Inkeverse Group Limited
映宇宙集团有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3700)

DISCLOSEABLE TRANSACTION

SUBSCRIPTION OF SHARES IN GOFINTECH QUANTUM INNOVATION LIMITED

SUBSCRIPTION

On 4 September 2025 (after trading hours), the Company and GoFintech entered into the Subscription Agreement, pursuant to which the Company conditionally agreed to subscribe for, and GoFintech conditionally agreed to issue to the Company, an aggregate of 168,539,325 Subscription Shares at the subscription price of HK$1.78 each, subject to the terms and conditions set out in the Subscription Agreement.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in respect of the Subscription is more than 5% but all of them are less than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the reporting and announcement requirements but is exempt from Shareholders' approval requirement under the Listing Rules.

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THE SUBSCRIPTION AGREEMENT

Date

4 September 2025 (after trading hours)

Parties

(1) The Company; and

(2) GoFintech

Subject matter

The Company conditionally agreed to subscribe for, and GoFintech conditionally agreed to issue to the Company, an aggregate of 168,539,325 GoFintech Shares at the subscription price of HK$1.78 each.

Subscription price

The subscription price of HK$1.78 per Subscription Share represents:

(a) a discount of approximately 16.43% to the closing price of HK$2.13 per GoFintech Share as quoted on the Stock Exchange on 4 September 2025, being the date of the Subscription Agreement;

(b) a discount of approximately 10.82% to the average closing price of HK$1.996 per GoFintech Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the Subscription Agreement; and

(c) a discount of approximately 6.32% to the average closing price of HK$1.90 per GoFintech Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to the date of the Subscription Agreement.

The subscription price of HK$1.78 per Subscription Shares was determined and negotiated on an arm's length basis between the Company and GoFintech with reference to the market conditions and the recent market prices of the GoFintech Shares. The Company will settle the subscription price using its internal resources. The Directors consider that the subscription price is fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole based on the current market conditions, the recent market prices of the GoFintech Shares and the reasons set out in the paragraphs headed "Reasons for the Subscription" below.

Conditions

Completion is conditional upon the following conditions having been fulfilled or waived:

(a) the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Subscription Shares being obtained and not being subsequently revoked prior to the Completion Date;

(b) the passing by the board of directors of GoFintech of resolutions (and where applicable, the passing of resolutions by the Board) to approve the Subscription, the Subscription Agreement and the transactions contemplated thereunder;

(c) the representations, warranties and undertakings made by GoFintech under the Subscription Agreement shall be true, accurate and not misleading in all material aspects as at the Completion Date;

(d) the representations, warranties and undertakings made by the Company under the Subscription Agreement shall be true, accurate and not misleading in all material aspects as at the Completion Date; and

(e) all necessary authorisations, consents and approvals as may be obtained by GoFintech and the Company having been obtained in respect of the Subscription Agreement from the relevant authorities (including but not limited to the Stock Exchange).

The Company may in its sole and absolute discretion waive in whole or in part the condition set out in paragraph (c) above, and GoFintech may in its sole and absolute discretion waive in whole or in part the condition set out in paragraph (d) above. Save as aforementioned, none of the above conditions can be waived.

If any of the conditions is not fulfilled (or as the case may be, waived) on or before 25 September 2025, or such later date as the Company and GoFintech may agree in writing, the Subscription Agreement shall be terminated, and all rights, obligations and liabilities (in relation to the Subscription) of the Company and GoFintech shall cease and determine. The Company and GoFintech shall both be released from all their respective obligations and neither of them shall have any claim against the other for costs, damages, compensation or otherwise arising under the Subscription Agreement, save and except for any antecedent breaches of the Subscription Agreement.

Ranking of the Subscription Shares

The Subscription Shares, when fully paid, allotted, and issued, will rank pari passu in all respects with the other GoFintech Shares in issue as at the date of allotment and issue of the Subscription Shares.

Completion

Completion shall take place on the Completion Date. The Company will pay the subscription price in the aggregate of HK$300,000,000 by wire transfer at Completion.

The financial results of GoFintech will not be consolidated into the accounts of the Group after Completion.

Termination

If any force majeure event set out in the Subscription Agreement occurs at any time from the date of the Subscription Agreement to 8:00 a.m. on the Completion Date, both the Company and GoFintech shall be entitled to terminate the Subscription Agreement by giving written notice to the other party.

As at the date of this announcement, the Directors are not aware of the occurrence of any such events.

INFORMATION OF THE PARTIES

The Company and the Group

The Company is a company incorporated in the Cayman Islands with limited liability, and its Shares are listed on the Main Board of the Stock Exchange. The Group is principally engaged in the operations of mobile live streaming platforms in the PRC. Its business encompasses live social networking, short-form dramas, overseas operations, and other related sectors. The Group drives performance growth through a portfolio of matrix products and diversified business formats.

