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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)

DISCLOSEABLE TRANSACTION SUBSCRIPTION OF RMB WEALTH MANAGEMENT PRODUCTS

The board of directors (the “**Board**”) of Boyaa Interactive International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that on 4 September 2018 and 16 July 2018, Boyaa On-line Game Development (Shenzhen) Co., Ltd.* (博雅網絡遊戲開發(深圳)有限公司) (“**Boyaa China**”), an indirect subsidiary of the Group by virtue of contractual arrangement, subscribed for the RMB Wealth Management Products issued by China Construction Bank (“**CCB**”) at the amount of RMB115 million and RMB65 million, respectively.

As the applicable percentage ratios (as defined in the Listing Rules) in respect of the subscription of the RMB Wealth Management Product on 16 July 2018 (the “**July Subscription**”) are below 5%, it is not subject to the disclosure requirement under Chapter 14 of the Listing Rules. As the July Subscription and the subscription of the RMB Wealth Management Product on 4 September 2018 (the “**September Subscription**”) have been entered into between the same parties, they will be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. The applicable percentage ratios in respect of the July Subscription and the September Subscription in aggregate exceed 5% but are less than 25%. Therefore, the July Subscription and the September Subscription constitute a discloseable transaction of the Company for the purposes of the Listing Rules and are subject to the notification and announcement requirements but exempt from the Shareholders’ approval requirement under the Listing Rules.

SUBSCRIPTION FOR RMB WEALTH MANAGEMENT PRODUCTS

- I. On 4 September 2018, Boyaa China entered into a wealth management agreement with CCB for the subscription of RMB Wealth Management Product with a principal amount of RMB115 million. The main terms of the wealth management agreement are summarized as follows:

Subscription date 4 September 2018

Parties (i) Boyaa China; and

(ii) CCB

To the best of the Directors' knowledge, information and belief, CCB and its ultimate beneficial owners are not connected persons of the Company and are third parties independent of the Company and its connected persons

Name of product “Qianyuan-Shunxin” Wealth Management Product No. 155 in 2018* (「乾元－順鑫」2018年第155期理財產品) (Product Code: SZ072018QYSX08155)

Currency of investment and return RMB

Principal amount of subscription RMB115 million

Term of product 365 days, expiring on 5 September 2019

Expected return and type of return Expected annualized return of 4.8%

The return rate is calculated by deducting any commission charges and custodian fees. Upon the expiration of the product in the event that the investment assets are realized with principal and return in full, Boyaa China will receive the highest expected annualized return.

Product type	The product is non-principal guaranteed with floating income
Investment scope of product	To invest mainly in equity assets, creditors' rights assets, bonds, monetary market instrument assets under portfolio RMB wealth management products and other assets portfolios in compliance with relevant regulatory requirements.

II. On 16 July 2018, Boyaa China entered into a wealth management agreement with CCB for the subscription of RMB Wealth Management Product with a principal amount of RMB65 million. The main terms of the wealth management agreement are summarized as follows:

Subscription date	16 July 2018
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Parties	(i) Boyaa China; and (ii) CCB
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To the best of the Directors' knowledge, information and belief, CCB and its ultimate beneficial owners are not connected persons of the Company and are third parties independent of the Company and its connected persons

Name of product	“Qianyuan-Shunxin” Wealth Management Product No. 131 in 2018* (「乾元－順鑫」2018年第131期理財產品) (Product Code: SZ072018QYSX07131)
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Currency of investment and return	RMB
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Principal amount of subscription	RMB65 million
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Term of product	181 days, expired on 14 January 2019
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Expected return and type of return	Expected annualized return of 5.2% The return rate is calculated by deducting any commission charges and custodian fees. Upon the expiration of the product in the event that the investment assets are realized with principal and return in full, Boyaa China will receive the highest expected annualized return.
Product type	The product is non-principal guaranteed with floating income
Investment scope of product	To invest mainly in equity assets, creditors' rights assets, bonds, monetary market instrument assets under portfolio RMB wealth management products and other assets portfolios in compliance with relevant regulatory requirements.

BASIS OF DETERMINATION OF CONSIDERATION

The considerations for the July Subscription and the September Subscription were determined on the basis of commercial terms after the arm's length negotiation between Boyaa China and CCB.

REASONS FOR AND BENEFITS OF SUCH SUBSCRIPTIONS

The July Subscription and the September Subscription amounted to RMB180 million in aggregate and were payable in cash. The wealth management products were assessed by the Company as relatively low-risk products. The Board considers that such subscriptions will provide an ideal short-term investment opportunity for the Group and enable the Group to further manage the surplus RMB 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 wealth management products are classified as relatively low-risk products after comprehensive assessment with short investment duration, and with reference to the similar investment products in the market and their general return rates, the Board is of the view that the terms of the July Subscription and the September Subscription are fair and reasonable and in the best interests of the Company and its shareholders as a whole.

INFORMATION ON 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 regarded as an indirect subsidiary of the Group by virtue of contractual arrangement.

CCB

CCB is a licensed bank incorporated under the laws of the PRC with its principal activities including corporate banking, personal banking, treasury business and others comprising overseas business and subsidiaries. CCB's corporate banking mainly represents the provision of a range of financial products and services to corporations, government agencies and financial institutions, mainly including corporate deposits, corporate loans, small enterprise business, cost advisory service, institutional business, financial institutional business, international business, asset custodial business, settlement and cash management business, etc.. CCB's personal banking mainly represents the provision of a range of financial products and services to individual customers, including personal deposits, personal loans, bank card business, private banking, and entrusted housing finance business etc.. CCB's treasury business mainly comprises financial market business, assets management business and investment banking business.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the July Subscription are below 5%, it is not subject to the disclosure requirement under Chapter 14 of the Listing Rules. As the July Subscription and the September Subscription have been entered into between the same parties, they will be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. The applicable percentage ratios in respect of the July Subscription and the September Subscription in aggregate exceed 5% but are less than 25%. Therefore, the July Subscription and the September Subscription constitute a discloseable transaction of the Company for the purposes of the Listing Rules and are subject to the notification and announcement requirements but exempt from the Shareholders' approval requirement under the Listing Rules.

DEFINITIONS

In this announcement, 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
“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
“PRC”	the People’s Republic of China, which, for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB Wealth Management Products”	the wealth management products denominated in RMB
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
Boyaa Interactive International Limited
ZHANG Wei
Chairman and Executive Director

Hong Kong, 4 September 2018

As at the date of this announcement, the executive Directors of the Company are Mr. ZHANG Wei and Mr. DAI Zhikang; the independent non-executive Directors are Mr. CHEUNG Ngai Lam, Mr. CHOI Hon Keung Simon and Mr. YOU Caizhen.

* *For identification purpose only*