
DEFINITIONS

In this document, the following expressions shall have the meanings set out below unless the context requires otherwise. Certain technical terms are explained in “Glossary of Technical Terms” in this document.

“Accountants’ Report”	the accountants’ report set out in Appendix I to this document
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on [●], which shall become effective upon [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in the section headed “Summary of the Constitution of Our Company and the Cayman Companies Act — 2. Articles of Association” in Appendix III to this document;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board;
“Board”	the board of directors of our Company
“business day(s)”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“[REDACTED]”	the issue of Shares to be made upon capitalisation of certain sum standing to the credit of the share premium account of our Company as referred to in “Statutory and General Information — A. Further information about our Company and our Subsidiaries — 3. Resolutions of the Shareholders of Our Company” in Appendix IV to this document
“Cayman Companies Act”	the Companies Act (2021 Revision) of the Cayman Islands as amended, supplemented, or otherwise modified from time to time

[REDACTED]

DEFINITIONS

[REDACTED]

“China” or “PRC”	the People’s Republic of China and, for the sole purpose of this document, excludes Taiwan, Macao Special Administrative Region of the People’s Republic of China and Hong Kong
“China Sports Lottery”	sports lottery authorised and issued by the China Sports Lottery Administration Centre* (中國體育彩票管理中心) in the PRC to raise funds for sports development
“China Welfare Lottery”	welfare lottery authorised and issued by the China Welfare Lottery Issuance and Administration Centre* (中國福利彩票發行管理中心) in the PRC to raise funds for public welfare
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Rego Interactive Co., Ltd (潤歌互動有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 8 August 2017
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules

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“consolidated affiliated entity(ies)”	the entities we previously controlled through the Contractual Arrangements. For further details of these entities, see “History, Development and Reorganisation — Our Corporate History an Development — Former Major Subsidiaries of Our Group” in this document
“Contractual Arrangements”	the series of contractual arrangements entered into among Hangzhou Rego, Zhejiang Runye and the Registered Shareholders, details of which are described in “History, Development and Reorganisation — Reorganisation for [REDACTED] — 5. Subsequent Termination of Zhejiang Runye’s Contractual Arrangements” in this document
“Controlling Shareholder(s)”	the group of controlling shareholder(s) (having the meaning ascribed to it in the Listing Rules) of our Company, which collectively refers to Mr. Tian, Mr. Chen, Mr. Zhang, Tanshin Investments, Vicen Investments and Sprus Investments
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Deed of Indemnity”	the deed of indemnity dated [●] entered into by our Controlling Shareholders in favor of our Company (for itself and as trustee for each of the subsidiaries) to provide certain indemnities, particulars of which are set out in the section headed “Statutory and general information — Other information — 6. Tax and other Indemnity” in Appendix IV to this document
“Deed of Non-Competition”	the Deed of Non-Competition dated [●] given by our Controlling Shareholders in favor of our Company (for itself and as trustee for each of the subsidiaries), particulars of which are set out in the section headed “Relationship with Controlling Shareholders — Deed of Non-Competition” in this document
“Director(s)” or “our Directors”	the director(s) of our Company
“EIT”	the PRC enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), enacted on 16 March 2007, effective from 1 January 2008 and amended on 24 February 2017 and 29 December 2018 by the NPC

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“electronic application instruction(s)”	instruction given by a [REDACTED] Participant electronically via [REDACTED] to [REDACTED], being one of the methods to apply for the [REDACTED]
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“Foreign Investment Law”	the PRC Foreign Investment Law (《中華人民共和國外商投資法》), adopted by the NPC on 15 March 2019, and took effect on 1 January 2020
“FY[X]”	the financial year ended or (as the case may be) ending on 31 December of the year [X]. For example, “FY2020” refers to the year ended 31 December 2020
“GDP”	gross domestic product

[REDACTED]

“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at that time
“Hainan Rego”	Hainan Rego Network Technology Company Limited* (海南潤歌網絡科技有限公司), a limited company established in the PRC on 22 July 2019 and an indirect wholly-owned subsidiary of our Company
“Hangzhou Rego”	Hangzhou Rego Network Company Limited* (杭州潤歌網絡有限公司), a company established in the PRC with limited liabilities on 25 June 2009 and an indirect wholly-owned subsidiary of our Company
“Hangzhou Runsheng”	Hangzhou Runsheng Network Technology Company Limited* (杭州潤升網絡科技有限公司), a limited company established in the PRC on 16 November 2017 and an indirect wholly-owned subsidiary of our Company

DEFINITIONS

“HKFRS(s)” Hong Kong Financial Reporting Standards issued by the HKICPA

“HKICPA” Hong Kong Institute of Certified Public Accountants

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hong Kong dollars”, “HKD” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“ICP License”	the value-added telecommunications business operation license issued by the relevant PRC government authorities with a service scope of information services
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected with (within the meaning of the Listing Rules) any director, chief executive or substantial shareholders (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates

[REDACTED]

DEFINITIONS

[REDACTED]

“iResearch”	Shanghai iResearch Co., Ltd, a market research consultant who is an Independent Third Party
“iResearch Report”	the industry report prepared by iResearch on the (i) advertising; (ii) third party to-B virtual goods and services; and (iii) lottery solutions industries in the PRC
“Jiangxi Yunjia”	Jiangxi Yunjia Technology Company Limited* (江西雲家科技有限公司), a limited company established in the PRC on 30 March 2016 and an indirect wholly-owned subsidiary of our Company, which was deregistered on 5 November 2021
“Latest Practicable Date”	26 April 2022, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“M&A Rules”	the Rules on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定), jointly issued by the State-owned Assets Supervision and Administration Commission (國務院國有資產監督管理委員會), MOFCOM, SAT, State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), the China Securities Regulatory Commission (中國證券監督管理委員會) and SAFE on 8 August 2006 and amended by MOFCOM on 22 June 2009

