Rego Interactive Co., Ltd
(潤歌互動有限公司)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2422)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent of the Company

盈宝证券
WINBULL

On 23 December 2025 (after trading hours of the Stock Exchange), the Company and Winbull Securities International (Hong Kong) Limited ("**Placing Agent**") entered into a conditional placing agreement ("**Placing Agreement**"), pursuant to the Placing Agreement, the Placing Agent has agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 160,000,000 new Shares of the Company ("**Placing Shares**") at the Placing Price of HK$0.435 per Placing Share upon the terms and subject to the conditions set out in the Placing Agreement.

The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the Company's AGM.

Assuming that there will be no change in the issued share capital of the Company during the period between the date of this announcement and the completion of the Placing, a maximum of 160,000,000 Placing Shares will be placed under the Placing, which represents:

(i) approximately 10.67% of the existing issued share capital of the Company as at the date of this announcement; and

(ii) approximately 9.64% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

The aggregate nominal value of the maximum number of Placing Shares under the Placing will be US$160,000.

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Placing Shares.

Since completion of the Placing is subject to the fulfilment of the conditions as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

The principal terms of the Placing Agreement are set out below:

The Placing Agreement

Date: 23 December 2025

Parties: (i) the Company; and

(ii) the Placing Agent.

To the best of the knowledge, information and belief of the Directors and the Placing Agent, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placees

The Placing Agent will, on a best effort basis, place the Placing Shares to not less than six Placees, who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties. The Placing Agent shall make reasonable efforts to ensure the independence of the Placees in accordance to the Listing Rules and applicable regulatory rules.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, none of the Placees will become a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Placing.

Placing Commission

The Placing Agent will charge a placing commission equivalent to 0.5% of the aggregate Placing Price for the Placing Shares successfully placed. The placing commission was negotiated on an arm's length basis between the Company and the Placing Agent and determined with reference to, amongst other things, the prevailing commission rate charged by other placing agents and the size of the Placing.

The Directors consider that the placing commission is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Number of the Placing Shares

Assuming that there will be no change in the issued share capital of the Company during the period between the date of this announcement and the allocation and issue of the Placing Shares, a maximum of 160,000,000 Placing Shares represents (i) approximately 10.67% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 9.64% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

Ranking of the Placing Shares

The Placing Shares under the Placing will rank, upon allotment and issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK$0.435 per Placing Share represents:

(i) a discount of approximately 19.44% to the closing price of HK$0.54 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(ii) a discount of approximately 12.65% to the average closing price of HK$0.498 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price is exclusive of any brokerage, trading fees, transaction fees and levies, and was determined following arm’s length negotiations between the Company and the Placing Agent with reference to the prevailing market prices of the Shares.

Proceeds

Assuming all the Placing Shares are fully placed, the gross proceeds and net proceeds (after deducting the placing commission and related expenses) from the Placing will be approximately HK$69.6 million and approximately HK$68.6 million (with a net price of HK$0.429 per Placing Share), respectively.

General Mandate to Allot and Issue the Placing Shares

The Placing Shares will be allotted and issued pursuant to the General Mandate. Under the General Mandate, the Company is authorised to issue up to 300,000,000 new Shares, being 20% of the number of issued Shares as at the date of the AGM.

As at the date of this announcement, no Share has been allotted and issued under the General Mandate. A maximum of 160,000,000 Placing Shares under the Placing represents approximately 53.33% of the total number of 300,000,000 Shares may be allotted and issued under the General Mandate. Accordingly, the Placing is not subject to further approval of the Shareholders.

Application for Listing of Placing Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

Conditions of the Placing Agreement

Completion of the Placing is conditional upon fulfilment of the several conditions on or before the Completion Date, which includes, inter alia:

a. the approval for the listing of, and the permission to deal in, the Placing Shares being granted by the Listing Committee of the Stock Exchange, and such permission and listing not being revoked before the completion of the placing;

b. all necessary relevant consents, approvals, authorisations or filings (if applicable) having been obtained in respect of the Placing and the transactions contemplated under the Placing Agreement; and

c. no events or conditions having occurred before the completion of the placing which might have material adverse impacts on the overall business, financial or operational conditions of the Group.

If any of the conditions is not satisfied or waived by 31 January 2026 (or such other date as may be agreed in writing between the Placing Agent and the Company), the obligations of the parties under the Placing Agreement will cease and terminate.

Completion of the Placing

Completion of the Placing shall take place within four Business Days after the fulfilment of all conditions as set out in the Placing Agreement (or such other date as may be agreed in writing between the Company and the Placing Agent).

Reasons for and benefits of the Placing and Use of Proceeds

The Group is primarily engaged in corporate digitalisation solution service and industry digitalisation solution service, with its business covering enterprises private domain traffic marketing services, marketing service operation platform services and solutions on lottery related software systems and equipment. In view of the current market conditions, the Directors is of the view that the Placing offers a good opportunity to broaden shareholder base and capital foundation of the Company, so as to raise funds for the future development of the Company's businesses.

It is expected that the maximum gross proceeds and net proceeds (after deducting the placing commission and related expenses) from the Placing will be approximately HK$69.6 million and HK$68.6 million, respectively. The net proceeds from the Placing will be used for the following purposes:

(1) as to approximately 20% for the development and expansion of the private domain traffic marketing services business; and

(2) as to approximately 80% for replenishing the Company's general working capital.

