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If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Regent Pacific Group Limited, you should, without delay, hand this document, together with the accompanying proxy form, to the purchaser or to the stockbroker, bank manager or other agent through whom the sale was effected for transmission to the purchaser.

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REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

**Re-election of Directors;
General Mandate to Issue New Shares;
General Mandate to Repurchase the Company's Own Shares;
and Annual General Meeting for Year 2014**

A notice convening the annual general meeting of Regent Pacific Group Limited for Year 2014 is set out in Pages 18 to 22 of this document. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible but in any event not later than 11:00 am on Tuesday, 3 June 2014. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

23 April 2014

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DEFINITIONS

In this document, the following expressions have the following meanings unless the context requires otherwise:

“2013 Annual General Meeting”	the last annual general meeting of the Company held on 19 June 2013
“2013 Annual Report”	the annual report of the Company for the year ended 31 December 2013, which accompanies this document
“2013 Audited Financial Statements”	the audited financial statements of the Company for the year ended 31 December 2013 as set out in the 2013 Annual Report, which accompanies this document
“2014 AGM Notice”	the notice convening the 2014 Annual General Meeting as set out in Pages 18 to 22 of this document
“2014 Annual General Meeting”	the annual general meeting of the Company for Year 2014 convened to be held on Thursday, 5 June 2014, the notice of which is set out in Pages 18 to 22 of this document
“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company established on 11 March 1999
“Auditor”	BDO Limited, being the auditor of the Company
“Board”	the board of directors of the Company
“Company”	Regent Pacific Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange
“connected person(s)”	shall have the meaning defined in Chapter 14A of the HK Listing Rules
“Connected Transactions Committee”	the connected transactions committee of the Company established on 20 October 2008, which reviews and monitors any conflict of interests that the Group may have with any of its directors, employees or members and, moreover, any actual or potential connected or related party transaction (including connected transactions exempted under the HK Listing Rules) that the Group is proposing to enter into, including any approvals thereof
“Corporate Governance Code”	The Corporate Governance Code set out in Appendix 14 to the HK Listing Rules, as amended from time to time

DEFINITIONS

“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK Listing Rules”	The Rules Governing the Listing of Securities on the HK Stock Exchange, as amended from time to time
“HK Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the Hong Kong Securities and Futures Commission, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Inside Information Committee”	the inside information committee of the Company established on 28 January 2013, which reviews and monitors the compliance of the Company with the statutory disclosure obligations under Part XIVA of the SFO, the HK Listing Rules and other applicable laws and regulations in respect of disclosure and transparency relevant to the Company
“Latest Practicable Date”	Wednesday, 16 April 2014, being the latest practicable date prior to the printing of this document for ascertaining certain information for inclusion in this document
“Long Term Incentive Plan 2007”	the long term incentive plan of the Company named the “Long Term Incentive Plan 2007” established with the shareholders’ approval on 8 December 2007, which was terminated on 31 May 2013 pursuant to the rules of the plan with all outstanding units under the plan duly vested to the respective unitholders before the termination
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“Nomination Committee”	the nomination committee of the Company established on 13 March 2012
“Option(s)”	the options granted and exercisable under the Share Option Scheme (2002)
“Performance Bonus Plan”	the performance bonus plan of the Group established on 18 October 2002
“Remuneration Committee”	the remuneration committee of the Company established on 5 November 2004

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“Repurchase Mandate”	an unconditional general mandate to be granted to the Directors, authorising them to repurchase, on the HK Stock Exchange, up to a maximum of 10 per cent of the fully paid voting Shares in issue as at the date of the 2014 Annual General Meeting or otherwise as at the date when the relevant resolution is passed
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the ordinary shares, with voting rights, of US\$0.01 each in the capital of the Company, which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange
“Share Issue Mandate”	an unconditional general mandate to be granted to the Directors, authorising them to issue, allot and otherwise deal with additional Shares up to a maximum of 20 per cent of the issued voting share capital of the Company as at the date of the 2014 Annual General Meeting or otherwise as at the date when the relevant resolution is passed
“Share Option Scheme (2002)”	the share option scheme of the Company named the “Share Option Scheme (2002)” established with the shareholders’ approval on 15 November 2002, which already expired on 15 November 2012 with the provisions of its Rules remaining in full force and effect to the extent necessary to give effect to the exercise of any Options granted and remaining outstanding prior to the date of the expiry
“Technical Committee”	the technical committee of the Company, which reviews and monitors the compliance of the Company with the requirements of Chapter 18 of the HK Listing Rules (together with associated provisions of the HK Listing Rules)
“Unit(s)”	the units granted under the Long Term Incentive Plan 2007
“US\$”	United States dollars, the lawful currency in the United States

Note: Unless otherwise specified herein, amounts denominated in US\$ have been translated, for the purpose of illustration only, into HK\$ using the exchange rate of US\$1.00 = HK\$7.80.

