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华科资本
WEALTHKING INVESTMENTS

WEALTHKING INVESTMENTS LIMITED

華科資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1140)

- (1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(2) PROPOSED CHANGE OF COMPANY NAME AND COMPANY LOGO;
AND
(3) PROPOSED ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES**

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$2,000,000,000 divided into 20,000,000,000 Shares of a nominal or par value of HK\$0.10 each, of which 10,520,324,505 Shares are in issue. As at the date of this announcement, share options granted under the share option scheme of the Company carrying rights to subscribe for an aggregate of 183,839,600 Shares remain outstanding.

In order to provide the Company with greater flexibility in fund raising whereby promoting future business growth, the Board proposes to increase the authorised share capital of the Company to HK\$5,000,000,000 divided into 50,000,000,000 Shares by the creation of an additional 30,000,000,000 Shares. Such new Shares, upon issue, shall rank *pari passu* in all respects with the existing Shares. The increase in the authorised share capital is subject to the approval of the Shareholders by way of passing an ordinary resolution at the EGM.

PROPOSED CHANGE OF COMPANY NAME AND COMPANY LOGO

The Board proposes to change the English name of the Company from “Wealthking Investments Limited” to “Wealthink AI-Innovation Capital Limited”, and to adopt “華科智能投資有限公司” as the Chinese name of the Company in place of its existing Chinese name of “華科資本有限公司”.

The logo of the Company will be changed to “” to reflect the change of the name of the Company subject to the Proposed Change of Company Name becoming effective. Subject to the confirmation by the Stock Exchange, the Company’s English and Chinese stock short names will also be changed for trading in the Shares on the Stock Exchange after the Proposed Change of Company Name becomes effective.

The Proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders at the EGM.

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES

The Board proposes to make Proposed Amendments to the Existing Memorandum and Articles by way of adoption of the Amended and Restated Memorandum and Articles in substitution for, and to exclusive of, the Existing Memorandum and Articles for the purposes of, among other things, bringing the Existing Memorandum and Articles in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules and the relevant requirements of the applicable laws of the Cayman Islands, allowing general meetings of the Company to be held as physical meetings, electronic meetings or hybrid meetings where Shareholders may participate by electronic means or by attending the meetings physically, providing more flexibility in relation to the management and operation of the Company and in compliance with Chapter 21 of the Listing Rules, and making consequential amendments in alignment with the Proposed Amendments and certain housekeeping amendments.

The Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles are subject to the passing of a special resolution by the Shareholders at the EGM.

GENERAL

An EGM will be held to consider and, if thought fit, pass resolutions to approve: (i) the Proposed Increase in Authorised Share Capital; (ii) the Proposed Change of Company Name; and (iii) the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles.

A circular containing, among other things, further details of (i) the Proposed Increase in Authorised Share Capital; (ii) the Proposed Change of Company Name; (iii) the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles; (iv) a notice to convene the EGM; and (v) other information as required under the Listing Rules, will be despatched to the Shareholders as soon as practicable in compliance with the Listing Rules.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$2,000,000,000 divided into 20,000,000,000 Shares of a nominal or par value of HK\$0.10 each, of which 10,520,324,505 Shares are in issue. As at the date of this announcement, share options granted under the share option scheme of the Company carrying rights to subscribe for an aggregate of 183,839,600 Shares remain outstanding.

In order to provide the Company with greater flexibility in fund raising whereby promoting future business growth, the Board proposes to increase the authorised share capital of the Company to HK\$5,000,000,000 divided into 50,000,000,000 Shares by the creation of an additional 30,000,000,000 Shares. Such new Shares, upon issue, shall rank *pari passu* in all respects with the existing Shares.

The Proposed Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of passing an ordinary resolution at the EGM.

PROPOSED CHANGE OF COMPANY NAME AND COMPANY LOGO

The Board proposes to change the English name of the Company from “Wealthking Investments Limited” to “Wealthink AI-Innovation Capital Limited” and to adopt the Chinese name of “華科智能投資有限公司” in place of its existing Chinese name of “華科資本有限公司”.

