscription Agreement.

None of the conditions for the Top-up Subscription can be waived by the parties to the Placing and Subscription Agreement.

In the event that the conditions in respect of the Top-up Subscription are not fulfilled within fourteen (14) days after the date of the Placing and Subscription Agreement (or such later date as may be agreed among the Company, the Seller and the Placing Agents in writing subject to compliance with the applicable laws, rules and regulations), the rights, obligations and liabilities of the Company and the Seller under the Top-up Subscription shall cease and terminate and neither the Company nor the Seller shall have any claim against the other, save for antecedent breaches.

Lock-up undertakings under the Placing and Subscription Agreement

- (a) The Seller has undertaken to the Placing Agents that it shall not, and shall procure that none of its nominees, any person controlled by it, any trust associated with it or any person acting on its or their behalf shall, without the prior written consent of the Placing Agents:
 - (i) offer, sell, lend, contract to sell, pledge, grant any option over, make any short sale or otherwise dispose of (or enter into any transaction which is designed to, or might reasonably be expected to, result in the disposition

(whether by actual disposition or effective economic disposition due to cash settlement or otherwise) by the Seller or any affiliate of the Seller or any person in privity with the Seller or any affiliate of the Seller), directly or indirectly, any equity securities of the Company or any securities convertible into, or exercisable, or exchangeable for, equity securities of the Company;

(ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Shares or such other securities, in cash or otherwise; or

(iii) publicly announce an intention to effect any such transaction,

for a period beginning on the date of the Placing and Subscription Agreement and ending on the date which is 30 days after the Placing Completion Date. The above undertaking shall not apply to the sale of the Placing Shares under the Placing and Subscription Agreement.

(b) The Company has undertaken to the Placing Agents, and the Seller undertakes to the Placing Agents to procure the Company, that other than pursuant to the following, the Company will not allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interest in Shares during the period commencing on the date of the Placing and Subscription Agreement up to 30 days after the Placing Completion Date, unless the prior written consent of the Placing Agents having been obtained:

(i) any exercise of any convertible notes or warrants or options in issue as at the date of the Placing and Subscription Agreement or any other conversion or subscription rights existing as at the date of the Placing and Subscription Agreement;

(ii) any exercise of any share options granted pursuant to the share option scheme of the Company adopted pursuant to the Listing Rules as at the date of the Placing and Subscription Agreement;

(iii) any scrip dividend scheme; or

(iv) any allotment and issue of the Subscription Shares pursuant to the Placing and Subscription Agreement,

and the Company will not agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described above.

Completion of the Top-up Subscription

Completion of the Top-up Subscription will take place on the Business Day following the date upon which the last of the conditions is fulfilled, provided it shall take place on a date no later than fourteen (14) days after the date of the Placing and Subscription Agreement, or such other day as agreed by the Company, the Seller and the Placing Agents in writing and in compliance with the Listing Rules.

Completion of the Top-up Subscription is subject to the satisfaction of the conditions precedent set out in the Placing and Subscription Agreement. As the Completion of the Top-up Subscription may or may not take place, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

Termination of the Placing and Subscription Agreement

The Placing Agents may terminate the Placing and Subscription Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to 8:00 a.m. (Hong Kong time) on the Placing Completion Date upon the occurrence of the following events which, in the sole opinion of the Placing Agents, has or may have an material adverse effect of the Group taken as a whole or adverse material effect on the full placement of all of the Placing Shares or otherwise makes it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing and Subscription Agreement:

- (a) there develops, occurs or comes into force:
 - (i) any new law, rule or regulation or any change (whether or not permanent) or development (whether or not permanent) involving a prospective change in existing laws, rules or regulations, which in the reasonable opinion of the Placing Agents is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
 - (ii) any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the

Placing and Subscription Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory, currency or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory, currency or local, national or international stock or securities market conditions (including, without limitation, conditions in the stock and bond markets, money and foreign exchange markets, interbank markets and credit markets) in Hong Kong, the PRC, the European Union or the U.S., which in the opinion of the Placing Agents is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or

