Zengame Technology Holding Limited

禪遊科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2660)

CONNECTED TRANSACTIONS PROPOSED GRANT OF SHARE OPTIONS AND SHARE AWARDS UNDER THE 2024 SHARE SCHEME

The Board announces that on June 26, 2026, the Company proposed to grant under the 2024 Share Scheme (i) 15,000,000 Share Options and 3,560,000 Share Awards to Mr. Ye Sheng; (ii) 15,000,000 Share Options and 3,560,000 Share Awards to Mr. Yang Min; (iii) 247,000 Share Awards to Ms. Xiong Mi; (iv) 30,000,000 Share Options to Mr. Li Chengwei; and (v) a total of 13,633,000 Share Awards to 87 Other Employees, respectively.

GRANT OF SHARE OPTIONS

Details of the grant of Share Options are as follows:

Date of grant:	June 26, 2026
Grantees and the number of Share Options granted:	a total of 60,000,000 Share Options were granted, of which: (i). 15,000,000 Share Options to Mr. Ye Sheng, being an executive Director; (ii). 15,000,000 Share Options to Mr. Yang Min, being an executive Director; and (iii). 30,000,000 Share Options to Mr. Li Chengwei, the R&D president of self-developed systems of the Group and a member of the Group's senior management. Each of the grantees is an Eligible Participant under the 2024 Share Scheme.
Exercise Price of the Share Options granted:	HK$2.20 per Share, which shall in any event be no less than the higher of: (i). the closing price of HK$2.13 per Share as stated in the daily quotations sheet of the Stock Exchange on June 26, 2026, being the date of

	grant of the Share Options; (ii). the average closing price of HK$2.20 per Share as stated in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii). HK$0.01, being the par value of each Share
Consideration for the Share Options granted:	Nil
Exercise period of the Share Options granted:	Subject to the vesting of the Share Options, the exercise period of the Share Options granted shall be not more than 10 years from the date of the grant. Unexercised Share Options shall lapse at the expiry of the exercise period.
Vesting period of the Share Options granted:	Subject to the fulfilment of the applicable performance targets, the Share Options shall vest over a five-year period commencing from the first anniversary of the date of grant, and on each anniversary of the date of grant thereafter up to the fifth anniversary of the date of grant. The specific vesting dates are set out below: **Vesting Dates** June 26, 2027 June 26, 2028 June 26, 2029 June 26, 2030 June 26, 2031 The number of Share Options that may vest in each tranche shall be determined by reference to the level of achievement of the performance targets, and shall be calculated in accordance with the formula set out below. In any event, the aggregate number of Share Options vested shall not exceed 100% of the Share Options granted.
Performance targets of the Share Options granted:	Vesting of the Share Options is subject to the achievement of cumulative profit targets of the Group for each relevant performance period. For each vesting tranche, the applicable performance target is determined on a cumulative basis by reference to the Group's cumulative profit performance from the financial year ending 31 December 2026 up to and including the relevant financial year. Accordingly, cumulative performance period for the five vesting tranches are:

	Tranche 1: FY2026 cumulative profit Tranche 2: FY2026-FY2027 cumulative profit Tranche 3: FY2026-FY2028 cumulative profit Tranche 4: FY2026-FY2029 cumulative profit Tranche 5: FY2026-FY2030 cumulative profit The numbers of the Share Options vesting for each tranche shall be determined with the following formula: **Vesting Amount (Tranche n) = Cumulative Entitlement (Tranche n) – Previously Vested Amount (if any)** where: **Cumulative Entitlement (Tranche n):** means the percentage of Share Options determined based on the extent to which the Group's actual cumulative profit for the relevant period exceeds the applicable cumulative profit target; and **Previously Vested Amount:** means the aggregate number of Share Options already vested under prior tranches. For the avoidance of doubt, the performance assessment is conducted on a cumulative basis, such that any shortfall or excess in prior periods shall be carried forward and taken into account in determining the cumulative entitlement for subsequent tranches.
Clawback mechanism:	Where a grantee's service or employment with the Group has been terminated by the Group by reason of, among others, dishonesty or serious misconduct, incompetence or negligence in the performance of his/her duties, the grantee having been convicted of any criminal offence involving his/her integrity or honesty, the grantee will cease to be an Eligible Participant and the Share Options granted will automatically lapse. Where a grantee is involved in serious misconduct or malfeasance, or has conducted any unlawful acts which prejudiced the interest and reputation of the Group, the Share Options granted shall be clawed back and shall lapse accordingly.
Financial assistance:	The Group has not provided any financial assistance to the grantees to facilitate the subscription for Shares upon the exercise of Share Options under the 2024 Share Scheme.

