

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy):

To: Hong Kong Exchanges and Clearing Limited

Name of Issuer: Date Submitted: Regent Pacific Group Limited 6 January 2020

31/12/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code: <u>575</u> Description: <u>Ordinary Shares</u> | | | | | | | | |
|--|---------------------------|----------------------------------|---|--|--|--|--|--|
| | No. of ordinary shares | Par value (USD) | Authorised share capital (USD) | | | | | |
| Balance at close of preceding month | 14,300,000,000 | 0.01 | 143,000,000 | | | | | |
| Increase/(Decrease) | 0 | | 0_ | | | | | |
| Balance at close of the month | 14,300,000,000 | 0.01 | 143,000,000 | | | | | |
| (2) Stock code: Description: | | | | | | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | | | | |
| Balance at close of preceding month | | | | | | | | |
| Increase/(Decrease) | | | | | | | | |
| Balance at close of the month | | | | | | | | |

2. Preference Shares

| Stock code: Description | on: | | |
|-------------------------------------|--------------------------|--------------------|--------------------------------------|
| | No. of preference shares | Par value (USD) | Authorised share capital (USD) |
| Balance at close of preceding month | | | |
| Increase/(Decrease) | | | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| Stock code: | N/A | Descript | tion: Unclassified | Unclassified shares | | | | |
|-------------------------------------|------|----------|--------------------------------|---------------------|--------------------------------------|--|--|--|
| | | | No. of other classes of shares | Par value (USD) | Authorised share capital (USD) | | | |
| Balance at close of preceding month | | | 55,000,000 | 0.01 | 550,000 | | | |
| Increase/(Decre | ase) | | 0_ | | 0_ | | | |
| Balance at close of the month | | | 55,000,000 | 0.01 | 550,000 | | | |

Total authorised share capital at the end of the month (USD):

143,550,000.00

II. Movements in Issued Share Capital

| | No. of ordin | ary shares | No. of | |
|---|---------------|------------|----------------------|-----------------------------------|
| - | (1) | (2) | preference shares | No. of other classes of shares |
| Balance at close of preceding month | 1,837,251,182 | | | 0_ |
| Increase/(Decrease) during the month | 0 | | | 0 |
| Balance at close of the month | 1,837,251,182 | | | 0_ |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| | Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Granted | Movement duri Exercised | ing the month Cancelled | Langed | No. of new shares of Issuer issued during the month pursuant thereto | No. of new shares of Issuer which may be issued pursuant thereto as at close of the month |
|----|--|----------|----------------------------|----------------------------|--|--|--|
| | ISSUADIE | Graniteu | Exercised | Cancelled | Lapsed | litereto | monun |
| 1. | (/ /) shares (Note 1) | | | | | | |
| 2. | | | | | | | |
| 3. | (/ /) shares (Note 1) | | | | | | |
| э. | | | | | | | |
| | (/ /) shares (Note 1) | | | | | | |
| | | | Total A. | (Preferen | ary shares) ce shares) ther class) | 0 0 0 | |
| | Total funds raised during the month from exercise of options (State currency) | | | HKD | | 0 | |

Warrants to Issue Shares of the Issuer which are to be Listed

| | Description of warrants (Date of expiry – dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of Issuer issued during the month pursuant thereto | No. of new shares of Issuer which may be issued pursuant thereto as at close of the month |
|----|---|------------------------------------|---|----------------------------------|---|---|---|
| 1. | | | | | | | |
| | (/ /) Stock code (if lister Class of shares iss (Note 1) Subscription price EGM approval dat applicable) (dd/mr | suable te (if | (/ /) | | | | |
| 2. | | | | | | | |
| | (/ /) Stock code (if liste Class of shares is (Note 1) Subscription price EGM approval dat applicable) (dd/mr | suable te (if | (/ /) | | | | |
| 3. | | | | | | | |
| | (/ /) Stock code (if liste Class of shares is (Note 1) Subscription price EGM approval dat applicable) (dd/mr | suable te (if | (/ /) | | | | |
| 4. | | | | | | | |
| | (/ /) Stock code (if liste Class of shares is: (<i>Note 1</i>) Subscription price EGM approval dat applicable) (dd/mr | suable te (if | (/ /) | (Prefer | inary shares) ence shares) (Other class) | 0 0 0 | |