- (iii) any event, or series of events beyond the reasonable control of the Placing Agents (including, without limitation, any calamity, act of government, strike, labour dispute, lock-out, fire, explosion, flooding, earthquake, civil commotion, economic sanctions, epidemic, pandemic, outbreak of infectious disease, outbreak or escalation of hostilities, act of terrorism and act of God) involving Hong Kong, the PRC, the European Union or the U.S., or the declaration by Hong Kong, the PRC, the European Union or the U.S. of war or a state of emergency or calamity or crisis, which in the opinion of the Placing Agents is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
- (iv) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
- (v) any change in conditions of local, national or international securities markets, which in the opinion of the Placing Agents is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
- (vi) a change or development involving a change of taxation or exchange control (or the implementation of exchange control) in the PRC, Hong Kong, the European Union or the U.S. adversely affecting the proposed investments in the Placing Shares; or

- (vii) any litigation or claim being instituted against any member of the Group, which has or may have a material adverse effect on the business or financial position of the Group and which, in the opinion of the Placing Agents, would materially and adversely affect the success of the Placing; or
 - (viii) the commencement by any state, governmental, judicial, regulatory or political body or organisation in Hong Kong or the PRC of any action against any of the directors of the Company and/or the Seller or an announcement by any state, governmental, judicial, regulatory or political body or organisation in Hong Kong or the PRC that it intends to take any such action; or
- (b) there has been a material breach by the Company or the Seller of any of their respective representations, warranties and undertakings under the Placing and Subscription Agreement or any obligations imposed on the Company under the Placing and Subscription Agreement; or
- (c) if any of the Placing Agents considers the Company, the Seller, their respective controlling shareholders, actual controller and/or direct person-in charge of this Placing does not satisfy or to be in breach(es) of any applicable laws, regulations, rules and regulatory requirements (whether having the force of law or otherwise) from time to time in force; or
- (d) there is any change, or any development involving a prospective change, in or affecting the business, general affairs, management, assets and liabilities, shareholders' equity, results of operations or position, financial or otherwise, of the Group (other than those already disclosed to the public on or before the date of the Placing and Subscription Agreement) as a whole.

Application for Listing of the Top-up Subscription Shares

An application will be made by the Company to the Stock Exchange for the grant of the listing of and permission to deal in the Top-up Subscription Shares.

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

General Mandate to Allot and Issue the Top-up Subscription Shares

No Shareholders' approval is required for the Top-up Subscription and the allotment and issue of the Top-up Subscription Shares by the Company, as the Top-up Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Directors by the Shareholders at the AGM held on 19 September 2025, under which the Directors may allot, issue and deal with up to 1,819,982,858 Shares, being 20% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of the resolution granting such General Mandate at the AGM.

As at the date of this announcement and immediately prior to the entering into of the Placing and Subscription Agreement, the Company has issued 745,168,534 Shares under the General Mandate.

III. INFORMATION ON THE PARTIES

The Seller

As at the date of this announcement, the Seller (i.e., Dr. Liu Zhiwei) is deemed to be interested in 2,681,215,440 Shares within the meaning of Part XV of the SFO, representing approximately 26.02% of the total number of issued Shares, and is the single largest Shareholder of the Company.

The Placing Agents

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Zheshang International and its ultimate beneficial owners are Independent Third Parties.

Fortune Securities is an indirect wholly-owned subsidiary of the Company.

The Company and the Group

The Company is an investment holding company whereas the Group is a cross-border, cross industry investment platform based in Hong Kong, backed by the Greater Bay Area, and with focus on the international market. The Group is principally engaged in the operation of a financial technology investment platform that combines licensed financial services with strategic technology investments. The Group functions as a financial technology investment platform with wholly-owned subsidiaries operating as the licensed corporations for Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), and Type 9 (asset management) regulated activities under the SFO, which offer investment banking, securities

brokerage, asset management, margin financing, money lending, debt and equity investment, and immigration investment services, while pursuing an innovation-led strategy focused on Web3.0 and quantum technology. The Company implements an innovation-driven strategy, actively invests in the quantum technology industry and explores multi-dimensional layout in the field of quantum technology at the business level.