GRANT OF SHARE AWARDS

Details of the grant of Share Awards are as follows:

Date of grant:	June 26, 2026
Grantees and the number of Share Awards granted:	a total of 21,000,000 Share Awards were granted, of which: (i). 3,560,000 Share Awards to Mr. Ye Sheng, being an executive Director; (ii). 3,560,000 Share Awards to Mr. Yang Min, being an executive Director; (iii). 247,000 Share Awards to Ms. Xiong Mi, being an executive Director; and (iv). a total of 13,633,000 Share Awards to 87 Other Employees Each of the grantees is an Eligible Participant under the 2024 Share Scheme.
Market price of the Shares on the grant date and its market value:	Based on the closing price of HK$2.13 per Share as quoted on the Stock Exchange on the date of this announcement, the market value of the Shares Awards granted to the grantees amounts to approximately HK$44,730,000.
Consideration for the Share Awards granted:	Nil
Vesting period of the Share Awards granted:	Assuming all vesting criteria and conditions are fulfilled, the Share Awards granted shall vest over a period of four years, in tranches of 25% each per annum starting from the first anniversary and fully vested in the fourth anniversary of the date of grant.
Performance targets of the Share Awards granted:	There is no performance target attached to the Share Awards. In view that (i) the grantees are Directors and/or employees of the Group who has been contributing and will contribute directly to the overall business performance and sustainable development of the Group; and (ii) the grant is a recognition for the grantees' past contributions to the Group and motivation and incentive for future contribution, the Remuneration Committee is of the view that the grant of Share Awards to the grantees without performance targets is market competitive and aligns with the purpose of the 2024 Share Scheme.

Clawback mechanism:	Where a grantee's service or employment with the Group has been terminated by the Group by reason of, among others, dishonesty or serious misconduct, incompetence or negligence in the performance of his/her duties, the grantee having been convicted of any criminal offence involving his/her integrity or honesty, the grantee will cease to be an Eligible Participant and the Share Awards granted will automatically lapse. Where a grantee is involved in serious misconduct or malfeasance, or has conducted any unlawful acts which prejudiced the interest and reputation of the Group, the Share Awards granted shall be clawed back and shall lapse accordingly.
Financial assistance:	The Group has not provided any financial assistance to the grantees to facilitate the purchase of Share Awards under the 2024 Share Scheme.

LISTING RULES IMPLICATION

Pursuant to Rule 17.04(1) of the Listing Rules and the terms of the 2024 Share Scheme, any grant of Awards to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee of the Awards).

Mr. Ye Sheng, an executive Director, the chairman of the Board, the chief executive officer of the Group and a substantial shareholder of the Company, Mr. Yang Min, an executive Director, the vice chairman of the Board, the chief technology officer of the Group and a substantial shareholder of the Company, and Ms. Xiong Mi, an executive Director and the director of personnel administration, had each abstained from voting on the Board resolution for the approval of the grant of the Awards to him/her. The grant of the Awards has been reviewed and approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules and the terms of the 2024 Share Scheme.

<u>For the Grant to Mr. Ye Sheng, Mr. Yang Min and Ms. Xiong Mi</u>

The grant of Awards to Mr. Ye Sheng, Mr. Yang Min and Ms. Xiong Mi, who are executive Directors and connected persons of the Company, constitutes connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the percentage ratios in respect of the grant of these Awards to them exceed 0.1% but are all less than 5%, the grant is therefore subject to the announcement requirements but is exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules requirements under Chapter 14A of the Listing Rules.

Pursuant to Rules 17.04(3) and 17.04(4) of the Listing Rules, where any grant of options or awards to an independent non-executive director or a substantial shareholder of the listed issuer, or any of their respective associates, would result in the shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the relevant class of shares in issue (excluding treasury shares), such further grant of options or awards must be approved by shareholders of the listed issuer in general meeting at which the grantee, his/her associates and all core connected persons of the listed issuer must abstain from voting in favor at such meeting.

Given that (i) each of Mr. Ye Sheng and Mr. Yang Min is an executive Director and a substantial shareholder of the Company; and (ii) the number of Shares to be issued upon exercise of the 15,000,000 Share Options and 15,000,000 Share Options granted to Mr. Ye Sheng and Mr. Yang Min represents, in aggregate, 1.45% and 1.45% of the issued Shares (excluding treasury shares) as at the date of grant, both of which exceed 0.1% of the issued Shares (excluding treasury shares), the grant of Share Options is conditional upon the approval of the independent Shareholders at the Extraordinary General Meeting.

