

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Boyaa Interactive International Limited

博雅互動國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0434)

**DISCLOSEABLE TRANSACTIONS
IN RELATION TO SUBSCRIPTIONS OF UNIT
STRUCTURED DEPOSITS
AND WEALTH MANAGEMENT PRODUCT**

**THE UNIT STRUCTURED DEPOSITS AND THE WEALTH MANAGEMENT
PRODUCT**

The Board hereby announces that on 28 July 2023, Boyaa China, a wholly-owned subsidiary of the Company, had subscribed for the Unit Structured Deposit from NBCB, the Unit Structured Deposit from CCB and the Wealth Management Product from CIB in the amount of RMB30.0 million, RMB50.0 million and RMB50.0 million, respectively.

LISTING RULES IMPLICATIONS

As at least one of the applicable percentage ratios of each of the subscription of the NBCB Unit Structured Deposit, the CCB Unit Structured Deposit and the CIB Wealth Management Product exceeds 5% but is less than 25%, each of the subscription of the NBCB Unit Structured Deposit, the CCB Unit Structured Deposit and the CIB Wealth Management Product constitutes a discloseable transaction of the Company for the purpose of the Listing Rules and are subject to the notification and announcement requirements but exempt from the shareholders' approval requirement under the Listing Rules.

The Board of Boyaa Interactive International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that, on 28 July 2023, Boyaa On-line Game Development (Shenzhen) Co., Ltd.* (博雅網絡遊戲開發(深圳)有限公司) (“**Boyaa China**”), a wholly-owned subsidiary of the Company, had subscribed for the unit structured deposit (單位結構性存款) from NBCB (the “**NBCB Unit Structured Deposit**”), the unit structured deposit from CCB (the “**CCB Unit Structured Deposit**”), and the wealth management product (理財產品) with CIB (the “**CIB Wealth Management Product**”) in the amount of RMB30.0 million, RMB50.0 million and RMB50.0 million, respectively.

SUBSCRIPTIONS OF THE UNIT STRUCTURED DEPOSITS AND THE WEALTH MANAGEMENT PRODUCT

- I. On 28 July 2023, Boyaa China entered into a unit structured deposit product agreement with NBCB for the subscription of unit structured deposit with a principal amount of RMB30.0 million. The principal terms of the unit structured deposit agreement are summarized as follows:

Subscription date: 28 July 2023

Parties: (i) Boyaa China; and
(ii) NBCB

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, NBCB and its ultimate beneficial owner(s) are not connected persons of the Company and are third parties independent of the Company and its connected persons

Name of product: NBCB Unit Structured Deposit 232092

Currency of investment and return: RMB

Product type:	Principal guaranteed with floating income
Principal amount of the subscription:	RMB30.0 million
Term of product and expiring date:	364 days, expiring on 29 July 2024
Expected annual return rate:	1.50% – 3.15%
Payment of principal and return:	Payment of principal on due and the return will be paid within two business days after the expiring date.
Investment direction and scope:	The structured deposit business is managed as part of the deposit business, while NBCB conducts structured deposit investments on behalf of clients. The structured deposit refers to deposit with commercial banks embedded with financial derivative products and the income of which is correlated with fluctuations in interest rates, exchange rates, index and etc., or the credit of an entity. The final returns consist of guaranteed returns and option floating returns.

II. On 28 July 2023, Boyaa China entered into a unit structured deposit agreement with CCB for the subscription of unit structured deposit with a principal amount of RMB50.0 million. The principal terms of the unit structured deposit agreement are summarized as follows:

Subscription date:	28 July 2023
Parties:	(i) Boyaa China; and (ii) CCB

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, CCB and its ultimate beneficial owner(s) are not connected persons of the Company and are third parties independent of the Company and its connected persons