| | | | | | | No. of new | No. of new |
|----|-------------------------------------|---|------------------------------|------------|----------------|---------------------|---------------------------|
| | | | | | | shares of Issuer | shares of Issuer which |
| | | | | | | issued | may be issued |
| | | | Amount at | | | during the | pursuant |
| | | Currency of | close of | Converted | Amount at | month | thereto as at |
| | Class and | amount | preceding | during the | close of | pursuant | close of the |
| | description | outstanding | month | month | the month | thereto | month |
| 1. | *Convertible | | | | | | |
| - | Notes | USD | 6,450,000 | 0 | 6,450,000 | #3,346,952 | 261,816,342 |
| | Stock code (if lis | | N/A | | | convertible notes o | due 2022 issued |
| | Class of shares | issuable | Ordinary Shar | ~~ | on 23 August | 2019. | |
| | (Note 1) | :- - | Ordinary Share HK\$0.2125 | 28 | | | |
| | Subscription pri EGM approval of | | ΗΚֆυ.2120 | | | | |
| | applicable) (dd/ | | 30/07/2019 | | | | |
| | applicable, (se, | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | 00/01/2010 | | | | |
| 2. | | | | | | | |
| - | | | | | | | |
| | Stock code (if lis | sted) | | | | | |
| | Class of shares | | | | | | |
| | (Note 1) | | | | | | |
| | Subscription pri | | | | | | |
| | EGM approval of | | | | | | |
| | applicable) (dd/ | mm/yyyy) | (/ /) | | | | |
| 3. | | | | | | | |
| - | | | | | | | |
| | Stock code (if lis | etad) | | | | | |
| | Class of shares | | | | | | |
| | (Note 1) | | | | | | |
| | Subscription pri | ice | | | | | |
| | EGM approval of | date (if | | | | | |
| | applicable) (dd/ | mm/yyyy) | (/ /) | | | | |
| | | | | | | | |
| 4. | | | | | | | |
| - | | | | | | | |
| | Stock code (if lis | | | | | | |
| | Class of shares | issuable | | | | | |
| | (Note 1) | | | | | | |
| | Subscription pri | | | | | | |
| | EGM approval o | | | | | | |
| | applicable) (dd/ | mm/yyyy) | (/ /) | | | | |
| | | | Total C. | (Or | dinary shares) | 0 | |
| | | | | (Prefe | rence shares) | 0 | |
| | | | | | (Other class) | 0 | |

Convertibles (i.e. Convertibles into Shares of the Issuer which are to be Listed)

[#]All noteholders elected to receive cash in respect of the interest accrued on the Convertible Notes for the period from 23 August 2019 to 31 December 2019 – it is a deduction from the total number of shares to be issued upon full conversion of the Convertible Notes, which assumes that all accrued interest for the whole 3-year period would be capitalized, but is not an issue of shares upon conversion of the Convertible Notes.

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of Issuer issued during the month pursuant thereto | No. of new shares of Issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|
| 1. | | |
| 2 | | |
| 3. | | |
| (/ /) shares (Note 1) | | |
| Total D. (Ordinary shares) (Preference shares) (Other class) | 0 0 0 | |

