
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 19/F, Rego Building, No. 77 Yinxi Road, Yinhu Street, Fuyang District, Hangzhou, PRC on Thursday, 26 June 2025 at 2:00 p.m. at which, among other things, the above proposals will be considered, which set out on pages 21 to 25 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 will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.regopimc.com.

25 April 2025

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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 19/F, Rego Building, No. 77 Yinxi Road, Yinhu Street, Fuyang District, Hangzhou, PRC on Thursday, 26 June 2025 at 2:00 p.m. notice of which is set out on pages 21 to 25 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 up to 20% of the total number of Shares in issue (excluding treasury shares) 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”	16 April 2025, 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 (excluding treasury shares) as at the date of passing of the relevant resolution granted such mandate
“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
“Takeover Code”	the Code on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it in the Listing Rules
“U.S. dollars”, “US\$” or “USD”	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 (*Vice President of Operations*)
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*

Room 1917, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

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

19/F, Rego Building
No. 77 Yinxi Road
Yinhu Street, Fuyang District
Hangzhou
the PRC

25 April 2025

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 2024 (the “**2024 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 2024 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 mandate 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 a generally 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 4 to 6 set out in the notice of AGM on pages 21 to 25 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 with nominal 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 Thursday, 26 June 2025, Mr. Chen Ping, Mr. Tian Huan, Mr. Zhang Yongli, Mr. Fan Lianshun, Mr. Xia Yuanbo and Mr. Chen Wei, 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 their 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 to the Company in accordance with Rule 3.13 of the Listing Rules.

The Nomination Committee 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 21 to 25 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, 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 Investors 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 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 authorized 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 Friday, 20 June 2025 to Thursday, 26 June 2025 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 Thursday, 19 June 2025.

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 auditors 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 (excluding treasury 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 authorized 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 authorized by its 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 2024 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.

To the best of the knowledge of the Directors, neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.425	0.400
May	0.420	0.400
June	0.415	0.375
July	0.465	0.390
August	0.450	0.390
September	0.620	0.390
October	0.740	0.460
November	0.910	0.590
December	0.970	0.780
2025		
January	0.860	0.610
February	0.540	0.445
March	0.470	0.400
April (up to the Latest Practicable Date)	0.460	0.360

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 have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

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. TAKEOVER 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 Takeover Code. As a result, a Shareholder (within the meaning under the Takeover 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 Takeover 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	Number of Shares interested	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Tian Huan ^(Note 1)	Interest in controlled corporation Parties acting in concert ^(Note 4)	705,060,000 (L)	47.00%	52.23%
Tanshin Investment Limited ^(Note 1)	Beneficial Interest	182,130,000 (L)	12.14%	13.49%
Ms. Yin Xiaohua ^(Note 1)	Interest of spouse	705,060,000 (L)	47.00%	52.23%
Mr. Chen Ping ^(Note 2)	Interest in controlled corporation Parties acting in concert ^(Note 4)	705,060,000 (L)	47.00%	52.23%
Vicen Investments Limited ^(Note 2)	Beneficial Interest	435,000,000 (L)	29.00%	32.22%
Ms. Yang Jie ^(Note 2)	Interest of spouse	705,060,000 (L)	47.00%	52.23%
Mr. Zhang Yongli ^(Note 3)	Interest in controlled corporation Parties acting in concert ^(Note 4)	705,060,000 (L)	47.00%	52.23%
Sprus Investments Limited ^(Note 3)	Beneficial Interest	87,930,000 (L)	5.86%	6.51%
Ms. Chen Yingzhi ^(Note 3)	Interest of spouse	705,060,000 (L)	47.00%	52.23%

Notes:

