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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)**

### **UPDATE ON MAJOR TRANSACTION — ACQUISITIONS ACQUISITION MANDATE IN RELATION TO THE POTENTIAL CRYPTOCURRENCY ACQUISITIONS**

Reference is made to the announcement of Boyaa Interactive International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 22 March 2026 (the “**Announcement**”) in relation to the potential acquisitions of cryptocurrencies under an acquisition mandate to be granted by the shareholders of the Company at the upcoming annual general meeting of the Company. Unless otherwise defined, capitalised terms used herein this announcement shall have the same meanings as ascribed to them in the Announcement.

After further consideration by the Board, it has decided to cease its prior plan on the Potential Cryptocurrency Acquisitions and the Acquisition Mandate as set out in the Announcement.

Instead, the Board wishes to announce that, on 16 April 2026 (after trading hours), YAAKO Technology Limited (“**YAAKO Tech**”) (an indirectly wholly-owned subsidiary of the Company), entered into a Bitcoin acquisition agreement (the “**Bitcoin Acquisition Agreement**”) with Liquidity Technology Limited (the “**Vendor**” or “**LTP**”), pursuant to which YAAKO Tech conditionally agreed to purchase, and the Vendor conditionally agreed to sell 10 Bitcoins for an aggregate consideration of US\$749,000 (the “**Bitcoin Acquisition**”). Details of the Bitcoin Acquisition is set out below:

## **THE BITCOIN ACQUISITION AGREEMENT**

Date 16 April 2026

Parties

- (i) YAAKO Tech; and
- (ii) Liquidity Technology Limited, as the Vendor

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Vendor 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.

### **Subject Matter**

Pursuant to the Bitcoin Acquisition Agreement, YAAKO Tech conditionally agreed to purchase, and the Vendor conditionally agreed to sell 10 Bitcoins.

### **Consideration**

YAAKO Tech shall pay an aggregate of US\$749,000 to the Vendor for the Bitcoin Acquisition (the “**Consideration**”). The Consideration was determined after arm’s length negotiations among the parties on normal commercial terms, after taking into account, the market price of the Bitcoin and the reasons and benefits of the acquisition as stated under the section headed “Reasons for and benefits of the Bitcoin Acquisition” below. The payment of the Consideration will be made from the idle cash reserves generated from the Group’s business operations.

### **Service Fee**

YAAKO Tech shall pay a non-refundable service fee to the Vendor of 0.5% of the Consideration (i.e. US\$3,745) on the signing date of the Bitcoin Acquisition Agreement.

## **Payment Terms**

The Consideration shall be paid by YAAKO Tech to the Vendor in two installments:

- (1) YAAKO Tech had paid the first installment of US\$112,350 (representing 15% of the Consideration) to the Vendor on the signing date of the Bitcoin Acquisition Agreement as margin deposit (“**the Deposit**”).

The parties agreed that, at any time from the date of signing of the Bitcoin Acquisition Agreement until the date of completion of the Bitcoin Acquisition, YAAKO Tech shall ensure that the deposit placed with the Vendor is not less than 10% of the then-current market value of 10 units of Bitcoins. If at any time during such period it falls below 10% of the then-current market value, YAAKO Tech shall replenish the Deposit with such difference within two (2) business days from the date of the written notice served by the Vendor; and

- (2) YAAKO Tech shall pay the remaining balance of the Consideration (the Consideration minus all Deposit that is already paid to the Vendor at the date of completion of the Bitcoin Acquisition) no later than 11:00 a.m. on 29 June 2026.

If the conditions precedent (as set out below) are not met, the Bitcoin Acquisition Agreement shall automatically terminate. YAAKO Tech shall immediately notify the Vendor in writing upon confirming that the conditions precedent have not been met or cannot be met. The Vendor shall refund all Deposit paid to YAAKO Tech within five (5) business days after receipt of such notice.

## **Conditions Precedent**

The Bitcoin Acquisition Agreement is conditional upon:

- (1) the passing of an ordinary resolution by the shareholders of the Company at the general meeting approving the Bitcoin Acquisition Agreement; and
- (2) (if required) all requisite waivers, consents and approvals from any relevant governments or regulatory authorities in Hong Kong or other jurisdictions (if applicable) or other relevant third parties in connection with the Bitcoin Acquisition Agreement required to be obtained on the part of the Group having been obtained.