IV. REASONS FOR AND BENEFITS OF THE PLACING AND THE TOP-UP SUBSCRIPTION AND USE OF PROCEEDS

Assuming all the Placing Shares are fully placed and subject to the Completion of the Placing and the Top-up Subscription, it is expected that the gross proceeds and net proceeds raised from the Top-up Subscription (after deducting the Placing commission and other relevant costs and expenses of the Placing and the Top-up Subscription) will be approximately HK\$350 million and HK\$346 million, respectively. On such basis, the net issue price will be approximately HK\$1.58 per Top-up Subscription Share.

The Group focuses on the commercialisation and industrial application of quantum technology. By deepening strategic cooperation among “industry, academia, research, and enterprise” and through forward-looking capital deployment, the Group aims to bridge the final gap in the transition from cutting-edge technology to commercialisation. In addition to its key areas of focus, including quantum computing and quantum communication, the Company is also exploring the application of quantum computing in drug discovery and new materials, while promoting the resolution of industrial chain bottlenecks and driving commercialisation through the establishment of industry alliances.

To fully leverage the Company’s advantages in the quantum industry, the Company plans to utilise the net proceeds from the Top-up Subscription to strengthen its presence in the quantum field. The proposed use of proceeds is set out as follows:

1. Approximately HK\$70 million, or approximately 20.2%, for the construction of a small-scale computing centre, which is expected to be fully utilised within 12 months after the completion of the Top-up Subscription

In light of the current stage of the industry and the unique advantages of quantum computing in drug discovery, and drawing on the Company’s recent collaborations with several 18A biotech companies listed in Hong Kong and its joint R&D experience with professional pharmaceutical enterprises, the Company has identified drug discovery and materials research, which offer significant commercial potential and are nearing commercialisation, as key areas for its exploration of quantum technology applications. Given that the overall information

technology infrastructure of pharmaceutical R&D enterprises is currently relatively weak, the Company plans to establish a wholly-owned small-scale computing centre in Hong Kong to explore an optimal AI and quantum computing hybrid platform for pharmaceutical discovery, thereby lowering the barrier for pharmaceutical R&D enterprises to apply quantum computing. As computing power is a core foundation for industry development, investment in GPU computing infrastructure has become a standard and necessary practice for major technology companies. In view of the time-sensitive nature of high-performance GPUs and their scarcity in the market, coupled with the unprecedented rapid development of the global AI industry, and leveraging the Group's established trading and supply chain business channels, the Company intends to rapidly establish a small-scale computing centre. Among which:

- (i) approximately HK\$60 million, or approximately 17.3%, will be used to procure 10–12 high-performance GPU servers to rapidly establish a small-scale computing centre, to support the quantum-hybrid computing platform and seize emerging business opportunities; and
- (ii) approximately HK\$10 million, or approximately 2.9%, will be used for the rental of data centre and operation costs including the rentals for the building and related infrastructure, as well as outsourcing a professional maintenance and operation team.

2. Approximately HK\$100 million, or approximately 28.9%, for exploring the application of quantum computers in drug discovery and new materials discovery, which is expected to be fully utilised within 24 months after the completion of the Top-up Subscription

The Company, together with several 18A biotech companies listed in Hong Kong and technology enterprises with which it has established business collaborations, plans to leverage their teams and technical resources to jointly explore the application of quantum computers in drug discovery and new materials discovery, with the target of achieving breakthroughs in approximately 10 targets and drug modality optimisation, as well as breakthroughs in the R&D of biosynthetic protein catalysts. Among which:

- (i) approximately HK\$40 million, or approximately 11.6%, will be used for drug design and mechanistic research, and biosynthetic protein catalysis and mechanistic research. In addition to building relevant teams, such funds will be deployed primarily through commissioned R&D arrangements under which the Group retains ownership of the intellectual property rights; and

- (ii) approximately HK\$60 million, or approximately 17.3%, will be used for early-stage clinical research of 1–2 drug candidates. Such funds will be injected in the form of equity into the majority controlled joint venture companies to be established by the Group with external innovative pharmaceutical companies, for the purpose of advancing clinical trials of drugs developed using quantum technology. The relevant professional teams will be integrated into the Group by milestone acquisition.