Name of product:	CCB Shenzhen Branch Unit RMB Customized Structured Deposits 367 2023* (中國建設銀行深圳市分行單位人民幣定制型結構性存款2023年367期)
Currency of investment and return:	RMB
Product type:	Principal guaranteed with floating income. CCB had provided guarantee on principal and minimum return in respect of the product
Principal amount of the subscription:	RMB50.0 million
Term of product and expiring date:	186 days, expiring on 5 February 2024
Payment of return:	Payment on due
Expected annual return rate:	1.70% – 3.00%
Investment scope of product:	The principal shall form part of the internal funds of and be managed by CCB. Part of the income shall be used on investment of financial derivative products and the income from the products shall be correlated with the performance of the financial derivative products

III. On 28 July 2023, Boyaa China entered into a wealth management product agreement with CIB for the subscription of wealth management product with a principal amount of RMB50.0 million. The principal terms of the wealth management product agreement are summarized as follows:

Subscription date: 28 July 2023

Parties: (i) Boyaa China;
(ii) CIB, as distributor and custodian; and
(iii) CIBWM, as manager

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, each of CIB and CIBWM and its ultimate beneficial owner(s) are not connected persons of the Company and are third parties independent of the Company and its connected persons

Name of product: CIBWM Golden Snowball Profit Stabilizing No. [1] Type [B] Net Worth Wealth Management Product* (興銀理財金雪球穩利[1]號[B]款淨值型理財產品)

Currency of investment and return: RMB

Product type and risk rating: Fixed income, non-principal guaranteed with floating income and is assessed by CIBWM and CIB as a R2 relatively low-risk product in the risk assessment

Principal amount of the subscription: RMB50.0 million

Term of product:	No fixed term. Every six months will be an investment cycle, and the investor can make a reservation for redemption during the reservation redemption period before the end of a complete investment cycle, or continue to hold the portion of the wealth management product for the next investment cycle without redemption.
Comparative performance benchmarks:	Based on the second quarterly report of 2023 of the operation announcement of this wealth management product disclosed on the official website of CIB, the cumulative net value growth rate of the wealth management product since its inception date is 10.4420%, and the annualized cumulative net value growth rate is 3.7513%. Calculated according to the net value of the wealth management product disclosed on the official website of CIB, the annualized rate of return of this wealth management product for the second quarter of 2023 was approximately 3.92%.
Distribution of expected return of wealth management:	The product manager publishes the proportions of the net value of the product in accordance with the agreements, distributes the expected return of wealth management based on proportions of the net value of the product on the redemption date, and in principle should distribute the expected return of wealth management within three business days after the redemption date.
Investment scope of product:	Money market instruments such as bank deposits, bond reverse repurchase, money funds and other inter-bank and exchange-traded funds financing instruments; treasury bonds, financial bonds, local government bonds, central bank bills, interbank certificates of deposit, short-term financing bonds, ultra-short-term financing bonds, medium-term bills, enterprise bonds, corporate bonds, project revenue bonds, project revenue bills, asset-backed securities, subordinated bonds, convertible bonds, and other inter-bank and exchange-market bonds and debt financing instruments, as well as other fixed-income investment instruments, etc.

The NBCB Unit Structured Product and CCB Unit Structured Product are principal and income guaranteed and that the CIB Wealth Management Product is regarded as relatively low-risk and both are short-term in nature. The subscriptions are made in accordance with the Group's cash management policy for surplus cash reserves management.

BASIS OF DETERMINATION OF CONSIDERATION

The considerations of the relevant unit structured deposits and the wealth management product were determined on the basis of commercial terms after the arm's length negotiation between the Company and the respective banks and company.