- (1) As at the Latest Practicable Date, Tanshin Investments Limited (“**Tanshin Investments**”) directly held 182,130,000 Shares in our Company. Tanshin Investments was wholly-owned by Mr. Tian. By virtue of the SFO, Mr. Tian was therefore deemed to have an interest in the Shares held by Tanshin Investments. Ms. Yin is the spouse of Mr. Tian. By virtue of the SFO, Ms. Yin is deemed to be interested in the same number of Shares in which Mr. Tian is interested.
- (2) As at the Latest Practicable Date, Vicen Investments Limited (“**Vicen Investments**”) directly held 435,000,000 Shares in our Company. Vicen Investments was wholly-owned by Mr. Chen. By virtue of the SFO, Mr. Chen was therefore deemed to have an interest in the Shares held by Vicen Investments. Ms. Yang is the spouse of Mr. Chen. By virtue of the SFO, Ms. Yang is deemed to be interested in the same number of Shares in which Mr. Chen is interested.
- (3) As at the Latest Practicable Date, Sprus Investments Limited (“**Sprus Investments**”) directly held 87,930,000 Shares in our Company. Sprus Investments was wholly-owned by Mr. Zhang. By virtue of the SFO, Mr. Zhang was therefore deemed to have an interest in the Shares held by Sprus Investments. Ms. Chen is the spouse of Mr. Zhang. By virtue of the SFO, Ms. Chen is deemed to be interested in the same number of Shares in which Mr. Zhang is interested.
- (4) 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 the Prospectus for further details of the Acting-in-Concert Agreement.

Based on the holdings of the above substantial 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 above Shareholders will be increased proportionately to 83.33% and such substantial 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 Takeover 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) during the year 2024 and up 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. Chen Ping (陳平), aged 59, is the chairman of the Board. He was appointed as an executive Director of the Company on 28 October 2021. As the chairman of our Board, Mr. Chen is primarily responsible for the overall strategic planning of our corporate directions, management, development and strategies of our Group. From January 2011 to July 2017, he also served as a director of Hangzhou Rego. Since November 2017, Mr. Chen has been serving as a director of Viben HK. Mr. Chen has accumulated over 31 years of experience in internet, computer software research and development related industry. Prior to joining the Group in 2011, Mr. Chen has worked at various organization. Set forth below are the details:

Name of Organisation	Position	Period of Service	Responsibilities
Zhejiang University (浙江大學) in the PRC	Associate professor	January 1990 – present	Mentored graduate students in the Department of Computer Science and Technology
Shenghua Lande Scitech Limited* (“ Shenghua Lande ” (浙江昇華蘭德科技股份有限公司) (previously known as Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司) (listed on GEM of the Stock Exchange, stock code: 8106))	General manager	May 1997 – September 2001	Primarily responsible for the company’s overall operation management, strategic and investment planning, board meetings coordination and administrative matters
	Chairman of the board and an executive director	September 2001 – May 2017	Primarily responsible for strategic and investment planning and business development affairs of the company
	Executive director	September 2001 – August 2020	
	Chief executive officer	September 2001 – March 2007	
		May 2009 – February 2017	

Mr. Chen graduated from the Department of Computer Science and Technology at Zhejiang University in the PRC with a bachelor's degree in computing software and a master's degree in engineering in July 1987 and December 1989, respectively. Since graduation from Zhejiang University, Mr. Chen has been involved in research and development of computer networking and communication platforms, particularly in wireless data communication platforms and was awarded the Zhejiang Province Science and Technology Advancement Second Prize and Third Prize (浙江省科學技術進步二等獎及三等獎) issued by the Zhejiang Provincial People's Government* (浙江省人民政府) in 1993. Mr. Chen published a computer networking academic textbook in the PRC. Mr. Chen received his master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in September 2005.

Save as disclosed above, Mr. Chen Ping 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. Chen Ping held was deemed to be interested in an aggregate of 705,060,000 Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Chen Ping has entered into a service contract with the Company for an initial term of three years with effect from 28 October 2021 subject always to re-election as and when required under the Articles and the provision under the service contract.

Mr. Chen Ping is entitled to an annual salary of nil.