3. Approximately HK\$120 million, or approximately 34.7%, for the quantum industry fund, which is expected to be fully utilised within 24 months after the completion of the Top-up Subscription

With the continuous iteration of AI models, the progress of AI for Science is far exceeding general expectations, and the efficiency of tackling various challenges in quantum computing has been greatly improved. However, constrained by the shortage of interdisciplinary talent with backgrounds in both quantum computing and specific industries, as well as the lack of long-term investment capital, the pace of engineering progress in the quantum industry has not reached an ideal state. Therefore, in April 2026, the Group, together with top-tier industry-academia-research forces such as QuantumCTek Co., Ltd., Shenzhen SpinQ Technology Inc., the City University of Hong Kong, Grand Union of Innovation (GUi), jointly initiated the establishment of the Quantum Intelligence Industry Alliance. It plans to establish a quantum industry-oriented investment fund to attract industry-guided capital, serving as an incubator and accelerator for the industry. The Company will act as the General Partner of the industry fund with seed investments. This will accelerate talent cultivation in the quantum industry, breakthroughs in key bottlenecks such as quantum error correction and quantum chip manufacturing, and commercialisation process of quantum applications. Among which:

- (i) approximately HK\$10 million, or approximately 2.9%, will be used for the start-up capital of the quantum industry fund (mainly including management team, compliance/investment/back-office departments, professional qualification applications, site leasing, etc.);
- (ii) approximately HK\$110 million, or approximately 31.8%, will be used for seed investments on the Group's future established industry fund, of which: (a) approximately HK\$30 million will be invested in quantum error correction; (b) approximately HK\$50 million will be invested in quantum chip manufacturing; (c) approximately HK\$30 million will be used for investments in other areas of the quantum industry chain.

4. Approximately HK\$30 million, or approximately 8.7%, for the quantum finance academy, which is expected to be fully utilised within 18 months after the completion of the Top-up Subscription

With the rapid advancement of quantum computing, traditional encryption is facing fundamental challenges. However, the financial industry, which is highly dependent on information security, is not adequately prepared for this challenge, and its talent pool is extremely scarce. As finance is the cornerstone of the Company, the Company places great importance on exploring the application of quantum financial security. To this end, the Company intends to collaborate with universities and professional training institutions to jointly promote the R&D of quantum financial security technologies and the cultivation of talent. Leveraging the professional backgrounds and research advantages of our chief scientist and chief technology officer, we plan to jointly establish a quantum financial security laboratory with universities in Hong Kong and top universities in Chinese Mainland to promote quantum security research, talent cultivation, and industry collaboration, and to collaboratively explore a competency model for quantum talent; focusing on the field of quantum financial security, we will conduct collaborative research on legal governance, compliance frameworks, and cutting-edge topics in quantum finance law. Among which:

- (i) approximately HK\$20 million, or approximately 5.8%, will be used for launching the quantum finance academy, including team formation, curriculum design, site leasing, and writing and publication of industry white papers and professional books; and
- (ii) approximately HK\$10 million, or approximately 2.9%, will be used for establishing a joint quantum financial security laboratory with external scientific research institutes.

5. Approximately HK\$26 million, or approximately 7.5%, for the Group's working capital, which is expected to be fully utilised within 12 months after the completion of the Top-up Subscription

The net proceeds raised from the Top-up Subscription will be used to supplement the Group's working capital, which mainly includes professional advisory fees, staff costs, rental expenses, financing costs for bank loans, etc.

The Directors (including the independent non-executive Directors) are of the view that the Placing and the Top-up Subscription can provide a higher liquidity to increase the Group's operational flexibility, strengthen the financial position of the Group and enhance the resistance to liquidity risk of the Group by means of equity fund raising.