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“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on [●], as amended from time to time, a summary of which is set out in the section headed “Summary of the constitution of the Company and Cayman Companies Act — 1. Memorandum of Association” in Appendix III to this document
“MCT”	Ministry of Culture and Tourism of the PRC (中華人民共和國文化和旅遊部)
“MIIT”	The Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOC”	Ministry of Culture of the PRC (中華人民共和國文化部) (since March 2018 known as the MCT)
“MOFCOM”	the PRC Ministry of Commerce (中華人民共和國商務部), or its predecessor, the Ministry of Foreign Trade and Economic Cooperation, as appropriate to the context
“Mr. Chen”	Mr. Chen Ping (陳平), our Chairman, executive Director and Controlling Shareholder
“Mr. Tian”	Mr. Tian Huan (田歡), our executive Director, chief executive officer and Controlling Shareholder
“Mr. Zhang”	Mr. Zhang Yongli (張永利), our executive Director, chief operating officer and Controlling Shareholder
“NPC”	The PRC National People’s Congress (中華人民共和國人民代表大會)

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[REDACTED]

“PRC Company Law”

Company Law of the PRC (中華人民共和國公司法), as amended and adopted by the Standing Committee of the Tenth National People’s Congress on 27 October 2005 and effective on 1 January 2006 and last amended, effective and implemented on 26 October 2018, as amended, supplemented and otherwise modified from time to time

“PRC GAAP”

generally accepted accounting principles in the PRC

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“PRC Government” or “Chinese Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or where the context require, any of them
“PRC Legal Advisers”	Zhong Lun Law Firm, our legal advisers as to the PRC laws
	[REDACTED]
“Registered Shareholders”	Mr. Tian and Mr. Zhang, as the registered shareholders of Zhejiang Runye
“Rego BVI”	Rego International Holdings Limited (潤歌國際控股有限公司), a BVI business company incorporated in the BVI on 15 August 2017 and a direct wholly-owned subsidiary of our Company
“Rego HK”	Rego Investments Limited, a company incorporated as a limited company in Hong Kong on 4 September 2017 and an indirect wholly-owned subsidiary of our Company
“Regulation S”	Regulation S under the US Securities Act
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the [REDACTED] reorganisation of our Group, further details of which are described under the section headed “History, development and reorganisation — Reorganisation for [REDACTED]” in this document
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAT”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with par value of US\$0.001 each in the share capital of our Company
[REDACTED]	the [REDACTED] conditionally adopted by our Company, further details of which are described in the section headed “Statutory and general information — D. [REDACTED]” in Appendix IV to this document
“Shareholder(s)”	holder(s) of our Share(s)

[REDACTED]

“SP License”	the value-added telecommunications business operating license within the business scope of information services other than internet content provider
“Sprus Investments”	Sprus Investments Limited (雲杉投資有限公司), a BVI business company incorporated in the BVI on 14 July 2017, a Controlling Shareholder of our Company and a wholly-owned company of Mr. Zhang

[REDACTED]

“State Council”	State Council of the PRC (中華人民共和國國務院)
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[REDACTED]

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules, unless the context otherwise requires
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tanshin Investments”	Tanshin Investments Limited (天歡投資有限公司), a BVI business company incorporated in the BVI on 14 July 2017, our Controlling Shareholder and a wholly-owned company of Mr. Tian
“Track Record Period”	the period comprising FY2019, FY2020 and FY2021
[REDACTED]	
“United States”, “US” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“VAT”	value-added tax
“Vicen HK”	Vicen International Holdings (Hong Kong) Limited (緯晨國際控股(香港)有限公司), a company incorporated as a limited company in Hong Kong on 4 August 2017 and a wholly-owned subsidiary of our Company
“Vicen Investments”	Vicen Investments Limited (緯晨投資有限公司), a BVI business company incorporated in the BVI on 14 July 2017, a Controlling Shareholder of our Company and a wholly-owned company of Mr. Chen

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“WLIAC” the China Welfare Lottery Issuance and Administration Centre* (中國福利彩票發行管理中心); for the purpose of this document, “**provincial WLIAC**” refers to a WLIAC at the level of a province, municipality or autonomous region

“WFOE” a wholly foreign-owned enterprise established in the PRC under the laws of PRC

[REDACTED]

“Xi’an Tiantai” Xi’an Tiantai Innovation Technology Company Limited* (西安天泰創新科技有限公司), a limited company established in the PRC on 13 June 2007 and a wholly-owned subsidiary of our Company

“Yuncaitong” Yuncaitong Technology (Beijing) Company Limited* (雲彩通科技(北京)有限公司), a limited company established in the PRC on 7 March 2016 and a wholly-owned subsidiary of our Company

“Zhejiang Runye” Zhejiang Runye Information Technology Company Limited* (浙江潤也信息科技有限公司), a limited company established in the PRC on 14 September 2016 and a former consolidated affiliated entity of our Group prior to the termination of the Contractual Arrangements

“%” per cent

In this document, the English names of PRC nationals, entities, departments, facilities, certificates, titles, etc. marked “” are translations of their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name shall prevail.*

Unless expressly stated or otherwise required by the context, all data contained in this document are as at the Latest Practicable Date.

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Unless otherwise specified, all references to any shareholding in our Company in this document assume no exercise of the [REDACTED] and no options which may be granted under the [REDACTED].

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.