
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed securities dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Rego Interactive Co., Ltd (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING
-

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the AGM of the Company to be held at 2/F, Building 8, Yinhu Innovation Centre, Yinhu Street, Fuyang District, Hangzhou, the PRC on Friday, 28 June 2024 at 2:00 p.m. at which, among other things, the above proposals will be considered, which set out on pages 18 to 22 of this circular.

If you are not able to attend the AGM in person but wish to exercise your right as a Shareholder, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish. If you attend and vote in person at the AGM, the authority of your proxy will be revoked.

This circular has been published on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.regopimc.com.

CONTENTS

	<i>Page</i>
Responsibility statement	ii
Definitions	1
Letter from the Board	3
Appendix I — Explanatory statement on repurchase mandate	8
Appendix II — Details of Directors proposed for re-election	14
Notice of the Annual General Meeting	18

RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, include particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 2/F, Building 8, Yinhu Innovation Centre, Yinhu Street, Fuyang District, Hangzhou, the PRC on Friday, 28 June 2024 at 2:00 p.m. notice of which is set out on pages 18 to 22 of this circular and any adjournment thereof
“associate(s)”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Act (As Revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	Rego Interactive Co., Ltd (潤歌互動有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 02422)
“Director(s)”	director(s) of the Company
“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
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares and to sell or transfer treasury shares of the Company (if any) up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares bought-back by the Company pursuant to the authority granted under the Repurchase Mandate

DEFINITIONS

“Latest Practicable Date”	25 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	prospectus of the Company dated Friday, 30 September 2022
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granted such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“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) in the share capital of the Company with a par value of US\$0.001 each
“Shareholder(s)”	holder(s) of the Shares
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



Rego Interactive Co., Ltd
(潤歌互動有限公司)

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2422)

Executive Directors

Mr. Chen Ping (*Chairman*)
Mr. Tian Huan (*Chief Executive Officer*)
Mr. Zhang Yongli (*Chief Operating Officer*)
Mr. Fan Lianshun
Mr. Xia Yuanbo
Mr. Chen Wei

Independent non-executive Directors

Ms. Mo Lan
Mr. Shen Yunjia
Mr. Zeng Liang

Registered office

4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman, KY1-1002
Cayman Islands

*Principal place of business
in Hong Kong*

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

*Head Office and Principal Place of
Business in the PRC*

2/F, Building 8
Yinhu Innovation Centre
Yinhu Street, Fuyang District
Hangzhou
the PRC

30 April 2024

To the Shareholder(s)

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) re-appointment of auditor; and (iv) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

GENERAL MANDATES

At the annual general meeting of the Company held on 26 June 2023 (the “**2023 AGM**”), the Directors were granted by the Shareholders general mandates to (i) allot, issue and deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing the resolution in the 2023 AGM; (ii) repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of passing the resolution in the 2023 AGM; and (iii) extension of the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The above general mandates will remain in effect during the period from the passing of the resolution until the earliest of (i) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the our Shareholders in general meeting, either unconditionally or subject to conditions; (ii) the end of the period within which the Company is required by the Articles or any applicable laws to hold its next annual general meeting; or (iii) the date on which the mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 10 to 12 set out in the notice of AGM on pages 18 to 22 of the circular for details of the proposed Issue Mandate and Repurchase Mandate.

On 12 April 2024, the Stock Exchange announced that the Listing Rules will be amended with effect from 11 June 2024 to allow issuers to hold shares repurchased in treasury. The Company will not hold any shares it may repurchase under the Share Buy-Back Mandate in treasury until the amendments to the Listing Rules become effective.

As at the Latest Practicable Date, the number of issued Shares was 1,500,000,000 Shares. Assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant the Directors an authority to issue up to 300,000,000 Shares and the Repurchase Mandate will grant the Directors an authority to repurchase our own securities value of up to 150,000,000 Shares.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I of this circular. The explanatory statement is to provide you with all the requisite information required under Rule 10.06(1)(b) of the Listing Rules to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

In accordance with Article 109 of the second amended and restated Articles of Association of the Company, at each annual general meeting one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

In accordance with Article 113 of the second amended and restated Articles of Association of the Company, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

Accordingly, at the forthcoming annual general meeting to be held on Friday, 28 June 2024, Mr. Fan Lianshun, Mr. Xia Yuanbo, Mr. Chen Wei, Ms. Mo Lan, Mr. Shen Yunjia and Mr. Zeng Liang shall retire from office and have offered themselves for re-election at the AGM.