LETTER FROM THE BOARD



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

Executive Director:

Jamie Gibson (*Chief Executive Officer*)

Non-Executive Directors:

James Mellon (*Co-Chairman*)

Stephen Dattels (*Co-Chairman*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe

[#] *Independent Non-Executive Directors*

Registered office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal place of business in Hong Kong:

8th Floor

Henley Building

5 Queen's Road Central

Hong Kong

23 April 2014

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam

**Re-election of Directors;
General Mandate to Issue New Shares;
General Mandate to Repurchase the Company's Own Shares;
and Annual General Meeting for Year 2014**

1 INTRODUCTION

This document provides shareholders with all the information reasonably necessary to enable them to make an informed decision as to whether to vote in favour of the following resolutions proposed at the 2014 Annual General Meeting, as set out in detail in the 2014 AGM Notice:

- a. To receive the 2013 Audited Financial Statements and the relevant reports of the Directors and Auditor.
- b. To re-elect the Directors who will retire at the 2014 Annual General Meeting pursuant to the Articles of Association.

LETTER FROM THE BOARD

- c. To re-appoint the retiring Auditor.
- d. To approve the Share Issue Mandate.
- e. To approve the Repurchase Mandate.
- f. To approve the extension of the Share Issue Mandate.

2 2013 AUDITED FINANCIAL STATEMENTS

The 2013 Audited Financial Statements and the relevant reports of the Directors and the Auditor to be received under Resolution numbered 1 at the 2014 Annual General Meeting are set out in the 2013 Annual Report, which accompanies this document.

3 RE-ELECTION OF DIRECTORS

In accordance with Article 86(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board, or, subject to authorisation by the shareholders in general meeting, as an addition to the existing Board. Any Director appointed after the close of the last annual general meeting of the Company shall retire at the next annual general meeting of the Company but shall then be eligible for re-election. Any Director who so retires shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

In accordance with Article 87 of the Articles of Association, at each annual general meeting of the Company one-third of the Directors for the time being shall retire from office by rotation, providing that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years (which is in compliance with Code Provision A.4.2 of the Corporate Governance Code). A retiring Director shall be eligible for re-election.

No Directors will retire pursuant to Article 86(3) at the 2014 Annual General Meeting, and Stephen Dattels, Jamie Gibson and David Comba will retire by rotation pursuant to Article 87 at the 2014 Annual General Meeting. All of them, being eligible, offer themselves for re-election under Resolution numbered 2 at the 2014 Annual General Meeting.

Biographical details of the retiring Directors are as follows:

- (a) **Stephen Roland Dattels**, aged 66, Canadian, has been Non-Executive Co-Chairman of the Board since February 2008. Mr Dattels is an experienced senior mining executive, and was one of the key executives at Barrick Gold Corporation (whose shares are listed on the Toronto Stock Exchange and the New York Stock Exchange) during its formative years before leaving in 1987. He has helped to form and finance a number of mining ventures, including UraMin Inc, an African based uranium company. He has a Bachelor of Arts degree

LETTER FROM THE BOARD

from McGill University, a law degree (cum laude) from the University of Western Ontario and has completed the Program for Management Development at Harvard University. Mr Dattels was: (i) a non-executive director of Caledon Resources plc (which was delisted from the Alternative Investment Market of the London Stock Exchange (“AIM”) and the Australian Securities Exchange (“ASX”) on 30 August 2011 upon completion of a scheme of arrangement) for the period from July 2008 to November 2010; (ii) a non-executive director of GCM Resources plc (an AIM-listed company), having resigned on 26 June 2013; (iii) a non-executive co-chairman of the board of Polo Resources Limited, which is dually listed on AIM and the Bermuda Stock Exchange (having formerly been the joint executive chairman of its board and re-designated as a non-executive director on 2 July 2013 and having resigned on 17 October 2013); and (iv) the chief executive and an executive co-chairman of the board of West African Minerals Corporation (an AIM-listed company), having resigned on 17 July 2013.

According to the Register of Directors’ and Chief Executive’s Interests and Short Positions required to be kept by the Company under Part XV of the SFO, as at the Latest Practicable Date, Mr Dattels held, through an investment company wholly owned by the trustee of a trust, under which he is a discretionary beneficiary:

- interests in 284,266,097 Shares, being 8.16 per cent of the Company’s existing issued voting share capital; and
- interests in 5,250,000 shares in the capital of AstroEast.com Limited (a 51 per cent owned subsidiary of the Company), being 18.74 per cent of its existing issued share capital.

As at the Latest Practicable Date, Mr Dattels did not hold any Options under the Share Option Scheme (2002).