Mr. Tian Huan (田歡), aged 55, is the chief executive officer of the Company. He is a founder of our Group and was appointed as an executive Director of the Company on 28 October 2021. As our chief executive officer, Mr. Tian is primarily responsible for the overall management, operations and charting and reviewing of corporate directions and strategies of our Group. He has served various capacities in Hangzhou Rego since 2011. He was appointed as a director of Hangzhou Rego from January 2011 to July 2017; a manager from January 2011 to July 2017; he was then promoted as vice chairman of the board in January 2013; in July 2017, he was further promoted as an executive director; he subsequently redesignated as the chairman of the board in November 2017. He has also been serving as an executive director of Zhejiang Runye, since September 2016; and an executive director and general manager of Hainan Rego since July 2019.

Mr. Tian has accumulated over 28 years of experience in sales and marketing of telecommunication appliances and computer system maintenance. Prior to joining our Group, Mr. Tian worked for various information and technology companies. From September 1988 to May 1989, Mr. Tian served as a salesman in the marketing department at Fujian Fuzhou City Science Committee Computer Company* (福建福州市科委福州電腦公司). From June 1989 to September 1991, Mr. Tian served as a department manager at Fuzhou Zhida Computer Co., Ltd.* (福州智達

計算機有限公司). From December 1992 to August 1999, Mr. Tian served as a greater district manager at Fuzhou Weifan Computer System Integration Co., Ltd.* (福州威帆電腦系統集成有限公司), where he supervised the sales of integrated computer systems and products. From September 1999 to July 2008, Mr. Tian served as a general manager at Hangzhou Saier Equipment, where he was responsible for the supervision of sales and marketing of telecommunication devices and products. From August 2008 to November 2012, he served as a general manager at Shanghai Lianxin Information Technology Co. Ltd.* (上海連欣通訊科技有限公司), where he supervised the system development and operation of the recharging system. From December 2012 to May 2017, Mr. Tian served as an executive vice president of Shanghai Zhouxin, where he supervised the business of value-added services for mobile carriers.

Mr. Tian graduated from Huaqiao University* (華僑大學) in the PRC with a bachelor's degree in applied mathematics in July 1988.

Save as disclosed above, Mr. Tian Huan 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. Tian Huan held was deemed to be interested in an aggregate of 705,060,000 Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Tian Huan has entered into a service contract with the Company for a period commencing on 28 October 2021 for a term of three years subject always to re-election as and when required under the Articles and the provision under the service contract.

Mr. Tian Huan is entitled to an annual salary of RMB422,000, which is determined with reference to her experience and duties as well as prevailing market condition.

Mr. Zhang Yongli (張永利), aged 35, is the chief operating officer of the Company. Mr. Zhang joined our Group in September 2016 and was appointed as an executive Director of the Company on 28 October 2021. As our chief operating officer, Mr. Zhang is primarily responsible for overall business development and operations. He has been serving various capacities in different subsidiaries of our Group since 2016. He has been serving as a manager of Zhejiang Runye since September 2016; as a manager and a director of Hangzhou Rego since July 2017 and November 2017 respectively; an executive director of Jiangxi Yunjia (a subsidiary which was deregistered on 5 November 2021) since October 2018; and was appointed as a vice chairman and manager of Yuncaitong from July 2018 to May 2020, and has been serving as the chairman of Yuncaitong since May 2020.

Mr. Zhang has accumulated over nine years of experience in the field of sales and marketing of telecommunication value-added services. Prior to joining our Group in 2016, Mr. Zhang served as a marketing director at Shanghai Zhouxin from June 2008 to January 2015,

where he supervised and managed the value-added service business. From February 2015 to October 2016, Mr. Zhang served as an associate general manager at Zhejiang Yuanxing Information Technology Co., Ltd.* (浙江元幸信息科技有限公司), where he was primarily responsible for overall operation of such company. Since May 2020, he has been serving as an executive director of Hangzhou Co-Creation Brilliant Technology Co., Ltd.* (杭州共創輝煌科技有限公司), where he is primarily responsible for overall operation of such company.