In view of the above, the Directors (including the independent non-executive Directors) consider the terms of the Placing and the Top-up Subscription pursuant to the Placing and Subscription Agreement are fair and reasonable under the current market conditions and are in the best interests of the Company and the Shareholders as a whole.

V. EFFECT OF PLACING ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately following the Completion of the Placing but before the Completion of the Top-up Subscription; and (iii) immediately following the Completion of the Placing and the Top-up Subscription, assuming that the Placing Shares are placed in full and that there are no changes in the issued share capital of the Company between the date of this announcement and up to Completion of the Top-up Subscription other than the allotment and issue of the Top-up Subscription Shares, for illustration purposes only:

Shareholders	As at the date of this announcement		Immediately following the Completion of the Placing but prior to the Completion of the Top-up Subscription		Immediately following the Completion of the Placing and the Top-up Subscription	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Dr. Liu Zhiwei (<i>Note 1</i>)	2,681,215,440	26.02	2,462,465,440	23.90	2,681,215,440	25.48
HK.AI Capital Limited (<i>Note 2</i>)	1,173,496,549	11.39	1,173,496,549	11.39	1,173,496,549	11.15
Stratus One Global Limited ("Stratus One") (<i>Note 3</i>)	518,400,000	5.03	518,400,000	5.03	518,400,000	4.93
Ms. SUN Qing (<i>Note 4</i>)	1,042,000	0.01	1,042,000	0.01	1,042,000	0.01
Mr. YUAN Tianfu (<i>Note 5</i>)	1,500,000	0.01	1,500,000	0.01	1,500,000	0.01
Placees	—	0.00	218,750,000	2.12	218,750,000	2.08
Other public Shareholders	5,928,198,625	57.53	5,928,198,625	57.53	5,928,198,625	56.34
Total	10,303,852,614	100.00	10,303,852,614	100.00	10,522,602,614	100.00

Notes:

1. Dr. Liu Zhiwei is directly interested in 1,772,946,289 Shares in the capacity as beneficial owner, and by virtue of Part XV of the SFO, Dr. Liu Zhiwei is also deemed to be interested in 908,269,151 Shares, through (i) TREND CAPITAL PTE. LTD (interested in 563,888,000 Shares), which is wholly-owned by Dr. Liu Zhiwei; (ii) Caitex Technology Holdings Limited (interested in 340,053,151 Shares), which is wholly-owned by Chunda International Capital Management Co., Ltd. and the latter is in turn wholly-owned by Dr. Liu Zhiwei; and (iii) Chun Yuan International Company Limited (interested in 4,328,000 Shares), which is wholly-owned by Dr. Liu Zhiwei.
2. HK.AI Capital Limited, formerly known as Wealthink AI-Innovation Capital Limited, is a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1140).
3. Stratus One is the trustee of an ESOP trust whose nominee company is GoFintech ESOP Limited. GoFintech ESOP Limited directly holds the shares of the Company issued and allotted to the trustee under the share award scheme adopted by the Company on 3 June 2024. Stratus One holds these shares indirectly through GoFintech ESOP Limited. The Company granted a total of 103,680,000 shares awards to a total of 38 grantees, including Directors and employees of the Company on 26 July 2024.
4. Ms. SUN Qing is an executive Director of the Company.
5. Mr. YUAN Tianfu is the chief executive officer of the Company.
6. Shareholders and public investors should note that the above percentages for shareholding have been rounded to two decimal places. Accordingly, the total percentage may not be equal to the apparent total percentage.

VI. EQUITY FUND-RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The following are the fund-raising activities involving the issue of equity securities of the Company in the past 12 months immediately preceding the date of this announcement:

Subscription of new Shares under general mandate in relation to the 2025 Subscription

References are made to the announcements of the Company dated 4 September 2025, 25 September 2025, 16 October 2025, 6 November 2025, 27 November 2025, 18 December 2025, 8 January 2026, 29 January 2026, 20 February 2026, 13 March 2026 and 17 March 2026 (collectively, the “**2025 Subscription of New Shares Announcements**”) in relation to the Subscription of new Shares under General Mandate. Unless otherwise specified, capitalised terms used in this section shall have the same meanings as those defined in the 2025 Subscription of New Shares Announcements.

