

For illustrative purposes, the financial information prepared in accordance with Rule 4.29 of the Listing Rules is set out here to provide prospective investors with further information about how the financial information of the Group might be affected by completion of the Rights Issue as if the Rights Issue had been completed on 30 June 2023. The statement has been prepared for illustrative purposes only and because of its nature, it may not give a true picture of the Group's financial position on the completion of the Rights Issue.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONDENSED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following unaudited pro forma statement of adjusted condensed consolidated net tangible assets of the Group prepared by the Directors in accordance with Rule 4.29 of the Listing Rules is set out to illustrate the effect of the Rights Issue on the condensed consolidated net tangible assets of the Group as if the Rights Issue had been completed on 30 June 2023.

The unaudited pro forma statement of adjusted condensed consolidated net tangible assets is prepared for illustrative purpose only and, because of its hypothetical nature, it may not give a true picture of the financial position of the Group as at the date to which it is made up or at any future date.

The unaudited pro forma statement of adjusted condensed consolidated net tangible assets is prepared based on the condensed consolidated statement of financial position of the Group as at 30 June 2023, as extracted from the published interim report of the Company for the six months ended 30 June 2023, with adjustments described below.

Unaudited condensed consolidated net tangible assets of the Group attributable to the equity owners of the Company as at 30 June 2023	Estimated net proceeds from the Rights Issue	Unaudited pro forma adjusted condensed consolidated net tangible assets of the Group attributable to equity owners of the Company as at 30 June 2023 as adjusted for the Rights Issue	Unaudited condensed consolidated net tangible assets of the Group attributable to the equity owners of the Company per Share as at 30 June 2023	Unaudited pro forma adjusted condensed consolidated net tangible assets of the Group attributable to the equity owners of the Company per Share as at 30 June 2023	Unaudited pro forma adjusted condensed consolidated net tangible assets of the Group attributable to the equity owners of the Company per Share as at 30 June 2023
RMB'000 (Note 1)	RMB'000 (Note 2)	RMB'000	RMB\$ (Note 3)	RMB\$ (Note 4)	HK\$ (Note 5)
262,968	91,633	354,601	0.26	0.24	0.26

Based on the maximum number of 500,000,000 Rights Shares to be issued at a Subscription Price of HK\$0.2 per Rights Share

Notes:

1. The unaudited condensed consolidated net tangible assets of the Group attributable to the equity owners of the Company as at 30 June 2023 is extracted from the interim report of the Company for the six months ended 30 June 2023, which is equal to the unaudited condensed consolidated net assets attributable to equity owners of the Company as at 30 June 2023 of approximately RMB305,319,000 excluding intangible assets of approximately RMB15,622,000 and goodwill of approximately RMB26,729,000.
2. The estimated net proceeds from the Rights Issue are based on the maximum number of 500,000,000 Rights Shares to be issued at the Subscription Price of HK\$0.2 each per Rights Share assuming all acceptance by the Qualifying Shareholders, after deduction of the related expenses of approximately RMB960,000. The estimated net proceeds are approximately RMB91,633,000.

For the purpose of the unaudited pro forma financial information, translation of HK\$ into RMB or vice versa have been calculated by using an exchange rate of HK\$1.00 to RMB0.925. No representation is made that HK\$ amount have been or could have been or could be converted to RMB, or vice versa, at the applied rate or at any other rates, or at all.

3. The unaudited condensed consolidated net tangible assets of the Group attributable to equity owners of the Company per Share as at 30 June 2023 was approximately RMB0.26, which was based on the unaudited condensed consolidated net tangible assets of the Group attributable to equity owners of the Company as at 30 June 2023 of approximately RMB262,968,000 and 1,000,000,000 Shares in issue as at 30 June 2023.
4. The unaudited pro forma adjusted condensed consolidated net tangible assets of the Group attributable to the equity owners of the Company per Share as at 30 June 2023 is calculated based on unaudited pro forma adjusted condensed consolidated net tangible assets of the Group attributable to the equity owners of the Company as at 30 June 2023 of approximately RMB354,601,000 and 1,500,000,000 Shares in issue (on the basis that there were 1,000,000,000 Shares in issue as at 30 June 2023 and the maximum number of 500,000,000 Rights Shares were issued under the Rights Issue assuming that full acceptance by the Qualifying Shareholders and the Rights Issue has been completed on 30 June 2023).
5. The unaudited pro forma adjusted condensed consolidated net tangible assets of the Group attributable to the equity owners of the Company per Share as at 30 June 2023 is converted to Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.925. No representation is made that Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate or at all.
6. No adjustment has been made to the unaudited pro forma statement of adjusted condensed consolidated net tangible assets of the Group to reflect any operating results or other transactions of the Group entered into subsequent to 30 June 2023.

The following is the text of a report, prepared for the purpose of incorporation in this prospectus and received from the independent reporting accountants, BDO Limited, Certified Public Accountants, in respect of the Unaudited Pro Forma Financial Information.

**B. ACCOUNTANT’S REPORT ON UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE GROUP****INDEPENDENT REPORTING ACCOUNTANTS’ ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION****To the directors of Rego Interactive Co., Ltd**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Rego Interactive Co., Ltd (the “Company” and its subsidiaries hereinafter collectively referred to as the “Group”) by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of condensed consolidated net tangible assets of the Group as at 30 June 2023, and related notes as set out on Section A of Appendix II of the Company’s prospectus dated 20 November 2023 (the “Prospectus”) in connection with the proposed rights issue on the basis of one rights share for every two existing shares (the “Rights Issue”). The applicable criteria on the basis of which the directors of the Company have compiled the unaudited pro forma financial information are described on Section A of Appendix II of the Prospectus.

The unaudited pro forma financial information has been compiled by the directors of the Company to illustrate the impact of Rights Issue on the Group’s condensed consolidated financial position as at 30 June 2023 as if Rights Issue had taken place at 30 June 2023. As part of this process, information about the Group’s condensed consolidated financial position has been extracted by the directors of the Company from the Group’s financial statements for the six months ended 30 June 2023, of which no auditor’s report or review report has been published.

Directors’ Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling the unaudited pro forma financial information in accordance with Rule 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion, as required by Rule 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the directors of the Company have compiled the unaudited pro forma financial information in accordance with Rule 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue at 30 June 2023 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to Rule 4.29(1) of the Listing Rules.

BDO Limited

Certified Public Accountants

Hong Kong

20 November 2023