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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)

**RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES
HELD ON THE RECORD DATE**

Reference is made to the prospectus of Rego Interactive Co., Ltd (the “**Company**”) dated 20 November 2023 (the “**Prospectus**”) and the announcement of the Company dated 6 December 2023 (the “**Announcement**”) in relation to, among others, the Rights Issue. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Prospectus and the Announcement.

RESULTS OF THE RIGHTS ISSUE

As disclosed in the announcement of the Company dated 6 December 2023, as at 4:00 p.m. on Monday, 4 December 2023, being the Latest Time for Acceptance of and payment for the Rights Shares, 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 under-subscribed by 40,263,600 Rights Shares, representing approximately 8.05% of the total number of the Rights Shares available for subscription under the Rights Issue.

As at the Record Date, there was no Non-Qualifying Shareholder and accordingly there was no NQS Unsold Rights Share.

COMPENSATORY ARRANGEMENT OF THE UNSUBSCRIBED RIGHTS SHARES AND NQS UNSOLD RIGHTS SHARES

As disclosed in the announcement of the Company dated 6 December 2023, 40,263,600 Unsubscribed Rights Shares (each a “**Placing Share**”), representing approximately 8.05% of the total number of Rights Shares available for subscription under the Rights Issue, were subject to the Compensatory Arrangement.

The Board is pleased to announce that as at 4:00 p.m. on Tuesday, 12 December 2023, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent under the Placing Agreement, 40,263,600 Unsubscribed Rights Shares had been successfully placed to not less than six Placees at the placing price of HK\$0.20 per Placing Share, which is equivalent to the Subscription Price. Accordingly, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangement. To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owners, is independent of and not connected with the Company and its connected persons; and (ii) none of the Placees shall become a substantial Shareholder (as defined under the Listing Rules) upon completion of the Placing.

THE RIGHTS ISSUE AND THE PLACING BECOMING UNCONDITIONAL

All conditions with respect to the Rights Issue and the Placing set out in the Prospectus have been fulfilled and the Rights Issue and the Placing became unconditional at 4:00 p.m. on Wednesday, 13 December 2023. The gross proceeds raised from the Rights Issue (including the Placing) are approximately HK\$100 million before expenses.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of Directors' knowledge and information, the shareholding structure of the Company immediately before and after the completion of the Rights Issue is set out below:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>Approx. % (Note 1)</i>	<i>Number of Shares</i>	<i>Approx. % (Note 2)</i>
Directors				
Mr. Tian Huan	182,130,000	18.21	191,317,500	12.76
Mr. Chen Ping	290,000,000	29.00	435,000,000	29.00
Mr. Zhang Yongli	58,620,000	5.86	87,930,000	5.86
Controlling Shareholders (<i>Note 3</i>)	530,750,000	53.07	714,247,500	47.62
Public Shareholders				
Independent places	–	–	40,263,600	2.68
Other public shareholders	469,250,000	46.93	745,488,900	49.70
Total	1,000,000,000	100.00%	1,500,000,000	100.00%

Notes:

1. The percentage is calculated on the basis of 1,000,000,000 Shares as at the Latest Practicable Date.
2. The percentage is calculated on the basis of 1,500,000,000 Shares as enlarged by the issue of 500,000,000 Shares under the Rights Issue and the Placing.
3. As at the date of this announcement, Tanshin Investments Limited (a company wholly owned by Mr. Tian Huan), Vicen Investments Limited (a company wholly owned by Mr. Chen Ping) and Sprus Investments Limited (a company wholly owned by Mr. Zhang Yongli) beneficially owned 18.21%, 29% and 5.86% of the issued share capital of the Company, respectively. On 22 October 2021, Mr. Tian Huan, Mr. Chen Ping and Mr. Zhang Yongli entered into an acting-in-concert agreement. By virtue of the acting-in-concert agreement, Tanshin Investments Limited, Vicen Investments Limited and Sprus Investments Limited are collectively entitled to exercise voting rights of 53.07% (immediately before completion of the Rights Issue) and 47.62% (immediately after completion of the Rights Issue) of the issued share capital of the Company. As such, Mr. Tian Huan, Mr. Chen Ping, Mr. Zhang Yongli, Tanshin Investments Limited, Vicen Investments Limited and Sprus Investments Limited are regarded as a group of Controlling Shareholders of the Company as at the date of this announcement.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates in respect of valid acceptances of the Rights Shares under the PALs are expected to be despatched to those entitled thereto by ordinary post to their respective registered address at their own risks on Monday, 18 December 2023.

COMMENCEMENT OF DEALINGS OF THE RIGHTS SHARES IN FULLY-PAID FORM

Dealings in the Rights Shares, in their fully-paid form, and the Placing Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 19 December 2023.

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

Hong Kong, 15 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.