GoFintech

GoFintech is a cross-border, cross-industry financial technology investment platform based in Hong Kong, backed by the Greater Bay Area, and focused on the international market. GoFintech is publicly listed on the Main Board of the Stock Exchange (stock code: 290), with its subsidiaries holding licenses issued by the Securities and Futures Commission of Hong Kong to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities. GoFintech is principally engaged in investment banking, securities brokerage, asset management, margin financing, investment immigration, debt investment, equity investment, etc.

Upon Completion, the Company will hold an aggregate of 168,539,325 GoFintech Shares, representing approximately 1.85% and 1.71% of the issued shares of GoFintech as at the date of this announcement and as enlarged by the allotment and issue of the Subscription Shares.

As at the date of this announcement, based on information available to the Company, the single largest shareholder of GoFintech is Dr. Liu Zhiwei ("**Dr. Liu**"), who is interested in approximately 17.50% of the total issued shares of GoFintech. As disclosed in GoFintech's announcement dated 1 September 2025, Dr. Liu and certain shareholders of GoFintech entered into a sale and purchase agreement on 1 September 2025 with FINAL TOUCH LTD. (the "**Purchaser**"), a wholly-owned subsidiary of IVD Medical Holding Limited (stock code: 1931) ("**IVD Medical**"). Immediately after completion of the sale and purchase agreement, Dr. Liu will cease to be the single largest shareholder of GoFintech, and the Purchaser and IVD Medical will hold 1,848,496,429 GoFintech Shares, representing approximately 20.31% of the total issued share capital of GoFintech and will become the single largest shareholder of GoFintech. Pursuant to public records, the largest shareholders of IVD Medical are Mr. Ho Kuk Sing and Mr. Leung King Sun, who are both interested in approximately 27.84% of the total issued shares of IVD Medical. To the best knowledge, information, and belief of the Board and after making all reasonable enquiries, GoFintech and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Set out below is the extract of the audited consolidated financial information of GoFintech for the two years ended 31 March 2024 and 2025:

	For the year ended 31 March	
	2024	**2025**
	HK$'000	***HK$'000***
Net loss before tax	30,634	1,726
Net loss after tax	30,679	2,525

As at 31 March 2025, the net assets of GoFintech were approximately HK$3,925,623,000.

Reasons for the Subscription

Given the recent market prices of GoFintech Shares, the Group views the Subscription as a worthwhile chance to invest in GoFintech at a favorable valuation. GoFintech is a prominent financial technology investment platform in Hong Kong, supported by the Greater Bay Area, with a strong reputation for cross-border and cross-industry operations and an emphasis on the international market. GoFintech and its subsidiaries have a solid foundation in Hong Kong's local market and maintain a significant footprint in the financial services industry. They make strategic investments within the financial technology sector, aligning closely with the Hong Kong government's initiatives for digital economic growth. By prioritizing technological innovation, GoFintech propels its own advancement, supports Hong Kong's status as a global financial hub, and helps speed up the development of the Web3.0 ecosystem.

The Directors are of the view that GoFintech's business performance is expected to improve going forward, which may, in turn, generate potential investment returns for the Group.

The terms of the Subscription Agreement are negotiated on an arm's length basis, are on normal commercial terms, and are fair and reasonable. Accordingly, the Board considers that entering into the Subscription Agreement is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in respect of the Subscription is more than 5% but all of them are less than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the reporting and announcement requirements but is exempt from Shareholders' approval requirement under the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context requires otherwise:

"Board"	the board of Directors
"Company"	Inkeverse Group Limited (映宇宙集团有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3700)
"Completion"	the completion of the Subscription
"Completion Date"	the fifth business day after the date on which all conditions have been fulfilled or waived (where applicable), or such other date as the Company and GoFintech may agree in writing
"connected person(s)"	has the meaning as prescribed in the Listing Rules
"Director(s)"	the director(s) of the Company
"GoFintech"	GoFintech Quantum Innovation Limited (國富量子創新有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 290)
"GoFintech Share(s)"	the ordinary shares of GoFintech
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time

"percentage ratio(s)"	has the meaning as prescribed in the Listing Rules
"PRC"	the People's Republic of China, excluding, for the purpose of this announcement only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
"Share(s)"	ordinary share(s) of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription"	the subscription of 168,539,325 Subscription Shares pursuant to the terms of the Subscription Agreement
"Subscription Agreement"	the subscription agreement dated 4 September 2025 entered into between the Company and GoFintech
"Subscription Shares"	an aggregate of 168,539,325 GoFintech Shares to be subscribed by the Company pursuant to the Subscription Agreement
"%"	per cent

By Order of the Board
Inkeverse Group Limited
FENG Yousheng
Chairman and Executive Director

Hong Kong, 4 September 2025

As at the date of this announcement, the executive Directors are Mr. FENG Yousheng and Mr. HOU Guangling; and the independent non-executive Directors are Mr. David CUI, Mr. CHEN Yong and Ms. ZHENG Congnan.