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

CHANGE IN USE OF PROCEEDS FROM THE RIGHTS ISSUE

Reference is made to the prospectus of the Company dated 20 November 2023 (the "**Prospectus**") in relation to the proposed rights issue on the basis of one (1) rights share for every two (2) shares held on the record date on a non-underwritten basis (the "**Rights Issue**"). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

The board of directors (the "**Board**") would like to provide an update on the proposed change in use of proceeds from the Rights Issue in the manner as set out below.

USE OF PROCEEDS FROM THE RIGHTS ISSUE

As disclosed in the Prospectus, the net proceeds of approximately HK$99.0 million (the "**Net Proceeds**") from the Rights Issue shall be applied as follows: (i) 65% of the Net Proceeds will be used for an acquisition of the entire issued share capital of a PRC company whose principal business is the provision of e-commerce solutions to its brand partners mainly derived from product sales; (ii) 25% of the Net Proceeds will be used for the development and expansion of virtual and physical goods delivery business; and (iii) 10% of the Net Proceeds will be used for general working capital.

CHANGE IN USE OF PROCEEDS

As at the date of this announcement, a total of approximately HK$51.1 million of the Net Proceeds from the Rights Issue had been utilised by the Group according to the allocation as set out in the Prospectus and the remaining Net Proceeds from the Rights Issue amount to approximately HK$47.8 million (the "**Remaining Net Proceeds**").

After careful consideration and detailed evaluation of the Group's operations and the business strategies, the Board has resolved to change the use of the Remaining Net Proceeds. Set out below is the utilisation of Net Proceeds up to the date of this announcement and the proposed change in use of the Remaining Net Proceeds:

Use of Net Proceeds of the Rights Issue	**Intended use of Net Proceeds as disclosed in the Prospectus** *HK$'million (%)*	**Utilised Net Proceeds as at the date of this announcement** *HK$'million*	**Remaining Net Proceeds as at the date of this announcement** *HK$'million*	**Revised allocation of the Remaining Net Proceeds** *HK$'million*
Acquisition of a PRC company	64.3 (65%)	16.5 *(Note 1)*	47.8	–
Development and expansion of virtual and physical goods delivery business	24.7 (25%)	24.7	–	–
General working capital of the Group	9.9 (10%)	9.9	–	64.3 *(Note 2)*
	99.0	51.1	47.8	64.3

Notes:

1 For the acquisition project of a PRC company, the Company issued the Memorandum of Understanding in Relation to the Potential Acquisition on 22 December 2023, and paid in advance HK$16.5 million to the shareholders of the PRC target company. The Company subsequently issued the Extension of the Memorandum of Understanding in Relation to the Potential Acquisition on 13 June 2024 and 13 June 2025, and gradually extended the long stop date of the acquisition to 30 June 2026.

2 Since the acquisition project did not proceed as planned, the aforesaid prepayment of HK$16.5 million shall be refunded to the Company on 30 June 2026 and the remaining amount of HK$47.8 million shall be aggregated and allocated to the Group's general working capital.

The Company currently expects to fully utilise the Remaining Net Proceeds by 31 December 2026.

Save for the disclosed herein, there are no other changes in the use of the Net Proceeds.

REASONS FOR AND BENEFITS OF THE CHANGE IN USE OF PROCEEDS

The Company originally planned to use the proceeds to invest in the acquisition of a PRC company. The principal business of the target company is the provision of e-commerce solutions to its brand partners mainly derived from product sales. Due to increasing market uncertainties, coupled with the fact that the target company failed to achieve the expected business performance, after several rounds of negotiations and careful evaluations, the investment project failed to make substantial progress. After taking into consideration of the need to ensure the Company's capital utilization efficiency and better accommodate the Group's current operation and development requirements, the Board has resolved to reallocate the remaining unutilised Net Proceeds of approximately HK$64.3 million which was originally planned to be used for the acquisition of a PRC company to be used as the Group's working capital for company operation. The unutilised Net Proceeds are expected to be utilised on or before 31 December 2026.

The Company has taken into account the Group's recent business development when assessing the use of the unutilised Net Proceeds. The change in use of the Remaining Net Proceeds will bring significant advantages to the Company, allowing the Company to deploy its financial resources more effectively, which is in the interests of the Company and its shareholders as a whole. The Board is of the view that the change in use of the unutilised Net Proceeds will not have any material adverse impact on the operations of the Group and is in the interests of the Company and its shareholders as a whole.

Save as disclosed in this announcement, the Board expected that there are no other changes to the plan for the use of the Remaining Net Proceeds.

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

Hong Kong, 21 November 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.