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

On 17 March 2026, a total of 745,168,534 Subscription Shares has been subscribed by the eleven Subscribers at the Subscription Price of HK\$1.78 per Subscription Share pursuant to the terms and conditions of the Subscription Agreements. The gross proceeds and net proceeds (after deducting the relevant costs and expenses of the Subscription) raised from the 2025 Subscription amounted to approximately HK\$1,326,400,000 and HK\$1,321,400,000, respectively.

The net proceeds raised from and the details of the use of proceeds of the 2025 Subscription up to the date of this announcement are as follows:

Intended use of proceeds as disclosed in the 2025 Subscription of New Shares Announcements	Actual use of proceeds up to the date of this announcement
1. Expansion of the digital asset financial license business in Hong Kong and development of its infrastructure:	
(i) HK\$150 million for Hong Kong Virtual Asset Trading Platform (“ VATP ”) License application	(i) HK\$23.4 million was used for VATP License application, and the remaining was expected to be utilised within 7 months from the date of this announcement
(ii) HK\$100 million for development of the Hong Kong VATP business	(ii) Expected to be utilised within 7 months from the date of this announcement

Intended use of proceeds as disclosed in the 2025 Subscription of New Shares Announcements

Actual use of proceeds up to the date of this announcement

2. Investment in Malaysia digital asset financial license businesses and its infrastructure:

- | | |
|--|---|
| (i) HK\$120 million for Malaysia digital banking license application | (i) HK\$20.67 million was used for Malaysia digital banking license application, and the remaining was expected to be utilised within 7 months from the date of this announcement |
| (ii) HK\$25 million for start-up and operating funds for the Malaysia digital asset exchange license | (ii) Expected to be utilised within 7 months from the date of this announcement |
| (iii) HK\$280 million for 2027 capital funding | (iii) Expected to be utilised within 19 months from the date of this announcement |
| (iv) HK\$25 million for project specific funds | (iv) Expected to be utilised within 19 months from the date of this announcement |

3. Expansion of Type 1, Type 6 and Type 9 licensed businesses:

- | | |
|--|--|
| (i) HK\$120 million for Type 1 licensed business | (i) Expected to be utilised within 7 months from the date of this announcement |
|--|--|

Intended use of proceeds as disclosed in the 2025 Subscription of New Shares Announcements

Actual use of proceeds up to the date of this announcement

- | | |
|--|---|
| (ii) HK\$30 million for Type 6 licensed business | (ii) HK\$0.4 million was used for Type 6 licensed business, and the remaining was expected to be utilised within 7 months from the date of this announcement |
| (iii) HK\$100 million for Type 9 licensed business | (iii) HK\$0.4 million was used for Type 9 licensed business, and the remaining was expected to be utilised within 7 months from the date of this announcement |

4. Development of quantum ecosystem:

- | | |
|--|---|
| (i) HK\$30 million for development of quantum wallet | (i) HK\$11.2 million was used for development of quantum wallet, and the remaining was expected to be utilised within 7 months from the date of this announcement |
| (ii) HK\$30 million for development of Post-Quantum Cryptography (“PQC”) | (ii) HK\$30 million was used for development of PQC |
| (iii) HK\$30 million for development of quantum computing security solutions | (iii) Expected to be utilised within 19 months from the date of this announcement |
| (iv) HK\$50 million for investments in connection with quantum | (iv) HK\$26 million was used for investments in connection with quantum, and the remaining was expected to be utilised within 7 months from the date of this announcement |

**Intended use of proceeds as disclosed in
the 2025 Subscription of New Shares
Announcements**

**Actual use of proceeds up to the date
of this announcement**

5. General working capital:

- | | |
|--|--|
| (i) HK\$131.4 million for the Group's existing operation and daily operations | (i) HK\$64.9 million was used as working capital for daily operations, and the remaining was expected to be utilised within 7 months from the date of this announcement |
| (ii) HK\$100 million for investments in supply chain operations and trading businesses | (ii) HK\$27.9 million was used in supply chain operations and trading businesses, and the remaining was expected to be utilised within 7 months from the date of this announcement |