Accordingly, the grant of 15,000,000 Share Options to each of Mr. Ye Sheng and Mr. Yang Min is subject to Shareholders' approval at the Extraordinary General Meeting, with Mr. Ye Sheng, Mr. Yang Min and their respective associates abstaining from voting, in accordance with Rules 17.04(2) and 17.04(4) of the Listing Rules.

For the Grant to Mr. Li Chengwei

Pursuant to Rules 17.03D(1) of the Listing Rules, where any grant of options or awards to a participant would result in the shares issued and to be issued in respect of all options and awards granted to such person (excluding any options and awards lapsed in accordance with the terms of the scheme) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of shares of the listed issuer in issue (excluding treasury shares), such grant must be separately approved by shareholders of the listed issuer in general meeting with such participant and his/her close associates (or associates if the participant is a connected person) abstaining from voting.

Given that (i) Mr. Li Chengwei is the R&D president of self-developed systems of the Group and a member of the Group's senior management; save for such relationship, Mr. Li Chengwei is an independent third party of the Company; and (ii) the number of Shares to be issued upon exercise of the 30,000,000 Share Options granted to Mr. Li Chengwei represents, in aggregate, 2.90% of the issued Shares (excluding treasury shares) as at the date of grant, which exceeds 1% of the issued Shares (excluding treasury shares), the grant of Share Options is conditional upon the approval of the independent Shareholders at the Extraordinary General Meeting.

Accordingly, the grant of 30,000,000 Share Options to Mr. Li Chengwei is subject to Shareholders' approval at the Extraordinary General Meeting, with Mr. Li Chengwei abstaining from voting, in accordance with Rule 17.03D(1) of the Listing Rules.

For the Employee Grant

Under the Employee Grant, (i) none of the grantees is a director, chief executive or substantial shareholder of the Company or an associate of any of them; (ii) none of the grantees is a Related Entity Participant or a service provider (as defined under Rule 17.03A(1) of the Listing Rules) with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares; and (iii) none of the grantees has been granted awards under the 2024 Share Scheme and (if any) awards and options under other share award schemes and share option schemes of the Company which exceed the 1% individual limit under Rule 17.03D(1) of the Listing Rules. None of the Employee Grant is subject to approval by the Shareholders.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

All of the 60,000,000 Share Options granted will be satisfied by the allotment and issue of the new Shares within the Scheme Mandate Limit.

Out of the 21,000,000 Share Awards, 13,000,000 had been and/or will be acquired from the market by the 2024 Trustee, and the remaining 8,000,000 Share Awards will be satisfied by the allotment and issue of new Shares within the Scheme Mandate Limit. The 8,000,000 new Shares shall be granted exclusively to the 86 Other Employees of the Group under the 2024 Share Scheme, excluding Mr. Ye Sheng, Mr. Yang Min, Ms. Xiong Mi and Mr. Li Chengwei. The said 8,000,000 new Shares shall be allotted and issued at par value to the 2024 Trustee on trust by the Company. The Company will bear the cost of such issue and no funds will be raised.

All the 68,000,000 new Shares to be issued, when issued and fully paid, shall rank *pari passu* among themselves and with those Shares in issue, with the right to receive all dividends and other distributions declared, made or paid on or after the allotment date.

Following the first grant of Share Awards under the 2024 Share Scheme on December 23, 2024, which were satisfied through the issuance of 10,000,000 new Shares within the Scheme Mandate Limit, the grant of Share Options and part of the further grant of Share Awards under the 2024 Share Scheme as set out in this announcement will be satisfied with the issuance of 60,000,000 and 8,000,000 new Shares, respectively. These grants are within the Scheme Mandate Limit and as a result, the number of Shares remaining available for future grants under the Scheme Mandate Limit is expected to be 9,062,743 Shares.

REASONS FOR AND BENEFITS OF THE GRANT OF THE AWARDS

The 2024 Share Scheme is established to provide incentives to participants to contribute to the long-term growth and development of the Group, to retain key personnel, and to align their interests with those of the Group and its Shareholders. The grants are made under the 2024 Share Scheme to recognize the contributions of the grantees to the Group's development, operations and technological advancement, and to provide incentives for their continued commitment and performance. The grants therefore serves to implement the purpose of the 2024 Share Scheme by further aligning the interests of the grantees with the long-term development of the Group and strengthening the retention of key talents.

Having considered the above, the Company is of the view that the grants are on normal commercial terms and in the ordinary and usual course of business of the Group; are fair and reasonable; and are in the interests of the Company and its Shareholders as a whole.

