



(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

11 July 2019



ANNOUNCEMENT

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NOTICE OF EXTRAORDINARY GENERAL MEETING

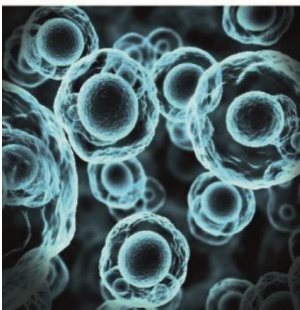
NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company will be held at Salons 1 and 2, Level 1, MGM Macau*, Avenida Dr. Sun Yat Sen, NAPE, Macau on Tuesday, 30 July 2019 at 11:00 am for the following purposes (*Shuttle buses of MGM Macau will depart from the New Macau Maritime Ferry Terminal from time to time):

1. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution:

AS AN ORDINARY RESOLUTION

“THAT:

- (a) conditional upon the passing of Ordinary Resolution numbered (2) below, the issue of an aggregate of US\$6,700,000 4% coupon convertible notes due 2022 (**“Connected Convertible Note(s)”**), which are convertible into ordinary shares of US\$0.01 each of the Company (**“Share(s)”**), pursuant to the conditional subscription agreement dated 29 May 2019 (the **“Connected Subscription Agreement”**) entered into between the Company, as issuer, and Galloway Limited, James Mellon,





Jamie Gibson and David Church, as subscribers (collectively, the “**Connected Subscribers**”) (as detailed in the shareholders’ circular issued by the Company on 11 July 2019, a copy of which is produced at the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder or incidental to the Connected Subscription Agreement and the issue of the Convertible Notes thereunder be and are hereby approved;

- (b) conditional upon the passing of Ordinary Resolution numbered (3) 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 275,440,941 Shares (“**Connected Conversion Shares**”), which are to be issued and allotted to the Connected Subscribers upon conversion of the Connected Convertible Notes, the issue of up to 275,440,941 Connected Conversion Shares be and is hereby approved; and
- (c) any one of the Independent Non-Executive Directors or the Company Secretary or the Chief Financial Officer of the Company be and is hereby authorised to do all such acts and things, including, but not limited to, the execution of all documents, for and on behalf of the Company, which they 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 Connected Subscription Agreement and/or the issue of the Connected Convertible Notes thereunder.”

2. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution:

AS AN ORDINARY RESOLUTION

“**THAT:**

- (a) conditional upon the passing of Ordinary Resolution numbered (1) above, the issue of an aggregate of US\$10,800,000 4% coupon convertible notes due 2022 (“**Third Party Convertible Note(s)**”), which are convertible into ordinary shares of US\$0.01 each of the Company (“**Share(s)**”), pursuant to the conditional subscription agreement dated 29 May 2019 (the “**Third Party Subscription Agreement**”) entered into between the Company, as issuer, and independent third parties and MAC Financial Pension Trustees Ltd., as subscribers (collectively, the “**Third Party Subscribers**”) (as detailed in the shareholders’ circular issued by the Company on 11 July 2019, a copy of which is produced at the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated

thereunder or incidental to the Third Party Subscription Agreement and the issue of the Convertible Notes thereunder be and are hereby approved;

- (b) conditional upon the passing of Ordinary Resolution numbered (3) 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 443,994,353 Shares (“**Third Party Conversion Shares**”), which are to be issued and allotted to the Third Party Subscribers upon conversion of the Third Party Convertible Notes, the issue of up to 443,994,353 Third Party Conversion Shares be and is hereby approved; and
 - (c) any one of the Independent Non-Executive Directors or the Company Secretary or the Chief Financial Officer of the Company be and is hereby authorised to do all such acts and things, including, but not limited to, the execution of all documents, for and on behalf of the Company, which they 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 Party Subscription Agreement and/or the issue of the Third Party Convertible Notes thereunder.”
3. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution:

AS AN ORDINARY RESOLUTION

“**THAT** conditional upon the passing of Ordinary Resolutions numbered (1) and (2) above, the authorised share capital of the Company be increased from US\$23,550,000 comprising: (a) 2,300,000,000 ordinary shares of US\$0.01 each (“**Share(s)**”); and (b) 55,000,000 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\$143,550,000 by the creation of 12,000,000,000 additional Shares so that the share capital comprises: (i) 14,300,000,000 Shares; and (ii) 55,000,000 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 (*Chairman*)*

Jamie Gibson (*Chief Executive Officer*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe*

* *Non-Executive Directors*

Independent Non-Executive Directors

Hong Kong, 11 July 2019

Notes:

1. Shareholders are recommended to read the shareholders' circular dated 11 July 2019 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 or via email at proxy@regentpac.com not later than 11:00 am on Sunday, 28 July 2019.



4. In order to ascertain the entitlements to attend and vote at the Extraordinary General Meeting, members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road Central, Hong Kong not later than 4:30 pm on Wednesday, 24 July 2019 for registration.
5. 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.
6. According to Rule 13.39(4) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the chairman of the Extraordinary General Meeting will demand a poll on all resolutions proposed at the meeting.
7. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.
8. If at any time after 7:00 am on the date of the Extraordinary General Meeting: (i) Typhoon Signal Number 8 or above remains hoisted or a "Black" Rainstorm Warning Signal is in force; or (ii) the service of the ferry between Hong Kong and Macau is suspended, the Extraordinary General Meeting will be postponed to a later date and/or time as determined by the Company. If the Extraordinary General Meeting is so 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. At least seven clear days' notice shall be given of the re-scheduled meeting.