REASONS FOR AND BENEFITS OF MAKING THE DEPOSITS AND THE WEALTH MANAGEMENT PRODUCT

The NBCB Unit Structured Deposit, the CCB Unit Structured Deposit and the CIB Wealth Management Product, amounted to RMB30.0 million, RMB50.0 million and RMB50.0 million, respectively, will be settled in cash. The aforementioned NBCB Unit Structured Deposit and the CCB Unit Structured Deposit are principal and income guaranteed and the CIB Wealth Management Product is assessed by CIBWM and CIB as a relatively low-risk product. The Company also considers the wealth management product are of relatively low-risk. The Board considers that such unit structured deposits and wealth management product will provide a good short-term investment opportunity for the Group and enable the Group to further manage the surplus cash reserves in a reasonable way and utilize its cash flows effectively without impacting on the daily operation, which will enhance the funds utilization efficiency and bring extra investment returns. Having regarded the fact that the relevant unit structured deposits and the wealth management product are principal guaranteed or classified as relatively low-risk after assessment and with short investment duration, and with reference to the similar investment products in the market and their general rates of return, the Board is of the view that the terms of such unit structured deposits and wealth management product are fair and reasonable and in the best interests of the Company and its shareholders as a whole.

INFORMATION OF THE PARTIES

The Company

The Company is an investment holding company. The principal activity of the Group is the development and operation of online card and board games. The Group conducts online games business through its PRC operating entity, Shenzhen Dong Fang Bo Ya Technology Co., Ltd.* (深圳市東方博雅科技有限公司). Boyaa China is a wholly-owned subsidiary of the Company.

NBCB

NBCB a licensed bank incorporated under the laws of the PRC and engaged in commercial banking business. Its issued shares are listed on the Shenzhen Stock Exchange (stock code: 002142).

CCB

CCB is a licensed bank incorporated under the laws of the PRC and engaged in commercial banking business. Its issued shares are listed on the Stock Exchange (stock code: 0939) and the Shanghai Stock Exchange (stock code: 601939).

CIB

CIB is a licensed bank incorporated under the laws of the PRC and engaged in commercial banking business. Its issued shares are listed on the Shanghai Stock Exchange (stock code: 601166).

CIBWM

CIBWM is a company with limited liability established under the laws of the PRC and is a wholly-owned subsidiary of CIB with its principal business scope including the public issuance of wealth management products to the unspecified public and the investment and management of entrusted properties of investors; non-public issuance of wealth management products for qualified investors and the investment and management of entrusted properties of investors; wealth management consultancy and advisory services; and other businesses approved by the National Administration of Financial Regulation.

LISTING RULES IMPLICATIONS

As at least one of the applicable percentage ratios of each of the subscription of the NBCB Unit Structured Deposit, the CCB Unit Structured Deposit and the CIB Wealth Management Product exceeds 5% but is less than 25%, each of the subscription of the NBCB Unit Structured Deposit, the CCB Unit Structured Deposit and the CIB Wealth Management Product constitutes a discloseable transaction of the Company for the purpose of the Listing Rules and are subject to the notification and announcement requirements but exempt from the shareholders' approval requirement under the Listing Rules.

DEFINITION

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

“Board”	the board of Directors
“CCB”	China Construction Bank Corporation (中國建設銀行股份有限公司), a licensed bank incorporated under the laws of the PRC
“CIB”	Industrial Bank Co., Ltd. (興業銀行股份有限公司), a licensed bank incorporated under the laws of the PRC
“CIBWM”	CIB Wealth Management Co., Ltd.* (興銀理財有限責任公司), a company with limited liability established under the laws of the PRC and is a wholly-owned subsidiary of CIB
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NBCB”	Bank of Ningbo Co., Ltd. (寧波銀行股份有限公司), a licensed bank incorporated under the laws of the PRC
“PRC”	the People's Republic of China, which, for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

“RMB” Renminbi, the lawful currency of the PRC

“Stock Exchange” The Stock Exchange of Hong Kong Limited

* *For identification purpose only*

By order of the Board
Boyaa Interactive International Limited
DAI Zhikang
Chairman and Executive Director

Hong Kong, 28 July 2023

As at the date of this announcement, the executive directors of the Company are Mr. DAI Zhikang and Ms. TAO Ying; the independent non-executive directors of the Company are Mr. CHEUNG Ngai Lam, Mr. CHOI Hon Keung Simon and Mr. KONG Fanwei.