VII. OTHER SHARE ISSUANCE ACTIVITIES BY THE COMPANY IN THE PAST 12 MONTHS

The following are the transactions of the Company in the past 12 months immediately preceding the date of this announcement which involve issuance of consideration Shares:

Connected transaction involving issue of new Shares under specific mandate in relation to the Loan Capitalisation

References are made to (i) the announcements of the Company dated 29 April 2025, 22 May 2025, 20 June 2025, 7 July 2025, 21 July 2025, 29 August 2025, 30 September 2025, 31 October 2025, 28 November 2025 and 24 December 2025; and (ii) the circular of the Company dated 26 November 2025 (the “**Circular**”) in relation to, among other things, the Loan Capitalisation. Unless otherwise specified, capitalised terms used in this section shall have the same meanings as those defined in the Circular.

On 29 April 2025, the Company and the Lender (i.e., Dr. LIU Zhiwei) entered into the Loan Capitalisation Agreement, pursuant to which the Lender (as the subscriber) has conditionally agreed to subscribe (for himself or his nominee) for, and the Company has conditionally agreed to allot and issue, 458,769,789 Capitalisation Shares, at the

Issue Price of HK\$1.28 per Capitalisation Share. The consideration of the allotment and issue of the Capitalisation Shares in the amount of approximately HK\$587.225 million shall be settled by means of offsetting against the Repayment Amount, which is such indebtedness owed by the Company under the Shareholder's Facilities in the aggregate sum of approximately HK\$587.225 million, being the agreed amount for Loan Capitalisation under the Loan Capitalisation Agreement.

On 24 December 2025, pursuant to the terms and conditions of the Loan Capitalisation Agreement, an aggregate of 458,769,789 Capitalisation Shares were duly allotted and issued to the Lender (i.e., Dr. LIU Zhiwei, as subscriber) under the Specific Mandate at the Issue Price of HK\$1.28 per Capitalisation Share immediately upon Completion.

Very substantial acquisition and issue of consideration Shares under specific mandate in relation to the CSOP Acquisition

On 31 December 2024, the Company as the purchaser and HK.AI as the vendor entered into a sale and purchase agreement, pursuant to which the Company has conditionally agreed to purchase and HK.AI has conditionally agreed to sell 60,000,000 shares of CSOP (the “**CSOP Acquisition**”), representing 22.50% of the entire issued share capital of CSOP, at the consideration of HK\$1,110,000,000, which shall be settled by the allotment and issuance of 1,405,063,292 Shares of the Company at the issue price of approximately HK\$0.79 per share under the specific mandate sought by the Company at the extraordinary general meeting convened and held on 15 July 2025.

In August 2025, 1,405,063,292 ordinary Shares were issued to HK.AI. and the CSOP Acquisition was completed on 2 January 2026.

For details of the CSOP Acquisition, please refer to the Company's announcements dated 31 December 2024, 21 January 2025, 30 April 2025, 7 May 2025, 12 May 2025, the circular dated 25 June 2025 and the joint announcement of poll results dated 15 July 2025.

Save as disclosed above, the Company has not conducted any fund-raising activities involving the issue of equity securities or any share issuance activities during the 12 months immediately preceding the date of this announcement.

Completion of the Placing and the Top-up Subscription is subject to the satisfaction or (if applicable) waiver of the conditions precedent set out in the Placing and Subscription Agreement. As the Completion of the Placing and the Top-up Subscription may or may not take place, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

VIII. LISTING RULES IMPLICATIONS

As the Seller is a connected person of the Company, the Top-up Subscription constitutes a connected transaction of the Company fully exempt under Rule 14A.92(4) of the Listing Rules. If the Top-up Subscription is not completed within fourteen (14) days from the date of the Placing and Subscription Agreement, the relevant provisions of the Listing Rules in relation to connected transactions (including the independent Shareholders' approval requirement) will apply to the Top-up Subscription, unless otherwise waived by the Stock Exchange.

