



# Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

4 February 2016

## ANNOUNCEMENT

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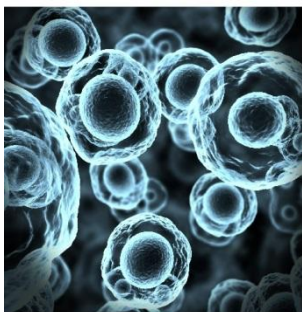
### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of the Company will be held at Salons 1 and 2, Level 1, MGM Macau<sup>\*</sup>, Avenida Dr. Sun Yat Sen, NAPE, Macau on Wednesday, 2 March 2016 at 11:00 am to consider and, if thought fit, approve (with or without amendments) the following resolutions (<sup>\*</sup>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) the Transaction (as defined and detailed in the shareholders’ circular issued by the Company on 4 February 2016 (the “**Circular**”), a copy of the which is produced at the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions and agreements contemplated under or incidental to the Transaction be and are hereby approved;





- (b) conditional upon the passing of Ordinary Resolution numbered (2) below and upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, up to 14,047,113,239 Consideration Shares (as defined and detailed in the Circular, being the sum of: (i) up to 11,568,619,063 new shares to be issued, credited as fully paid, by the Company to Plethora Shareholders (as defined and detailed in the Circular); and (ii) up to 2,478,494,176 new shares to be issued, credited as fully paid, by the Company to the holders of the Plethora Convertible Instruments (as defined and detailed in the Circular) and the holders of awards under the Plethora LTIP (as defined and detailed in the Circular), in each case pursuant to the Transaction), the issue of the Consideration Shares be and is hereby approved; and
- (c) 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 Transaction.”

## 2. AS AN ORDINARY RESOLUTION

“**THAT** conditional upon the passing of Ordinary Resolution numbered (1) above, the authorised share capital of the Company be increased from US\$105,500,000 comprising: (a) 10,000,000,000 ordinary shares of US\$0.01 each (“**Share(s)**”); and (b) 550,000,000 unclassified shares of US\$0.01 each (which may be issued as ordinary shares or non-voting convertible deferred shares (“**Deferred Share(s)**”)) to US\$235,500,000 by the creation of 13,000,000,000 additional Shares so that the share capital comprises: (i) 23,000,000,000 Shares; and (ii) 550,000,000 unclassified shares of US\$0.01 each (which may be issued as Shares or Deferred Shares).”

By Order of the Board of  
**Regent Pacific Group Limited**

Jamie Gibson  
*Director*



**Directors of the Company:**

James Mellon (*Co-Chairman*)<sup>\*</sup>

Stephen Dattels (*Co-Chairman*)<sup>\*</sup>

Jamie Gibson (*Chief Executive Officer*)

David Comba<sup>#</sup>

Julie Oates<sup>#</sup>

Mark Searle<sup>#</sup>

Jayne Sutcliffe<sup>\*</sup>

<sup>\*</sup> *Non-Executive Directors*

<sup>#</sup> *Independent Non-Executive Directors*

Hong Kong, 4 February 2016

Notes:

1. Shareholders are recommended to read the shareholders' circular dated 4 February 2016 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](http://www.regentpac.com)) and the Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the re-scheduled meeting.