



(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

27 March 2019

ANNOUNCEMENT



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SUPPLEMENTAL ANNOUNCEMENT: PROPOSED ADOPTION OF THE AMENDED AND RE-STATED ARTICLES OF ASSOCIATION

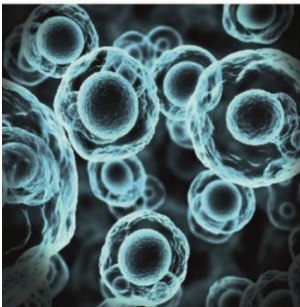


SUMMARY

Reference is made to the announcement issued by the Company on 22 March 2019 in relation to, among others, the proposed adoption of the Amended and Re-stated Articles of Association.

A summary of the proposed amendments to the Company's existing Articles of Association is provided in this announcement.

The Circular containing, among other things, the details of the proposed amendments to be incorporated in the Amended and Re-stated Articles of Association, accompanied by the notice of the 2019 Annual General Meeting and the related proxy form, will be despatched to all its shareholders and be published on websites before 30 April 2019.



Reference is made to the announcement issued by Regent Pacific Group Limited (the “**Company**”) on 22 March 2019 in relation to, among others, the proposed adoption of the Amended and Re-stated Articles of Association (the “**Announcement**”).

Unless the context otherwise requires, capitalised terms used in this announcement shall have the meaning given to them in the Announcement.

It is noted in the Announcement that to keep abreast of updates to the HK Listing Rules and the normal standard required from a listed issuer on the HK Stock Exchange, the Directors propose to seek the approval of the Shareholders to amend the existing Articles of Association. The Directors have therefore proposed a special resolution at the 2019 Annual General Meeting to adopt the Amended and Re-stated Articles of Association to update various provisions contained in the existing Articles of Association of the Company. The Circular containing, among other things, the details of the proposed amendments to be incorporated in the Amended and Re-stated Articles of Association, accompanied by the notice of the 2019 Annual General Meeting and the related proxy form, will be despatched to all its shareholders and be published on websites before 30 April 2019. In addition, the Amended and Re-stated Articles of Association marked up to show the proposed amendments, compared to the Company’s existing Articles of Association will also be placed on the Company’s website from 30 April 2019.

A summary of the proposed amendments to the Company’s existing Articles of Association is as follows:

- (a) to provide that a member or members (acting together) of the Company representing not less than ten (10) per cent (previously, this was one-fifth) of the paid up capital of the Company which carries the right of voting at the general meetings may call for general meetings of the Company on written requisitions;
- (b) to provide that the duly appointed proxy or proxies have the right to speak at the general meetings of the Company;
- (c) to provide that the shareholders have the right to elect to receive corporate communications by electronic means;
- (d) to require deemed service by post to be the second business day after posting of the relevant notice (previously, deemed service occurred on the day following posting);



- (e) to insert the definition of “close associate” and update the provisions covering conflicts of interest by “close associate” of directors in the Articles of Association in light of the related amendments to HK Listing Rules; and
- (f) to incorporate certain housekeeping amendments.

On Behalf of the Board of
Regent Pacific Group Limited

Jamie Gibson
Director

Directors of the Company:

James Mellon (*Chairman*)^{*}

Jamie Gibson (*Chief Executive Officer*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 27 March 2019