IX. DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set out below:

“AGM”	the annual general meeting of the Company held on 19 September 2025
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturdays, Sundays and public holidays in Hong Kong) on which licensed banks generally are open for business and the Stock Exchange is open for trading of securities in Hong Kong
“Company”	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)
“Completion of the Placing”	the completion of the Placing in accordance with the terms and conditions set out in the Placing and Subscription Agreement, which shall take place on the date falling two (2) Business Days after the Placing Transaction Date (or such other date as the Seller and the Placing Agents may agree)

“Completion of the Top-up Subscription”	the completion of the Top-up Subscription in accordance with the terms and conditions set out in the Placing and Subscription Agreement, which shall take place on the Business Day following the date upon which the last of the conditions of the Top-up Subscription is fulfilled, provided it shall take place on a date no later than fourteen (14) days after the date of the Placing and Subscription Agreement, or such other day as agreed by the Company, the Seller and the Placing Agents in writing and in compliance with the Listing Rules
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSOP”	CSOP Asset Management Limited, a company incorporated in Hong Kong with limited liability
“Director(s)”	the director(s) of the Company
“Fortune Securities”	Fortune (HK) Securities Limited, a licensed corporation to carry on business in Type 1 regulated activity (dealing in securities) under the SFO and a wholly-owned subsidiary of the Company
“General Mandate”	the general mandate granted to the Directors by an ordinary resolution of the Shareholders passed at the AGM to allot, issue and deal with up to 1,819,982,858 Shares, being 20% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of the resolution granting such General Mandate at the AGM
“Group”	the Company and its subsidiaries
“HK.AI”	HK.AI Capital Limited, formerly known as Wealthink AI-Innovation Capital Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1140)
“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)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any independent professional, institutional, corporate and/or individual investor selected and procured by or on behalf of the Placing Agents to subscribe any of the Placing Shares on the terms and subject to the conditions set out in the Placing and Subscription Agreement
“Placing”	the placing of the Placing Shares (i.e. a maximum of 218,750,000 existing Shares), on a best effort basis, procured by the Placing Agents to the Placees on the terms and subject to the conditions set out in the Placing and Subscription Agreement
“Placing Agents”	Zheshang International and Fortune Securities
“Placing and Subscription Agreement”	the conditional placing and subscription agreement dated 3 August 2026 entered into among the Company, the Seller and the Placing Agents in relation to the Placing and the Top-up Subscription
“Placing Completion Date”	the date of Completion of the Placing
“Placing Price”	HK\$1.60 per Placing Share
“Placing Share(s)”	a total of 218,750,000 existing Shares which are beneficially owned by the Seller and will be sold to the Placees pursuant to the Placing and Subscription Agreement

“Placing Transaction Date”	the date when the sale of the Placing Shares shall be reported as a cross-trade to the Stock Exchange which shall be (i) 3 August 2026, or (ii) if dealings in the Shares on the Stock Exchange are suspended at all times on 3 August 2026, the first day on which dealings resume and the cross-trade can be reported to the Stock Exchange in accordance with its rules, or such other date as the Seller and the Placing Agents may agree in writing
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Seller”	Dr. Liu Zhiwei, a substantial Shareholder and the single largest Shareholder
“SFO”	Securities and Future Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	holder(s) of Share(s)
“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Top-up Subscription”	the subscription of the Top-up Subscription Shares by the Seller pursuant to the Placing and Subscription Agreement
“Top-up Subscription Price”	HK\$1.60 per Top-up Subscription Share
“Top-up Subscription Shares”	an aggregate of 218,750,000 new Shares to be allotted and issued by the Company and subscribed by the Seller under the Placing and Subscription Agreement
“trading day”	a day on which the Stock Exchange is open for trading of securities

“treasury shares”	has the meaning ascribed to it under the Listing Rules
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“Zheshang International”	Zheshang International Financial Holdings Co., Limited (浙商國際金融控股有限公司), a licensed corporation to carry on business in Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
“%”	per cent.

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

Hong Kong, 3 August 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 KungChik, Ms. LUI Mei Ka and DR. LIANG Jinxiang.