Other Movements in Issued Share Capital

| | Type of issue | | | | | No. of new shares of Issuer issued during the month pursuant thereto | No. of new shares of Issuer which may be issued pursuant thereto as at close of the month |
|----|------------------|-----------|-------------------|--|-------|---|---|
| | | | | Class of shares issuable <i>(Note 1)</i> | | | |
| 1. | Rights issue | At price: | State Currency | lssue and allotment date: (dd/mm/yyyy) | (//) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (//) | | |
| | | | | Class of shares issuable (Note 1) | | | |
| 2. | Open offer | At price: | State Currency | lssue and allotment date: (dd/mm/yyyy) | (//) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (//) | | |
| | | | | Class of shares issuable (Note 1) | | | |
| 3. | Placing | At price: | State Currency | lssue and allotment date: (dd/mm/yyyy) | (//) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (//) | | |
| | | | | | | | |

| | Type of issue | | | | | No. of new shares of Issuer issued during the month pursuant thereto | No. of new shares of Issuer which may be issued pursuant thereto as at close of the month |
|----|-------------------|-----------|-------------------|--|------|---|---|
| | | | | Class of shares issuable <i>(Note 1)</i> | | | |
| 4. | Bonus issue | | | lssue and allotment date: (dd/mm/yyyy) | (//) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (//) | | |
| | | | | | | | |
| | | | | Class of shares issuable <i>(Note 1)</i> | | | |
| 5. | Scrip dividend | At price: | State Currency | lssue and allotment date: (dd/mm/yyyy) | (//) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (//) | | |
| | | | | | | | |

| | Type of issue | | | | | No. of new shares of Issuer issued during the month pursuant thereto | No. of new shares of Issuer which may be issued pursuant thereto as at close of the month |
|----|-------------------------|--------------|-------------------|---|------|---|---|
| | | | | Class of shares repurchased <i>(Note 1)</i> | | | |
| 6. | Repurchase of shares | | | Cancellation date: (dd/mm/yyyy) | (//) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (//) | | |
| | | | | Class of shares redeemed (<i>Note 1)</i> | | | |
| 7. | Redemption of shares | | | Redemption date: (dd/mm/yyyy) | (//) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (//) | | |
| | | | | Class of shares issuable <i>(Note 1)</i> | | | |
| 8. | Consideration issue | At price: | State Currency | lssue and allotment date: (dd/mm/yyyy) | (//) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (//) | | |

| | Type of issue | | | | | | No. of new shares of Issuer issued during the month pursuant thereto | No. of new shares of Issuer which may be issued pursuant thereto as at close of the month | |
|------|------------------------------|---------------|-------------------|---------------|--|--|---|---|--|
| | | | | | Class of shares issuable <i>(Note 1)</i> | | | | |
| 9. | Capital reorganisation | | | | lssue and allotment date: (dd/mm/yyyy) | (//) | | | |
| | | | | | EGM approval date: (dd/mm/yyyy) | (//) | | | |
| 10 | 01 | | | | Class of shares issuable <i>(Note 1)</i> | | | | |
| 10. | Other (Please specify) | At price: | State currency | | lssue and allotment date: (dd/mm/yyyy) | (//) | | | |
| | | | | | EGM approval date: (dd/mm/yyyy) | (//) | | | |
| | | | | Total E. | (Preferen | ary shares) ce shares) ther class) | 0 0 0 | | |
| | | | | | | | | | |
| Tota | l increase/(decrea | ase) in ordii | nary shares | during the | month (i.e. Total of A | to E): | (1)(2) | 0 | |
| Tota | l increase/(decrea | ase) in pref | erence shai | res during th | ne month (i.e. Total c | of A to E): | | 0 | |
| Tota | l increase/(decrea | ase) in othe | r classes of | f shares dur | ing the month (i.e. T | otal of A to E): | | 0 | |

(Theses figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

| "Unclassified shares": | Unclassified shares of US\$0.01 each, which may be issued as ordinary shares or as non-voting convertible deferred shares of US\$0.01 each |
|------------------------|--|
| | |
| | |
| | |
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| | |
| | |
| | |
| | |
| | |
| | |
| Submitted by : | Stella Fung |
| Title : | Company Secretary (Director, Secretary or other duly authorised officer) |

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.