If the conditions above are not fulfilled on 29 June 2026, the Bitcoin Acquisition Agreement shall terminate.

## **Closing**

The Bitcoin Acquisition shall be completed upon the satisfaction of all conditions precedent, the Vendor's receipt of the Consideration and completion of all compliance checks, and the transfer of all Bitcoins (10 Bitcoins) acquired under the Bitcoin Acquisition Agreement to the designated electronic wallet of YAAKO Tech by 5:00 p.m. on 29 June 2026 (or, if such transfer cannot be completed on time due to operational reasons, by the next business day at the latest).

## **INFORMATION OF THE PARTIES**

### **Information of the Group**

The Company is an investment holding company. The principal activity of the Group is the development and operation of online card and board games, and the Group will be committed to promoting and developing Web3 game-related business, building the Company into a pure and leading Web3 game ecosystem Company.

### **Information of YAAKO Tech**

YAAKO Tech is a limited liability company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company. It is principally engaged in the development and operation of online card and board games, and will be dedicated to promoting and developing Web3 game-related businesses.

### **Information of the Vendor**

The Vendor (LTP) is a company incorporated in the British Virgin Islands with limited liabilities and a globally leading institutional-grade prime broker in the digital asset space. It is dedicated to providing global institutional clients with secure, efficient, and compliant solutions for digital asset trading, clearing, settlement, and custody. LTP holds a Certificate of Registration as a Virtual Assets Service Provider and an Investment Business Licence issued by the British Virgin Islands Financial Services Commission (BVI FSC), authorizing it to carry out regulated activities including virtual asset trading and custody. Mr. Yang Qi founded LTP in 2021 and is its ultimate beneficial owner.

## **REASONS AND BENEFITS OF THE BITCOIN ACQUISITION**

Save as already disclosed in the Announcement, the Board would also like to provide the following benefits that will bring to the Company and its shareholders in relation to the Bitcoin Acquisition:

Web3 is a network paradigm based on blockchain technology, and cryptocurrencies are the core medium of circulation and store of value within this paradigm. On blockchain platforms, digital tokens are not only the necessary fuel for running applications and providing services, but also the fundamental tools for value exchange and incentive distribution within an ecosystem, as well as the core guarantee for participation in blockchain governance and maintaining consensus security. Sufficient staked tokens not only increase node rewards but also enhance network security (if a malicious third party gains control of more than one-third of the total staking weight, they would be able to attack the blockchain network, therefore, maintaining security requires high staking thresholds to form a strong economic defense).

The Group's Web3 business covers projects related to Web3 games and the infrastructure of Web3 game ecosystems, such as the MTT Sports game platform (which the Group has invested in and provides technical support for) and MTT Network (a Web3 game public blockchain), YAAKO Wallet (a game wallet), the upcoming Web3 game Pet Land, and a project called "Boyaa Network" (a general-purpose public blockchain for Web3 game) scheduled to begin development in the last quarter in 2025. The operation of these projects and their systems requires a considerable amount of cryptocurrencies as basic resources.

Cryptocurrency is not only an important foundation for the Group's Web3 business deployment and ecosystem construction, but also the core engine driving the sustained development of its Web3 games and related businesses and enabling strategic transformation. Although the company already holds a certain amount of cryptocurrency, with the rapid development of Web3 networks and the strong advancement of our Web3 business, the Company must continuously strengthen its cryptocurrency holdings to support the progress of the Group's Web3 projects and ensure the sustainable development of the Group's Web3 business.

In 2025, the cryptocurrencies held by the Group (primarily Bitcoin) were gradually deployed and applied to related projects as planned. For details, please refer to the section headed "Management Discussion and Analysis" of the annual results announcement of the Company for the year ended 31 December 2025 dated 15 March 2026.