Mr. Zhang graduated from Zhejiang Institute of Economics and Trade* (浙江經貿職業技術學院) in the PRC with a diploma in applied electronics in June 2008.

Save as disclosed above, Mr. Zhang Yongli 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. Zhang Yongli held was deemed to be interested in an aggregate of 705,060,000 Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Zhang Yongli has entered into a service contract with the Company for a period commencing on 28 October 2021 for a term of three years subject always to re-election as and when required under the Articles and the provision under the service contract.

Mr. Zhang Yongli is entitled to an annual salary of RMB338,000, which is determined with reference to his experience and duties as well as prevailing market condition.

Mr. Fan Lianshun (范連順), aged 59, 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 holds 72,885,000 (4.86%) shares in the Company.

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 always to re-election as and when required under the Articles and the provision under the service contract.

Mr. Xia Yuanbo (夏遠波), aged 39, is the vice president of operations of the Group and is appointed as an executive Director of the Company. Mr. Xia joined the Group in April 2018 and 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. Since July 2020, he has been serving as the vice president of Hangzhou Rego.

Mr. Xia has accumulated over 13 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 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 did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Xia holds 14,950,000 (1%) shares in the Company.

Mr. Xia has entered into a service contract with the Company for a period commencing on 5 January 2023 for a term of three years subject always to re-election as and when required under the Articles and the provision under the service contract.

Mr. Chen Wei (陳緯), aged 41, is appointed as an executive Director of the Company. Prior to joining the Group, Mr. Chen 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 date. Mr. Chen is also the executive director and general manager of Qingdao Haimaobian Investment Co., Ltd. (青島亥卯帑創業投資有限公司) since November 2020, the executive director and manager of Beijing Dingjin Xianghui Venture Capital Co., Ltd. since June 2021. Mr. Chen 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.

Mr. Chen has entered into a service contract with the Company as an executive Director of the Company for a term of three years commencing from 1 January 2024. He shall hold office until the next general meeting of the Company and shall be eligible for re-election at such general meeting pursuant to the Company's Articles of Association. Mr. Chen will not receive any director's remuneration from the Company.

Save as disclosed above, Mr. Chen did not hold any other directorship in other public companies of which the securities are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor hold other position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Chen does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company.

* For identification purpose only

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 19/F, Rego Building, No. 77 Yinxi Road, Yinhu Street, Fuyang District, Hangzhou, PRC on Thursday, 26 June 2025 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 auditors for the year ended 31 December 2024.
2. To re-elect Mr. Chen Ping as an executive Director.
3. To re-elect Mr. Tian Huan as an executive Director.
4. To re-elect Mr. Zhang Yongli as an executive Director.
5. To re-elect Mr. Fan Lianshun as an executive Director.
6. To re-elect Mr. Xia Yuanbo as an executive Director.
7. To re-elect Mr. Chen Wei as an executive Director.
8. To authorize 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 authorize the Board to fix their 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 make or grant offers, agreements and options (including warrants, bonds and debentures convertible

NOTICE OF THE ANNUAL GENERAL MEETING

into Shares) which 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 or agreed conditionally or unconditionally to be allotted (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 (excluding treasury shares) 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 authorization given to the Directors and shall authorize 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 (excluding treasury shares) 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 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 11 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 granted pursuant to

NOTICE OF THE ANNUAL GENERAL MEETING

resolution numbered 11 above, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding treasury shares) 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, 25 April 2025

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 Friday, 20 June 2025 to Thursday, 26 June 2025 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 Thursday, 19 June 2025.
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 authorized in writing, or if the appointor is a corporation, under the hand of an officer or attorney or other person duly authorized, 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 resolution numbered 2 to 7 of this notice, Mr. Chen Ping, Mr. Tian Huan, Mr. Zhang Yongli, Mr. Fan Lianshun, Mr. Xia Yuanbo and Mr. Chen Wei 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 Friday, 25 April 2025.
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 Friday, 25 April 2025.
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.