



Date: 13 October 2022

Effective date and conditions precedent: The Subscription is conditional upon the satisfaction of the following conditions:

- (1) obtaining all necessary consents and approvals from government authorities (including but not limited to the securities regulatory authorities and stock exchanges, if required) for Techvision Intelligent's placing; and
- (2) the approval of or the consent to the registration from the CSRC for the Public Offering.

## **NUMBER OF NEW A SHARES TO BE SUBSCRIBED FOR**

Techvision Intelligent intends to publicly issue shares to non-specified qualified investors, which will be listed on the BSE. The number of shares under the Public Offering is 15,960,000, with the total number of issued shares following the issuance of 63,840,000 shares. Such issuance represents 25.00% of the total share capital following the issuance (before the over-allotment option). Techvision Intelligent has granted an over-allotment option of up to 15% of the total issuing scale to the sponsor, Guosen Securities Co., Ltd.. If the over-allotment option is exercised in full, the total number of public shares will be 18,354,000 and the total number of issued shares following the issuance will be 66,234,000. The enlarged issuance represents 27.71% of the total issued share capital after full issuance of the over-allotment option. Among them, the number of the proposed strategic allotment issuance is 3,192,000 shares, representing 20.00% of the issuance before full exercise of the over-allotment option and 17.39% of the total shares under the issuance after full exercise of the over-allotment option.

Pursuant to the Strategic Allotment Agreement, Guangzhou Feidong will subscribe for 1,596,000 shares under the A-share Public Offering, approximately 2.50% of the enlarged total share capital before full exercise of the over-allotment option, and approximately 2.41% of the enlarged total share capital after full exercise of the over-allotment option, respectively. The subscription price is the issue price of the shares under the Public Offering, being RMB8.0 per share with a total amount of RMB12,768,000. The number of new A shares to be subscribed by Guangzhou Feidong will be confirmed at the issue stage.

Lock-up period: The new A shares to be issued under the issuance and subscribed for by Guangzhou Feidong shall not be transferred within six months following the listing of the A-share issuance. If there are subsequent changes in relevant laws, regulations, and normative documents of the securities regulatory authorities, the lock-up period will be adjusted accordingly.

## **INFORMATION OF TECHVISION INTELLIGENT**

Techvision Intelligent is a joint stock limited company incorporated in Shenzhen, the PRC, which was founded in 2011, and is an embedded software and hardware solution provider and intelligent terminal supplier, integrating research and development (R&D), manufacturing and sales. The audited

total assets of Techvision Intelligent as at 31 December 2021 were RMB225.05 million and the equity attributable to owners of its parent company was RMB120.38 million. The following table sets out the audited financial information of Techvision Intelligent for the two years ended 31 December 2021 prepared in accordance with the China Accounting Standards for Business Enterprises:

	<b>For the year ended 31 December 2020</b> <i>(RMB million)</i> (Audited)	<b>For the year ended 31 December 2021</b> <i>(RMB million)</i> (Audited)
Profit before income tax	29.84	28.96
Net profit after income tax	28.44	28.82

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION**

The Board holds positive views towards the financial performance and future prospect of Techvision Intelligent. In the current market environment of low interest rate, the public offering of shares is an attractive investment opportunity that will enhance the Company's investment returns. Moreover, given Techvision Intelligent's strengths in electronics, the Subscription will facilitate future business cooperation between the Company and Techvision Intelligent in the electronics business.

As the Subscription is made at market price, the Directors are of the view that the Subscription is fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the Subscription exceeds 5% and all of such ratios are below 25%, the Subscription constitutes a discloseable transaction of the Company pursuant to Chapter 14 of the Listing Rules and is, therefore, subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

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

“Board”	the board of Directors of the Company
“BSE”	The Beijing Stock Exchange
“Company”	Forgame Holdings Limited (Stock Code: 00484), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Guangzhou Feidong”	Guangzhou Feidong Software Technology Co., Ltd.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China and for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region and Taiwan
“Public Offering”	upon the consents of the regulatory authorities, Techvision Intelligent intending to publicly issue shares to non-specified qualified investors, which will be listed on the BSE, with the proposed public issuance of 15,960,000 shares representing 25% of the total share capital following the public offering
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Allotment Agreement”	the Strategic Allotment Agreement dated 13 October 2022 entered into between the Subscriber and Techvision Intelligent
“Subscriber”	Guangzhou Feidong, a company established in the PRC with limited liability, and an indirect, wholly-owned subsidiary of the Company

“Subscription” the Subscriber’s subscription for 1,596,000 shares (at a consideration of approximately RMB12.77 million) issued by Techvision Intelligent under the strategic allotment pursuant to the Strategic Allotment Agreement

“Techvision Intelligent” Shenzhen Techvision Intelligent Technology Co., Ltd., a joint stock limited company incorporated under the laws of the PRC

By order of the Board  
**Forgame Holdings Limited**  
**CUI Yuzhi**  
*Chairman*

Hong Kong, 14 October 2022

*As at the date of this announcement, the executive Directors are Mr. CUI Yuzhi and Mr. ZHU Liang; the non-executive Director is Mr. HAN Jun; and the independent non-executive Directors are Mr. WONG Chi Kin, Mr. LU Xiaoma and Mr. JI Yong.*