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**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)**

## **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Joint Overall Coordinators and Placing Agents**



Reference is made to the announcements of Boyaa Interactive International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 21 August 2025, 29 August 2025 and 9 September 2025 (the “**Announcements**”) in respect of the Placing. Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that the conditions of the Placing have been fulfilled (including granting of the listing of, and permission to deal in the Placing Shares from the Listing Committee) and an aggregate of 59,973,000 Placing Shares have been successfully allotted and issued on 12 September 2025 to not less than six Placees at the Placing Price of HK\$6.95 per Placing Share pursuant to the terms and conditions of the Placing Agreement and an supplemental agreement entered into among the Company and the Placing Agents in

relation to the Placing dated 29 August 2025. The net proceeds from the Placing (after deduction of placing commission and other expenses of the Placing) amount to approximately HK\$410 million, which will be used for the purpose as set out in the Announcements.

The Placing Shares represent approximately 8.43% of the total number of issued shares of the Company immediately before completion of the Placing and approximately 7.78% of the enlarged total number of issued shares of the Company upon completion of the Placing. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placees and their respective ultimate beneficial owners are Independent Third Parties. None of the Placees has become a substantial Shareholder (as defined in the Listing Rules) of the Company immediately after completion of the Placing.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Company and to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, the shareholding structure of the Company immediately before completion of the Placing and upon completion of the Placing are set out as below:

	Immediately before completion of the Placing		Immediately upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approximately %<sup>(6)</sup></i>	<i>Number of Shares</i>	<i>Approximately %<sup>(6)</sup></i>
Mr. Zhang Wei <sup>(1)</sup>	9,391,000	1.32	9,391,000	1.22
Boyaa Global Limited <sup>(1)</sup>	176,572,474	24.83	176,572,474	22.90
Emily Technology Limited <sup>(1)</sup>	69,665,000	9.80	69,665,000	9.04
Comsenz Holdings Limited <sup>(2)</sup>	36,500,000	5.13	36,500,000	4.73
Core Administration RSU Limited <sup>(3)</sup>	37,949,661	5.34	37,949,661	4.92
Ms. Tao Ying <sup>(4)</sup>	400,000	0.06	400,000	0.05
The Core Admin Boyaa Option Limited <sup>(5)</sup>	4,725	0.01	4,725	0.01
The Placees	–	–	59,973,000	7.78
Other public Shareholders	380,520,870	53.52	380,520,870	49.36
<b>Total</b>	<b>711,003,730</b>	<b>100.00</b>	<b>770,976,730</b>	<b>100.00</b>

*Notes:*

- (1) Mr. Zhang Wei is our substantial Shareholder. Mr. Zhang Wei is the settlor of a trust named the Chunlei Trust (the “**Zhang Family Trust**”), the discretionary beneficiaries of which include Mr. Zhang Wei and his children. Cantrust (Far East) Limited, the trustee of the Zhang Family Trust, indirectly holds the entire issued share capital of each of Boyaa Global Limited and Emily Technology Limited. Accordingly, Mr. Zhang Wei is deemed to be interested in the 176,572,474 Shares and 69,665,000 Shares held by each of Boyaa Global Limited and Emily Technology Limited under the SFO, respectively, and is therefore deemed to be interested in a total of 255,628,474 Shares, representing approximately 33.16% of the total issued Shares upon the Completion.
- (2) Mr. Dai Zhikang is our executive Director and the settlor of a trust named Visioncode Trust (the “**Dai Family Trust**”), the discretionary beneficiaries of which include Mr. Dai Zhikang and his children. Cantrust (Far East) Limited, the trustee of the Dai Family Trust, indirectly holds the entire issued share capital of Comsenz Holdings Limited. Accordingly, Mr. Dai Zhikang is deemed to be interested in the 36,500,000 Shares held by Comsenz Holdings Limited, representing approximately 4.73% of the total issued Shares upon the Completion.
- (3) Core Administration RSU Limited holds 37,949,661 Shares underlying the RSUs pursuant to the 2024 RSU Scheme as at the date of the announcement.
- (4) Ms. Tao Ying is our executive Director.
- (5) The Core Admin Boyaa Option Limited holds 4,725 Shares as at the date of the announcement.
- (6) The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.

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

Hong Kong, 12 September 2025

*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. LIM Marco Jun Kit.*