Being the independent non-executive Directors eligible for re-election at the AGM, each of Ms. Mo Lan, Mr. Shen Yunjia and Mr. Zeng Liang, has given an annual confirmation as to his or her independence according to the factors on independence set out in Rule 3.13 of the Listing Rules. Nothing has come to the attention of the Board which may adversely affect the independence of Ms. Mo Lan, Mr. Shen Yunjia and Mr. Zeng Liang. On the above basis, the Board believes that Ms. Mo Lan, Mr. Shen Yunjia and Mr. Zeng Liang shall continue to be independent in accordance with Rule 3.13 of the Listing Rules.

The nomination committee of the Company has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM. The Board believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

LETTER FROM THE BOARD

Details of the above named Directors who are subject to the re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules. The biography of the retiring Directors set out in Appendix II to this circular indicates the perspectives, skills and experience each individual can bring to the Board and contribute to the diversity of the Board.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 18 to 22 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate, the Repurchase Mandate, the re-election of Directors and the re-appointment of auditor.

FORM OF PROXY

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.regopimc.com. If you are not able to attend the AGM but wish to exercise your right as a Shareholder, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. If you attend and vote in person at the AGM, your instrument appointing the proxy will be deemed to have been revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rule, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll. After being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its authorised representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/ it has in the same manner.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both dates inclusive), during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate, the Repurchase Mandate and the re-election of Directors and the re-appointment of auditor to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

On behalf of the Board
Rego Interactive Co., Ltd.
Chen Ping
Chairman and executive Director

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their Shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,500,000,000 Shares. Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis that no further new Shares are issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 150,000,000 Shares, representing 10% of the aggregate number of the total issued Shares as at the date of the passing of the ordinary resolution for repurchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

3. REASONS FOR REPURCHASE

The Directors believes that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASE OF SHARES

In repurchasing securities, the Company may only apply funds lawfully available for such purpose in accordance with its Memorandum and the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or if so authorised by its Articles and subject to the provisions of the Companies Laws, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or if so authorised by the Articles and subject to the provisions of the Companies Laws, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2023 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Company may cancel any Shares it repurchased and/or hold them as treasury shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.528	0.394
May	0.746	0.436
June	0.729	0.519
July	0.679	0.536
August	0.637	0.310
September	0.377	0.323
October	0.356	0.251
November	0.460	0.272
December	0.465	0.380
2024		
January	0.520	0.325
February	0.465	0.325
March	0.430	0.385
April (up to the Latest Practicable Date)	0.435	0.385

7. UNDERTAKING OF THE DIRECTORS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands. Neither the Explanatory Statement nor the Repurchase Mandate has any unusual features.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders are interested in 5% or more of the Company's issued share capital, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholders	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Tian Huan	Interest in controlled corporation ^(Note 2) Parties acting in concert ^(Note 5)	705,060,000 (L)	47.00%	52.23%
Tanshin Investments	Beneficial Interest ^(Note 2)	182,130,000 (L)	12.14%	13.49%
Ms. Yin Xiaohua	Interest of spouse ^(Note 2)	705,060,000 (L)	47.00%	52.23%
Mr. Chen Ping	Interest in controlled corporation ^(Note 3) Parties acting in concert ^(Note 5)	705,060,000 (L)	47.00%	52.23%
Vicen Investments	Beneficial Interest ^(Note 3)	435,000,000 (L)	29.00%	32.22%
Ms. Yang Jie	Interest of spouse ^(Note 3)	705,060,000 (L)	47.00%	52.23%
Mr. Zhang Yongli	Interest in controlled corporation ^(Note 4) Parties acting in concert ^(Note 5)	705,060,000 (L)	47.00%	52.23%
Sprus Investments	Beneficial Interest ^(Note 4)	87,930,000 (L)	5.86%	6.51%
Ms. Chen Yingzhi	Interest of spouse ^(Note 4)	705,060,000 (L)	47.00%	52.23%

Notes:

