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华科智能
WEALTHINK AI

WEALTHINK AI-INNOVATION CAPITAL LIMITED
華科智能投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1140)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

References are made to the announcements of Wealthink AI-Innovation Capital Limited (the "**Company**") dated 30 October 2025 in relation to the subscription of new shares of the Company (the "**Announcement**"). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise specified.

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Subscription Agreements have been fulfilled and completion of the Subscription took place on 20 November 2025. A total of 1,136,955,997 new Shares, representing approximately 9.75% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares, which have been allotted and issued to the Subscribers at the Subscription Price of approximately HK$0.23 per Subscription Share.

As at the date of this announcement, to the best of the Company's knowledge, information and belief, having made all reasonable enquiries, (i) the Subscribers and their respective ultimate beneficial owners (if any) are Independent Third Parties; and (ii) none of the Subscribers has become a substantial Shareholder (as defined under the Listing Rules) immediately upon Completion.

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

USE OF PROCEEDS

The gross proceeds and net proceeds (after deducting the relevant costs and expenses of the Subscription) raised from the Subscription will be approximately HK$261.50 million and approximately HK$261.40 million respectively. As disclosed in the Announcement, the Company (as an investment company under Chapter 21 of the Listing Rules, taking into account of the Group's investment strategy on (i) core-holding-centered unlisted equity investments; (ii) fund investments; and (iii) listed equity investments) intends to use such net proceeds from the Subscription in the following manner:

(a) approximately HK$165.00 million (i.e. approximately 63.12% of the net proceeds from the Subscription) will be utilised for listed equity investments and investments in funds (with the focus on listed equities);

(b) approximately HK$55.00 million (i.e. approximately 21.04% of the net proceeds from the Subscription) will be utilised for core-holding-centered unlisted equity investments; and

(c) approximately HK$41.40 million (i.e. approximately 15.84% of the net proceeds from the Subscription) will be utilised for general working capital purposes of the Group including operational costs, staff costs, rental expenses, professional fees and other office overhead of the Group.

In light of the capital-intensive nature of the Group's existing businesses, the Directors take the view that the net proceeds from the Subscription will enable the Group to upscale its investment portfolio promptly and efficiently in order to capture and benefit from fast-changing investment sentiments as it facilitates the Group's effort to cater for these transient investment opportunities without posing any liquidity issue to the Group, it was considered that the Subscription would be the quickest to assist the Company in the endeavour to participate in such opportunities while broadening the Shareholders' base of the Company simultaneously in the provision that the Subscription Agreements were negotiated on an arm's length basis.

EFFECTS OF THE SUBSCRIPTION ON SHAREHOLDINGS STRUCTURE OF THE COMPANY

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

	Immediately before the Completion		**Immediately upon the Completion**	
Shareholders	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*
GoFintech Quantum Innovation Limited *(Note 2)*	3,064,454,515	29.13	3,064,454,515	26.29
Acorn Harvest Holdings Limited *(Note 3)*	841,982,622	8.00	841,982,622	7.22
Ming Yang Capital Limited *(Note 4)*	1,048,011,000	9.96	1,048,011,000	8.99
Bright Victory International Limited *(Note 5)*	978,260,870	9.30	978,260,870	8.39
Other Public Shareholders (other than the Subscribers)	4,487,387,498	42.65	4,487,387,498	38.49
Subscriber A	0	0	142,173,913	1.22
Subscriber B	0	0	94,782,608	0.81
Subscriber C	0	0	130,434,782	1.12
Subscriber D	10,988,000	0.10	97,944,521	0.84
Subscriber E	0	0	86,956,521	0.75
Subscriber F	89,240,000	0.85	176,196,000	1.51
Subscriber G	0	0	508,695,652	4.36
Total *(Notes 1, 6)*	**10,520,324,505**	**100.00**	**11,657,280,502**	**100.00**

Notes:

1. The percentage of shareholding was calculated on the basis of the Company's issued share capital of 10,520,324,505 shares as at the date of this announcement.

2. This represented an aggregate of 3,064,454,515 shares, in which 2,751,339,130 shares were held by Marvel Champion Investment Limited ("**Marvel Champion**"), 28,500,000 shares were held by Galaxy Way Development Limited ("**Galaxy Way**"), and 284,615,385 shares were held by Fortune Growth Fund SPC ("**Fortune SPC**"). As Marvel Champion, Galaxy Way and Fortune SPC are wholly owned by GoFintech Quantum Innovation Limited, GoFintech Quantum Innovation Limited is deemed to be interested in these shares by virtue of the SFO.

3. This represented 841,982,622 shares held by Acorn Harvest Holdings Limited ("**Acorn Harvest**"). Acorn Harvest is wholly owned by Mr. YANG Fan. By virtue of the SFO, both of Acorn Harvest and Mr. YANG Fan are deemed to be interested in the shares and underlying shares of the Company held by Acorn Harvest.

4. This represented an aggregate ("**Aggregated Shares**") of the 20,000,000 shares held by Ming Yang International Opportunities SPC, acting on behalf and for the accounts of Ming Yang International Opportunities Fund SP6, the 240,224,000 shares held by Ming Yang International Opportunities SPC, acting on behalf and for the accounts of Ming Yang International Opportunities Fund SP2, and the 787,787,000 shares held by Ming Yang International Opportunities SPC, acting on behalf and for the accounts of Ming Yang International Opportunities Fund SP1. By virtue of the SFO, Ming Yang Capital Limited ("**Ming Yang**"), and Tycoon Champ Limited ("**Tycoon Champ**") who owns 100% of the issued share capital in Ming Yang, are deemed to be interested in the Aggregated Shares.

5. This represented 978,260,870 shares held by Bright Victory International Limited ("**Bright Victory**"). Bright Victory is a wholly owned subsidiary of Tong Chuang Holdings Limited ("**TCHL**"). TCHL is in turn a wholly subsidiary of Tongchuang Jiuding Investment Management Group Co., Ltd. ("**TIMGCL**") while 46.29% of the issued share capital of TIMGCL is owned by Tongchuang Jiuding Investment Holdings Co. Ltd. ("**TJIHCL**"). 35.00% of the issued share capital of TJIHCL is beneficially owned by Mr. WU Gang. By virtue of the SFO, each of TJIHCL, TIMGCL, TCHL and Mr. WU Gang is deemed to be interested in the shares and underlying shares of the Company held by Bright Victory.

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

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

Hong Kong, 20 November 2025

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