

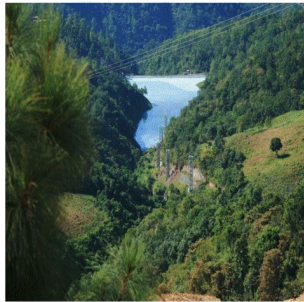


Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

16 March 2015



ANNOUNCEMENT

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company will be held at Salons 1 and 2, Level 1, MGM Macau*, Avenida Dr. Sun Yat Sen, NAPE, Macau on Thursday, 2 April 2015 at 11:00 am to consider and, if thought fit, approve (with or without amendments) the following resolution (*Shuttle buses of MGM Macau will depart from the New Macau Maritime Ferry Terminal from time to time):

1. AS AN ORDINARY RESOLUTION

“THAT:

- (a) (i) the disposal by the Company of, in aggregate, 708,584 shares (“**Binary Share(s)**” or “**Sale Share(s)**”) in Binary Holdings Ltd. (“**Binary**”) to: (1) Jean-Yves Sireau (187,796 Binary Shares, by way of a share transfer); (2) Binary (375,591 Binary Shares, by way of a selective share buy-back); (3) James Mellon (125,197 Binary Shares, by way of a share transfer); and (4) Capital International (Nominees) Limited (“**CINL**”, being the nominee of a pension fund, of which Anderson Whamond is the sole beneficiary) (20,000 Binary Shares, by way of a



share transfer) (collectively the “**First Sale Purchasers**”) for US\$15.9748152 per Binary Share, or an aggregate consideration of US\$11,319,498.46, in cash, before interest, pursuant to the sale and purchase agreement dated 16 January 2015 (the “**First Sale Agreement**”) entered into by the Company with JYS (BVI) Ltd., Jean-Yves Sireau, Binary, James Mellon and CINL (as the nominee for Anderson Whamond) (the “**First Sale**”), details of which are set out in the circular issued by the Company on 16 March 2015 (the “**Circular**”) (copies of the First Sale Agreement and the Circular are produced at the meeting marked “A” and “B” respectively and signed by the chairman of the meeting for the purpose of identification);

- (ii) the possible disposal by the Company of, in aggregate, up to 230,394 Binary Shares to: (1) Jean-Yves Sireau (61,061 Binary Shares, by way of a share transfer); (2) Binary (122,122 Binary Shares, by way of a selective share buy-back); (3) James Mellon (40,707 Binary Shares, by way of a share transfer); and (4) CINL (as the nominee for Anderson Whamond) (6,503 Binary Shares, by way of a share transfer) for no less than US\$15.9748152 per Binary Share, or an aggregate consideration of US\$3,680,501.57, in cash, before interest, pursuant to the First Sale Agreement, in the event that the Third Parties Sale Agreement (as defined in Ordinary Resolution numbered 2(a)(i) below) does not complete as planned and no other binding sale and purchase agreement(s) have been entered into by the Company with third parties in respect of up to 230,394 Binary Shares on or before the expiry of six months from the date of the First Sale Agreement (or, in any event, such other date as may be agreed among the parties thereto) (the “**First Sale Long Stop Date**”) pursuant to the Third Parties Sale (as intended by the Company and referred to in Ordinary Resolution numbered (2) below) and that each of the First Sale Purchasers shall have the right to acquire his/its pro-rata share (calculated by dividing the number of Sale Shares allocated to each First Sale Purchaser in the First Sale Agreement by the total number of Sale Shares) of the unsold Third Parties Sale Shares (as referred to in Ordinary Resolution numbered (2) below) on exactly the same terms provided in the First Sale Agreement, including the same consideration per Binary Share as is payable for the First Sale Shares, within five Business Days (as defined therein) of the First Sale Long Stop Date, unless otherwise agreed between the parties; and
- (iii) the deferred consideration in the amount of US\$5,659,749.23, together with any interest at the rate of 8 per cent per annum to be calculated and accrue daily in respect of any and all unpaid sums from (and including) the date of closing of the First Sale, payable in cash pursuant to the First Sale Agreement within 18 months of the date of closing of the First Sale, which constitute financial



assistance to each of the First Sale Purchasers under Chapters 14 and 14A of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

be and is hereby approved; and

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things, including but not limited to execution of all documents, which the Directors deem necessary, appropriate or desirable or expedient to implement and give effect to any matters relating to or in connection with the transactions contemplated under the First Sale Agreement.”