The Directors consider that the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Equity Fund Raising Activities in the Past Twelve Months

The Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (subject to completion of the Placing and assuming all the Placing Shares are fully placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out below:

Name of Shareholder	**As at the date of this announcement**		**Immediately upon Completion**	
	Number of issued Shares	*Approximate %*	*Number of issued Shares*	*Approximate %*
Directors and Substantial Shareholders				
Vicen Investments Limited[1]	435,000,000	29.00%	435,000,000	26.2%
Tanshin Investments Limited[1]	182,130,000	12.14%	182,130,000	10.97%
Sprus Investments Limited[1]	87,930,000	5.86%	87,930,000	5.30%
Tiantai Investment Holding Co. Ltd. (天泰投資控股有限公司)[2]	72,885,000	4.86%	72,885,000	4.39%
Mr. Chen Wei	67,800,000	4.52%	67,800,000	4.08%
Mr. Xia Yuanbo	14,950,000	1.00%	14,950,000	0.90%
Placees	–	–	160,000,000	9.64%
Other public shareholders	639,305,000	42.62%	639,305,000	38.51%
Total	1,500,000,000	100.00%	1,660,000,000	100.00%

1. Tanshin Investments Limited (a company wholly owned by Mr. Tian Huan), Vicen Investments Limited (a company wholly owned by Mr. Chen Ping) and Sprus Investments Limited (a company wholly owned by Mr. Zhang Yongli). On 22 October 2021, Mr. Tian Huan, Mr. Chen Ping and Mr. Zhang Yongli entered into an acting-in-concert agreement. By virtue of the acting-in-concert agreement, Mr. Tian Huan, Mr. Chen Ping, Mr. Zhang Yongli, Tanshin Investments Limited, Vicen Investments Limited and Sprus Investments Limited are regarded as a group of controlling shareholders of the Company as at the date of this announcement.

2. Tiantai Investment Holding Co., Ltd. (天泰投資控股有限公司) is held as to 63.45% and 36.55% by Mr. Fan Lianshun and his spouse Ms. Zhang Limin (張利民), respectively. As at the date of this announcement, Mr. Fan Lianshun is the executive Director of the Company.

GENERAL

Since completion of the Placing is subject to the fulfilment of the conditions as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

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

"AGM"	the annual general meeting of the Company held on 26 June 2025
"associates"	has the meaning ascribed to this term under the Listing Rules
"Authority"	any administrative, governmental or regulatory commission, board, body, authority or agency, or any stock exchange, self-regulatory organization or other non-governmental regulatory authority, or any court, tribunal or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic or foreign
"Board"	the board of Directors of the Company
"Business Day(s)"	any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or extreme conditions is announced in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Company"	Rego Interactive Co., Ltd (潤歌互動有限公司), a company incorporated in the Cayman Islands with limited liability, and its issued shares are listed on the Main Board of the Stock Exchange (stock code: 2422)
"Completion Date"	the fourth Business Day after the fulfilment of all the conditions precedent under the Placing Agreement or such other date as the Company and the Placing Agent may agree in writing
"connected person(s)"	has the meaning as ascribed to this term under the Listing Rules
"Director(s)"	director(s) of the Company
"General Mandate"	the general mandate granted by the Shareholders to the Directors at the AGM to allot, issue or deal with 300,000,000 Shares, being 20% of the number of issued Shares as at the date of the AGM

"Group"	the Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of the Company and its connected persons
"Law"	any and all national, central, federal, provincial, state, regional, municipal, local, domestic or foreign laws (including, without limitation, any common law or case law), statutes, ordinances, legal codes, regulations or rules (including, without limitation, any and all regulations, rules, orders, judgments, decrees, rulings, opinions, guidelines, measures, notices or circulars (in each case, whether formally published or not and to the extent mandatory or, if not complied with, the basis for legal, administrative, regulatory or judicial consequences) of any Authority)
"Listing Committee"	has the meaning ascribed to this term under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Placee(s)"	any individuals, corporates, institutional investors or other investors to be procured and selected by the Placing Agent in its sole discretion to subscribe for any of the Placing Shares
"Placing"	the placing, on a best effort basis, of up to 160,000,000 Placing Shares on and subject to the conditions set out in the Placing Agreement
"Placing Agent"	Winbull Securities International (Hong Kong) Limited
"Placing Agreement"	the conditional placing agreement entered into between the Company and the Placing Agent dated 23 December 2025 in relation to the Placing
"Placing Price"	HK$0.435 per Placing Share
"Placing Share(s)"	an aggregate of up to 160,000,000 new Shares to be placed pursuant to the Placing Agreement, and each a "Placing Share"

"Share(s)"	ordinary shares in the capital of the Company with a nominal value of US$0.001 each, and each a "Share"
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US$"	US dollars, the lawful currency of the United States of America
"Winbull Securities"	Winbull Securities International (Hong Kong) Limited
"%"	per cent.

By order of the Board
Rego Interactive Co., Ltd
Chen Ping
Executive Director

Hong Kong, 23 December 2025

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