INFORMATION OF THE GROUP

The Group is an established mobile game developer and operator in the PRC with special focus on card and board and other casual mobile games.

EXTRAORDINARY GENERAL MEETING

An ordinary resolution will be proposed at the Extraordinary General Meeting to consider and, if thought fit, approve the grant of the Share Options to Mr. Ye Sheng, Mr. Yang Min and Mr. Li Chengwei. A circular containing, inter alia, further details of the grant of the Share Options to Mr. Ye Sheng, Mr. Yang Min and Mr. Li Chengwei and the information required by the Listing Rules, together with the notice of the Extraordinary General Meeting, will be despatched to the Shareholders in due course.

DEFINITIONS

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

"associate(s)"	has the meaning ascribed to it under the Listing Rules;
"Award(s)"	award(s) granted under the 2024 Share Scheme by the Board to grantee(s), which may take the form of a Share Option or a Share Award;
"Board"	the board of the Directors;
"Business Day(s)"	a day other than a Saturday, Sunday on which banks generally are open in Hong Kong for the transaction of general banking business;
"chief executive"	has the meaning given to it in the Listing Rules;
"Company"	Zengame Technology Holding Limited (stock code: 2660), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Extraordinary General Meeting"	the extraordinary general meeting to be convened by the Company
"Eligible Participant"	an eligible participant under the 2024 Share Scheme, which may be an Employee Participant or a Related Entity Participants;
"Employee Grant"	the grant of a total of 13,633,000 Share Awards to the Other Employees under the 2024 Share Scheme as detailed in this announcement;
"Employee Participant"	(i). any director (including executive, non-executive and independent non-executive directors) or proposed

director; or

(ii). any employee (whether full time or part time) or any proposed employee (including persons who are granted options or awards under the 2024 Share Scheme as an inducement to enter into employment contracts with these companies); and

(iii). any manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group

"Exercise Price"	the price per Share at which a grantee may subscribe for Shares upon the exercise of a Share Option awarded under the 2024 Share Scheme;
"grantee(s)"	any Eligible Participant approved for participation in the 2024 Share Scheme and who has been granted any Award pursuant to 2024 Share Scheme;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issue Price"	in respect of any Share Award, the price per share a grantee is required to pay to subscribe for the Shares constituting the Share Award under the 2024 Share Scheme
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
"Other Employees"	the grantees (other than Mr. Ye Sheng, Mr. Yang Min and Ms. Xiong Mi), who are Employee Participants and are not Directors, chief executives and substantial shareholders of the Company;
"PRC"	the People's Republic of China;
"Related Entity(ies)"	(i) a Holding Company; (ii) subsidiaries of the Holding Company other than members of the Group; or (iii) any company which is an associate of the Company;
"Related Entity Participant(s)"	any person who is an employee (whether full-time or part-time or other employment relationship), director or officer of a Related Entity;
"Remuneration Committee"	the remuneration committee of the Board;

"Scheme Mandate Limit"	has the meaning ascribed to it under the 2024 Share Scheme;
"Share(s)"	ordinary shares of HK$0.01 each in the capital of the Company, or, if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company;
"Share Awards"	an award which vests in the form of (i) existing Shares; and/or (ii) the right to subscribe for and/or be issued such number of Awarded Shares as the Board may determine at the Issue Price in accordance with the terms of the 2024 Share Scheme;
"Share Options"	an award which vests in the form of the right to subscribe for such number of Awarded Shares as the Board may determine during the exercise period at the Exercise Price in accordance with the terms of the 2024 Share Scheme;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"treasury shares"	shall have the meaning given to it in the Listing Rules;
"Vesting Date"	the date on which an Award (or part thereof) is to vest in the relevant grantee following which the grantee may exercise the Award, as determined from time to time by the Board pursuant to the scheme rules of the 2024 Share Scheme;
"2024 Share Scheme"	the share incentive scheme of the Company as constituted by the scheme rules in its present form or any amended form as adopted by the Company on 31 May 2024; and
"2024 Trustee"	FUTU TRUSTEE LIMITED, being the trustee appointed by the Company for the administration of the 2024 Share Scheme;
"%"	per cent.

By Order of the Board
Zengame Technology Holding Limited
Ye Sheng
Chairman

Hong Kong, June 26, 2026

As at the date of this announcement, the executive directors are Mr. Ye Sheng, Mr. Yang Min and Ms. Xiong Mi, and the independent non-executive directors are Mr. Jin Shuhui, Mr. Mao Zhonghua and Mr. Yang Yi.