In addition, in the fourth quarter of 2025, the Group launched a new project, “Boyaa Network” (a general-purpose public blockchain for Web3 games). Boyaa Network will be a high-performance blockchain built specifically for Web3 games. Its core is to provide a stable and reliable operating environment through ultra-low latency and fast transaction finality, offering the underlying tools game developers need to create immersive experiences. Its advantages lie in high performance and ease of use. Boyaa Network will be fully EVM-compatible and will adopt a modular execution engine so that game studios can easily deploy smart contracts, and its powerful parallel transaction processing capability will support massive in-game operations and run complex in-game economic systems. Boyaa Network will waive gas fees or sponsor users’ transactions and will also provide account abstraction and other features, thereby significantly lowering the barrier to entry for players, making it easy for them to get started while ensuring smooth in-game responsiveness. Boyaa Network will help game developers create a new generation of Web3 games with outstanding real-time multiplayer experiences and interactive economic systems. The project is expected to launch in mid-2026; after launch, approximately 500 to 1,000 Bitcoins are expected to be used for network staking to strengthen network operation guarantees and ensure the security and stability of the blockchain.

Further, regarding Web3 business investments: in 2025 the Group made a second follow-on investment in the MTT Sports game platform project; invested in the Web3 fund Gam3Girl Ventures Fund, which focuses on investing in Web3 games and drives quality content and user growth through thematic investment; and completed an investment in the Web3 fund Goldwill Capital Fund I, which focuses on long-term structural value investment opportunities in Web3 + AI. We will continue to identify investment opportunities through the Web3 Industry Fund, collaborate with innovative technology companies in the industry, and participate in project investments and development, thereby providing the Group's Web3 strategy with a more solid foundation and broader reach.

In summary, given the significant strategic position of cryptocurrencies in the Group’s Web3 business, and taking into account that the Bitcoin currently held by the Group has been gradually deployed and applied in its Web3 projects, after prudent assessment, the cryptocurrencies available in the Group’s remaining inventory that can be deployed for Web3 business applications are expected to be insufficient to meet the short-term application demands of the Group’s Web3 projects. Accordingly, it is necessary for the Group to further introduce its crypto-assets to ensure that Web3-related businesses proceed as planned, to safeguard the successful implementation of the Group’s Web3 strategy, and thereby to foster new growth opportunities for the Group in the Web3 sector, continuously creating greater value for its shareholders. The entire funding for this potential Bitcoin Acquisition will be sourced from the Group’s idle cash reserves generated from its business operations, and will not have any impact on the Group’s financial or operational condition. The Board considers that the terms of Bitcoin Acquisition Agreement are fair and reasonable and on normal commercial term, and that this potential Bitcoin Acquisition is in the best interests of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

The Company conducted a series of acquisitions of Bitcoins in the aggregate amount of approximately US\$80.51 million between August 2025 and November 2025 (for details, please refer to the announcements of the Company dated 25 August 2025, 16 September 2025 and 18 September 2025, respectively) (the “**2025 Acquisitions**”). As the 2025 Acquisitions was conducted within the 12-month period preceding the Bitcoin Acquisition, the 2025 Acquisitions and the Bitcoin Acquisition are to be aggregated together pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the aggregate amount of the 2025 Acquisitions and the Bitcoin Acquisition exceeds 25% but less than 100%, the Bitcoin Acquisition, upon aggregating with the 2025 Acquisitions, constitute a major transaction — acquisition of the Company and will therefore be subject to the reporting, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any material interest in the Bitcoin Acquisition. Accordingly, it is expected that no Shareholder will be required to abstain from voting on the resolutions relating to the Bitcoin Acquisition at the Annual General Meeting.

A circular containing, among other things, details of the Bitcoin Acquisition, the notice of the Annual General Meeting and other information required under the Listing Rules is expected to be despatched to the Shareholders on or before 30 April 2026.

**AS THE BITCOIN ACQUISITION AGREEMENT IS SUBJECT TO A NUMBER OF CONDITIONS PRECEDENT, THE BITCOIN ACQUISITION AGREEMENT MAY OR MAY NOT BE ABLE TO BECOME UNCONDITIONAL OR BE COMPLETED, SHAREHOLDERS AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING WITH THE SHARES AND OTHER SECURITIES OF THE COMPANY.**

**Attention is drawn to the shareholders and potential investors of the Company that the cryptocurrency market is subject to volatility and the price of cryptocurrencies may show real time fluctuations. Due to the fluctuations in cryptocurrency prices (primarily Bitcoins), the impact of the fair value of digital assets on the financial performance of the Company may vary accordingly. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 16 April 2026

*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.*