- (1) The calculation is based on the total number of 1,500,000,000 Shares in issue as at the Latest Practicable Date, without taking into account any Shares that may be issued under the Share Option Scheme.
- (2) As at the Latest Practicable Date, Tanshin Investments directly held 182,130,000 Shares in the Company. Tanshin Investments was wholly-owned by Mr. Tian Huan. By virtue of the SFO, Mr. Tian Huan was therefore deemed to have an interest in the Shares held by Tanshin Investments. Ms. Yin Xiaohua is the spouse of Mr. Tian Huan. By virtue of the SFO, Ms. Yin Xiaohua is deemed to be interested in the same number of Shares in which Mr. Tian is interested.
- (3) As at the Latest Practicable Date, Vicen Investments directly held 435,000,000 Shares in the Company. Vicen Investments was wholly-owned by Mr. Chen Ping. By virtue of the SFO, Mr. Chen Ping was therefore deemed to have an interest in the Shares held by Vicen Investments. Ms. Yang Jie is the spouse of Mr. Chen Ping. By virtue of the SFO, Ms. Yang Jie is deemed to be interested in the same number of Shares in which Mr. Chen Ping is interested.
- (4) As at the Latest Practicable Date, Sprus Investments directly held 87,930,000 Shares in the Company. Sprus Investments was wholly-owned by Mr. Zhang Yongli. By virtue of the SFO, Mr. Zhang Yongli was therefore deemed to have an interest in the Shares held by Sprus Investments. Ms. Chen Yingzhi is the spouse of Mr. Zhang. By virtue of the SFO, Ms. Chen Yingzhi is deemed to be interested in the same number of Shares in which Mr. Zhang is interested.
- (5) Mr. Tian, Mr. Chen and Mr. Zhang are concert parties by virtue of the Acting-in-Concert Agreement. Please refer to the section headed “History, Development and Reorganisation – Common Control by Acting-in-Concert Agreement” in this prospectus for further details of the Acting-in-Concert Agreement.

Based on the shareholdings of the above controlling shareholders of the Company, namely Mr. Tian Huan, Mr. Chen Ping and Mr. Zhang Yongli (the “**Controlling Shareholders**”) as at the Latest Practicable Date, in the event the Directors exercise in full the Repurchase Mandate to repurchase Shares, it will trigger the Takeovers Code as a result of which the aggregate interests of the Controlling Shareholders will be increased proportionately to 52.23% and such Controlling Shareholders may be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as will trigger the Takeovers Code. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.

Mr. Fan Lianshun (范連順), aged 60, is appointed as an executive Director of the Company. Prior to joining the Group, Mr. Fan served in the Chinese People's Liberation Army ("PLA") for 21 years and founded Xi'an Tiantai Huitou Enterprise Management Group Co., Ltd. (西安天泰匯投企業管理集團有限公司) in 2019 as the legal representative and an executive director after retirement from the military service in 2003. Mr. Fan graduated from the PLA Information Engineering University (解放軍信息工程大學) in 1987 majoring in computer engineering, and obtained a doctorate degree in business administration from Xi'an Jiaotong University in 2010.

Save as disclosed above, Mr. Fan Lianshun does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Fan Lianshun was interested in 72,885,000 Shares, representing approximately 4.86% of the issued Shares, within the meaning of Part XV of the SFO.

Mr. Fan Lianshun has entered into a service contract with the Company for a period commencing on 5 January 2023 for a term of three years subject to re-election as and when required under the Articles and the provision under the service contract. The annual director's fee of Mr. Fan is RMB320,000 which is subject to certain adjustments (if any) as determined by the Board.

Mr. Xia Yuanbo (夏遠波), aged 40, is the president of the Group and CEO of the corporate digitalisation business group, and is appointed as an executive Director of the Company. Mr. Xia joined the Group in April 2018. He is primarily responsible for supervision and management of general operations of the Group.

Mr. Xia has also served as other roles in various members of the Group. From April 2018 to October 2018, he was appointed as the general manager of Hangzhou Runsheng and was redesignated as the director of interactive entertainment business from November 2018 to March 2019. He was then appointed as the secretary to the board of Hangzhou Runsheng from April 2019 to December 2019. From January 2020 to June 2020, he was appointed as the secretary to the board of Zhejiang Runye. From July 2020 to December 2023, he has been serving as the vice president of Hangzhou Rego. Since January 2024, he has been serving as the general manager of the equity department of Hangzhou Rego.

