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Rego Interactive Co., Ltd
(潤 歌 互 動 有 限 公 司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2422)

**APPLICATIONS FOR THE RIGHTS SHARES
AND
NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND
NQS UNSOLD RIGHT SHARES
SUBJECT TO THE COMPENSATORY ARRANGEMENTS**

Placing Agent to the Rights Issue

uSMART Securities
盈 立 證 券

As at 4:00 p.m. on Monday, 4 December 2023, being the Latest Time for Acceptance, the Company had received twenty four (24) valid acceptances for a total of 459,736,400 Rights Shares provisionally allotted under the Rights Issue (representing approximately 91.95% of the total number of Rights Shares offered under the Rights Issue). Accordingly, the Rights Issue was approximately 91.95% subscribed.

The remaining 40,263,600 Unsubscribed Rights Shares, representing approximately 8.05% of the total number of Rights Shares offered under the Rights Issue, will be subject to the Compensatory Arrangements.

Reference is made to the prospectus of Rego Interactive Co., Ltd (the “**Company**”) dated 20 November 2023 (the “**Prospectus**”) in relation to the Rights Issue. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

APPLICATIONS FOR THE RIGHTS SHARES

The Company announces that (i) as at the Record Date, there was no Non-Qualifying Shareholder and accordingly there was no NQS Unsold Rights Share; and (ii) as at 4:00 p.m. on Monday, 4 December 2023, being the Latest Time for Acceptance, the Company had received twenty four (24) valid acceptances for a total of 459,736,400 Rights Shares provisionally allotted under the Rights Issue (representing approximately 91.95% of the total number of Rights Shares offered under the Rights Issue). Accordingly, the Rights Issue was approximately 91.95% subscribed.

The remaining 40,263,600 Unsubscribed Rights Shares, representing approximately 8.05% of the total number of Rights Shares offered under the Rights Issue, will be subject to the Compensatory Arrangements.

THE COMPENSATORY ARRANGEMENTS

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company have made arrangements to dispose of the 40,263,600 Unsubscribed Rights Shares by offering the Unsubscribed Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. There were no excess application arrangements in relation to the Rights Issue. The Company entered into the Placing Agreement with the Placing Agent and appointed the Placing Agent to place the Unsubscribed Rights Shares to independent placees on a best efforts basis. Any Net Gain will be paid to those No Action Shareholders on a pro-rata basis.

The Placing Agent will on a best efforts basis, procure, by no later than 4:00 p.m. on Tuesday, 12 December 2023, placees for all (or as many as possible) of those Unsubscribed Rights Shares. Any Unsubscribed Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) to the relevant No Action Shareholders whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for on pro-rata basis.

If and to the extent in respect of any Net Gain, any No Action Shareholders become entitled on the basis described above to an amount of (i) more than HK\$100, the entire amount will be paid to the relevant No Action Shareholders in Hong Kong dollars only; or (ii) HK\$100 or less, such amount will be retained by the Company for its own benefit.

An announcement of the results of the Rights Issue (including the results of the Placing) is expected to be published on the Stock Exchange's website and the Company's website on Friday, 15 December 2023.

WARNING OF THE RISKS OF DEALING IN THE SHARES

Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed. The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

The Rights Issue will proceed on a non-underwritten basis. Pursuant to the Company's constitutional documents and the Companies Act (2022 Revision) of the Cayman Islands, there are no requirements for minimum levels of subscription in respect of the Rights Issue. Subject to fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed regardless of the ultimate subscription level, any Unsubscribed Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Any Shareholders or other persons contemplating any dealings in the Shares are recommended to consult their professional advisers.

Any Shareholder or investor dealing in the Shares up to the latest time for the Rights Issue and/or the Placing to become unconditional will accordingly bear the risk that the Rights Issue and/or the Placing may not become unconditional and may not proceed. Any Shareholder or investor contemplating any dealings in the Shares are recommended to consult their professional advisers.

By Order of the Board
Rego Interactive Co., Ltd
Chen Ping
Chairman and executive Director

Hong Kong, 6 December 2023

As at the date of this announcement, the Board comprises Mr. Chen Ping, Mr. Tian Huan, Mr. Zhang Yongli, Mr. Fan Lianshun, Mr. Xia Yuanbo and Ms. Zeng Zhen as executive Directors; and Ms. Hu Huijun, Mr. Wan Lixiang and Mr. Zhao Zhongping as independent non-executive Directors.