2. AS AN ORDINARY RESOLUTION

“**THAT:**

- (a) (i) conditional upon the passing of Ordinary Resolution numbered (1) above, the disposal by the Company of, in aggregate, 230,394 shares (“**Binary Share(s)**” or “**Sale Share(s)**”) in Binary Holdings Ltd. (“**Binary**”), in ease case by way of a share transfer, to: (1) Euroblue Investments Limited (187,796 Binary Shares); (2) Capital International (Nominees) Limited (“**CINL**”, being the nominee of a pension fund, of which Anderson Whamond is the sole beneficiary (20,000 Binary Shares); and (3) five independent individuals (in aggregate, 22,598 Binary Shares) (collectively the “**Third Parties Sale Purchasers**”) for US\$15.9748152 per Binary Share, or an aggregate consideration of US\$3,680,501.57, in cash, before interest, pursuant to the sale and purchase agreement dated 4 March 2015 (the “**Third Parties Sale Agreement**”) entered into by the Company with Euroblue Investments Limited, CINL (as the nominee for Anderson Whamond) and five independent individuals (the “**Third Parties Sale**”), details of which are set out in the circular issued by the Company on 16 March 2015 (the “**Circular**”) (copies of the Third Parties Sale Agreement and the Circular are produced at the meeting marked “C” and “B” respectively and signed by the chairman of the meeting for the purpose of identification); and
- (ii) the deferred consideration in the amount of US\$1,840,250.79, together with any interest at the rate of 8 per cent per annum to be calculated and accrue daily in respect of any and all unpaid sums from (and including) the date of closing of the Third Parties Sale, payable in cash pursuant to the Third Parties Sale Agreement within 18 months of the date of closing of the Third Parties Sale, which constitute financial assistance to each of the Third Parties Sale Purchasers under Chapter 14 and, if applicable, Chapter 14A of The Rules



Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

be and is hereby approved; and

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things, including but not limited to execution of all documents, which the Directors deem necessary, appropriate or desirable or expedient to implement and give effect to any matters relating to or in connection with the transactions contemplated under the Third Parties Sale Agreement.”

By Order of the Board of
Regent Pacific Group Limited

Jamie Gibson
Director

Directors of the Company:

James Mellon (*Co-Chairman*)^{*}

Stephen Dattels (*Co-Chairman*)^{*}

Jamie Gibson (*Chief Executive Officer*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 16 March 2015



Notes:

1. Shareholders are recommended to read the shareholders' circular dated 16 March 2015 issued by the Company (the "**Circular**"), which contains important information concerning the resolutions proposed at the extraordinary general meeting being convened by this notice (the "**Extraordinary General Meeting**").

Unless the context requires otherwise, capitalised terms used in this notice shall have the same meaning given to them in the Circular, of which this notice forms part.

2. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting if he so wishes.
3. In order for it to be valid, the form of proxy, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited with the Company Secretary at the Company's principal place of business in Hong Kong at 8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for the meeting or its adjourned meeting.
4. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Register of Members of the Company in respect of such joint holding.
5. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.
6. If at any time after 7:00 am on the date of the Extraordinary General Meeting: (i) Typhoon Signal numbered 8 or above or a "black" rainstorm warning is in effect; or (ii) the service of the ferry between Hong Kong and Macau is suspended, the Extraordinary General Meeting will be postponed. The Company will post an announcement on the websites of the Company (www.regentpac.com) and the HK Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the re-scheduled meeting.