Mr. Xia has accumulated over 15 years of experience in value-added telecommunication industry. From March 2008 to October 2009, Mr. Xia served as an assistant to the manager in Shanghai Zhouxin, where he was responsible for customer and supplier development. He was

later redesignated as a district manager from November 2009 to May 2011; as the director of operation department from June 2011 to August 2013; as the deputy general manager from September 2013 to August 2014; and as the general manager of the same company from September 2014 to March 2018, where he was primarily responsible for overall operation and management of value-added service business of the company during these periods. From June 2016 to July 2019, Mr. Xia served as a director of Hubei Elite, where he was primarily responsible for overall management. Mr. Xia graduated from Zhejiang University of Science and Technology* (浙江科技學院) in the PRC with a bachelor's degree in communication engineering in June 2005.

Save as disclosed above, Mr. Xia Yuanbo does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Xia Yuanbo did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Xia Yuanbo has entered into a service contract with the Company for a period commencing on 5 January 2023 for a term of three years subject to re-election as and when required under the Articles and the provision under the service contract. The annual director's fee of Mr. Xia is RMB370,000 which is subject to certain adjustments (if any) as determined by the Board.

Mr. Chen Wei (陳緯), aged 40, was appointed as an executive Director of the Company on 1 January 2024. He was the executive director of Beijing Dingjin Xianghui Venture Capital Co., Ltd. (北京鼎金翔輝創業投資股份有限責任公司) from June 2010 to March 2018 and the vice president of Shanghai Juxing Media Co., Ltd. (上海巨興傳媒技術有限公司) from April 2018 to December 2019. Mr. Chen is also the executive director and general manager of Qingdao Haimaobian Investment Co., Ltd. (青島亥卯帛創業投資有限公司) since November 2020, the executive director and manager of Beijing Dingjin Xianghui Venture Capital Co., Ltd. since June 2021. Mr. Chen has been the general manager of Shanghai Deyixin Enterprise Management Co., Ltd. since January 2020. Mr. Chen obtained a bachelor degree in actuarial science in 2007 and a master degree in mathematical finance in 2009, both from Warwick University.

As at the Latest Practicable Date, Mr. Chen holds 67,800,000 (4.52%) shares in the Company.

Save as disclosed above, Mr. Chen Wei does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years preceding the Latest Practicable Date.

* For identification purposes only

Mr. Chen Wei has entered into a service contract with the Company for a period commencing on 1 January 2024 for a term of three years subject to re-election as and when required under the Articles and the provision under the service contract. Mr. Chen did not receive any director's remuneration from the Company.

Ms. Mo Lan (莫蘭), aged 37, was appointed as an independent non-executive Director of the Company on 1 January 2024. Ms. Mo has been the chairman and founder of Henghua Energy Technology Group Limited since 2014, and was the managing partner of Qingkong Guochuang Fund from 2018 to 2021. She was also the vice president of Shanxi Hongrun Electric Power Engineering Design Consulting Co., Ltd. (山西弘潤電力工程設計諮詢有限公司) from 2010 to 2014, and the administration manager of State Grid Corporation of China Exchange Construction Branch (國家電網公司交流建設分公司) from 2007 to 2010. Ms. Mo holds a master's degree in public policy and a doctorate in Education from Southwest University. She has also obtained an EMBA at PBC School of Finance, Tsinghua University in 2020.

Save as disclosed above, Ms. Mo Lan does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Ms. Mo Lan did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Ms. Mo Lan has entered into a service contract with the Company for a period commencing on 1 January 2024 for a term of three years subject to re-election as and when required under the Articles and the provision under the service contract. Ms. Mo did not receive any director's remuneration from the Company.

Mr. Shen Yunjia (沈雲駕), aged 35, was appointed as an independent non-executive Director of the Company on 1 January 2024. He currently serves as the financial director of Zhejiang Xinke Semiconductor Co., Ltd.. From 2011 to 2021, he served as the senior manager of BDO China Shu Lun Pan CPAs and the deputy director of investment banking at Zheshang Securities from 2021 to 2023. Mr. Shen graduated from Zhejiang University of Finance and Economics majoring in auditing and taxation.