Conditions of the Change of Company Name

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

- (i) passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands granting an approval to the Proposed Change of Company Name by issuing a Certificate of Incorporation on Change of Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will become effective from the date of the issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands.

Change of Company Logo

The logo of the Company will be changed to “” to reflect the change of the name of the Company subject to the Proposed Change of Company Name becoming effective.

Reasons for the Proposed Change of Company Name

The Board is of the view that the Proposed Change of Company Name can provide the Company with a new corporate image and identity of the Company's innovation-driven investment strategy with a focus on premium investment opportunities in artificial intelligence and high-tech industries. The Board believes that the Proposed Change of Company Name will benefit the Company's future business development and is in the best interests of the Company and Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the existing name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be evidence of legal title to the Shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for exchange of the existing share certificates of the Company for new share certificates bearing the new name(s) of the Company.

Any new share certificates of the Company to be issued after the Proposed Change of Company Name becoming effective will bear both the new English and Chinese names of the Company.

Upon the Proposed Change of Company Name becomes effective, the Shares will be traded on the Stock Exchange under the new English and Chinese names. In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company will also be changed for trading of the Shares on the Stock Exchange after the Proposed Change of Company Name becomes effective.

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES

The Board proposes that Proposed Amendments be made to the Existing Memorandum and Articles by way of adoption of the Amended and Restated Memorandum and Articles in substitution for, and to exclusive of, the Existing Memorandum and Articles for the purposes of, among other things, bringing the Existing Memorandum and Articles in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules which took effect on 1 January 2022 and the relevant requirements of the applicable laws of the Cayman Islands, allowing general meetings of the Company to be held as physical meetings, or as electronic meetings or as hybrid meetings where Shareholders may participate by electronic means or by attending the meetings physically, providing more flexibility in relation to the management and operation of the Company and in compliance with Chapter 21 of the Listing Rules, and make consequential amendments in alignment with the Proposed Amendments and certain housekeeping amendments.

The Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles shall be subject to the passing of a special resolution by the Shareholders at the EGM.

GENERAL

An EGM will be held for the purpose of considering and, if thought fit, approving (i) the Proposed Increase in Authorised Share Capital; (ii) the Proposed Change of Company Name; and (iii) the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles.

A circular containing, among other things, further details of (i) the Proposed Increase in Authorised Share Capital; (ii) the Proposed Change of Company Name; (iii) the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles; (iv) a notice to convene the EGM; and (v) other information as required under the Listing Rules, will be despatched to the Shareholders as soon as practicable in compliance with the Listing Rules.

The Company will make further announcement(s) to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange as and when appropriate.

DEFINITIONS

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

“Amended and Restated Memorandum and Articles”	the amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company by way of special resolution at the EGM
“Board”	the board of Directors
“Company”	Wealthking Investments Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held for approving (i) the Proposed Increase in Authorised Share Capital; (ii) the Proposed Change of Company Name; and (iii) the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles
“Existing Memorandum and Articles”	the existing memorandum of association and articles of association of the Company
“Group”	collectively, the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Amendments”	proposed amendments to the Existing Memorandum and Articles
“Proposed Change of Company Name”	proposed change of the English name of the Company from “Wealthking Investments Limited” to “Wealthink AI-Innovation Capital Limited”, and to adopt “華科智能投資有限公司” as the Chinese name of the Company in place of its existing Chinese name of “華科資本有限公司”
“Proposed Increase in Authorised Share Capital”	the proposed increase in the Company’s authorised share capital from HK\$2,000,000,000 divided into 20,000,000,000 Shares to HK\$5,000,000,000 divided into 50,000,000,000 Shares by the creation of an additional 30,000,000,000 Shares
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

By Order of the Board
Wealthking Investments Limited
Wang Qin
Chairman

Hong Kong SAR, 21 July 2023

As at the date of this announcement, the Board comprises one executive Director, namely, Dr. Liu Zhiwei; three non-executive Directors, namely Dr. Wang Qin, Dr. Fu Weigang and Dr. Wang Shibin; and three independent non-executive Directors, namely, Mr. Chen Yuming, Mr. Yan Xiaotian and Mr. Zhao Kai.