Mr. Shen is also an independent non-executive director of Zhejiang Jingyang Mechanical and Electrical Co., Ltd. (浙江晶陽機電股份有限公司) (SZSE: 300316) since August 2023.

Save as disclosed above, Mr. Shen Yunjia does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Shen Yunjia did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Shen Yunjia has entered into a service contract with the Company for a period commencing on 1 January 2024 for a term of three years subject to re-election as and when required under the Articles and the provision under the service contract. Mr. Shen did not receive any director's remuneration from the Company.

Mr. Zeng Liang (曾良), aged 50, was appointed as an independent non-executive Director of the Company on 1 January 2024. Mr. Zeng Liang is a well-known Internet entrepreneur and angel investor. He has extensive experience in strategic planning, business development and operation management in industries such as digital marketing, mobile Internet and artificial intelligence applications.

Mr. Zeng served as senior vice president of Kingdee International Software Group Company Limited from 2003 to 2010. He worked for Microsoft as vice president of Greater China Region from 2010 to 2013 and was responsible for the development of government, education and medical industries in the region. From 2013 to 2017, he held several executive positions including vice president of Baidu Inc. and general manager of Baidu Nuomi. Mr. Zeng obtained Master of Science both in Management and in Engineering from Georgia Institute of Technology in the United States. In addition, he holds another Master of Science in Engineering degree from Tsinghua University in Beijing.

Mr. Zeng Liang has been an independent non-executive director of Kingwisoft Technology Group Company Limited (金慧科技集團股份有限公司) (SEHK: 8295) since 2021.

Save as disclosed above, Mr. Zeng Liang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Zeng Liang did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Zeng Liang has entered into a service contract with the Company for a period commencing on 1 January 2024 for a term of three years subject to re-election as and when required under the Articles and the provision under the service contract. Mr. Zeng did not receive any director's remuneration from the Company.

NOTICE OF THE ANNUAL GENERAL MEETING



Rego Interactive Co., Ltd (潤歌互動有限公司)

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2422)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Rego Interactive Co., Ltd (the “**Company**”) will be held at 2/F, Building 8, Yinhu Innovation Centre, Yinhu Street, Fuyang District, Hangzhou, PRC on 28 June 2024 at 2:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor for the year ended 31 December 2023.
2. To re-elect Mr. Fan Lianshun as an executive Director.
3. To re-elect Mr. Xia Yuanbo as an executive Director.
4. To re-elect Mr. Chen Wei as an executive Director.
5. To re-elect Ms. Mo Lan as an independent non-executive Director.
6. To re-elect Mr. Shen Yunjia as an independent non-executive Director.
7. To re-elect Mr. Zeng Liang as an independent non-executive Director.
8. To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
9. To re-appoint BDO Limited as the Company’s auditors and to authorise the Board to fix its remuneration.
10. “**THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.001 each in the share capital of the Company (the “**Shares**”) and to sell and transfer any treasury shares of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which

NOTICE OF THE ANNUAL GENERAL MEETING

would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or

NOTICE OF THE ANNUAL GENERAL MEETING

obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

11. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares of the Company in issue, which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

12. **“THAT** conditional upon resolutions numbered 10 and 11 above being passed, the unconditional general mandate granted to the Directors to allot, issue, sell or transfer, and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 10 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority

NOTICE OF THE ANNUAL GENERAL MEETING

granted pursuant to resolution numbered 11 above, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing the resolution.”

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

Hong Kong, 30 April 2024

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. With respect to resolutions numbered 2 to 7 of this notice, Mr. Fan Lianshun, Mr. Xia Yuanbo, Mr. Chen Wei, Ms. Mo Lan, Mr. Shen Yunjia and Mr. Zeng Liang shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated Tuesday, 30 April 2024.
6. With respect to resolution numbered 10 of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.

NOTICE OF THE ANNUAL GENERAL MEETING

7. With respect to resolution numbered 11 of this notice, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated Tuesday, 30 April 2024.
8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

As at the date of this notice, the Board comprises Mr. Chen Ping, Mr. Tian Huan, Mr. Zhang Yongli, Mr. Fan Lianshun, Mr. Xia Yuanbo and Mr. Chen Wei as executive Directors; and Ms. Mo Lan, Mr. Shen Yunjia and Mr. Zeng Liang as independent non-executive Directors.