Pursuant to his letter of appointment, Mr Dattels receives an annual director’s fee of US\$50,000 (equivalent to HK\$390,000) from the Company in respect of his position as a Non-Executive Co-Chairman of the Board. The Company determined the amount of fee payable to Mr Dattels on what it believes a comparable company would pay to its non-executive chairman. In addition, Mr Dattels is also entitled to participate in the Performance Bonus Plan from time to time. During the year ended 31 December 2013, no amount was paid by the Company to Mr Dattels in respect of a discretionary bonus for the year ended 31 December 2013 and in accordance with the Performance Bonus Plan. Subsequent to the year end date and prior to the Latest Practicable Date, no bonuses were paid by the Company to Mr Dattels under the Performance Bonus Plan. (Note 1)

Mr Dattels’ letter of appointment does not specify a term for his appointment. However, his appointment may be terminated by either party giving 30 calendar days’ notice. Further, Mr Dattels is also subject to the directors’ retirement provisions as set out in the Articles of Association.

Mr Dattels does not serve on any committees of the Board.

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- (b) **Jamie Alexander Gibson**, aged 48, British, joined Regent Pacific Group in April 1996 and was appointed as an Executive Director and Chief Operating Officer of the Company in January 2002. In May 2002, he became Chief Executive Officer of the Company. Mr Gibson has spent most of his professional career with the Company specialising in corporate finance, direct equity investments and structuring emerging market investment products. Prior to joining the Company, he worked at Clifford Chance, Coopers & Lybrand and KPMG. Mr Gibson has a law degree from Edinburgh University. He is also director of a number of subsidiaries of Regent Pacific Group, including Amerinvest Coal Industry Holding Company Limited, which in turn holds a 25% equity interest in West China Coking & Gas Company Limited, and an executive director and the Chief Executive Officer of Plethora Solutions Holdings plc (an AIM-listed company), having been appointed on 1 January 2014. Mr Gibson was formerly: (i) a non-executive director of BC Iron Limited (“BCI”, an ASX-listed company), having been appointed on 16 July 2012, representing the Company’s 23.11 per cent interest then held in BCI, and resigned on 18 December 2012 in anticipation of the Company’s contemplated disposal of its entire interest in BCI; and (ii) the alternate director to James Mellon on the board of Venturex Resources Limited (a company listed on ASX), having been appointed on 12 March 2013 and resigned on 10 June 2013.

According to the Register of Directors’ and Chief Executive’s Interests and Short Positions required to be kept by the Company under Part XV of the SFO, as at the Latest Practicable Date, Mr Gibson held:

- personal interests in 142,319,138 Shares, being 4.08 per cent of the Company’s existing issued voting share capital;
- (i) an outstanding Option, which was granted on 9 September 2004 and was fully vested, entitling him to subscribe for 11,000,000 Shares at the exercise price of HK\$0.266 per Share; (ii) an outstanding Option, which was granted on 4 April 2006 and was fully vested, entitling him to subscribe for 45,600,000 Shares at the exercise price of HK\$0.300 per Share; and (iii) an outstanding Option, which was granted on 2 October 2007 and was fully vested, entitling him to subscribe for 13,000,000 Shares at the exercise price of HK\$1.152 per Share (Note 2); and
- personal interests in 225,000 shares in the capital of AstroEast.com Limited (a 51 per cent owned subsidiary of the Company), being 0.80 per cent of its existing issued share capital.

Mr Gibson’s remuneration package is as follows:

- Pursuant to his service agreement, Mr Gibson receives a salary of US\$1,500,000 (equivalent to HK\$11,700,000) per annum from the Group. The Company determined the amount of salaries payable to Mr Gibson on what it believes a comparable company would pay to its chief executive officer.

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- Mr Gibson is also entitled to participate in the Performance Bonus Plan from time to time. During the year ended 31 December 2013, an amount of US\$2,555,188 (approximately HK\$19,930,466) was paid by the Company to Mr Gibson in respect of a discretionary bonus for the year ended 31 December 2013 and in accordance with the Performance Bonus Plan. Subsequent to the year end date and prior to the Latest Practicable Date, no bonuses were paid by the Company to Mr Gibson under the Performance Bonus Plan. (Note 1)
- During the year ended 31 December 2013, an amount of US\$540,754 (approximately HK\$4,217,881) was amortised in respect of the Unit on 20 November 2012 to Mr Gibson under the Long Term Incentive Plan 2007. Subsequent to the year end and prior to the Latest Practicable Date, no amount was amortised in respect of the any Units granted under the Long Term Incentive Plan 2007. (Notes 3, 4 and 5)

Mr Gibson's service agreement does not specify a term for his appointment. However, his appointment may be terminated by either party giving one year's notice. Further, Mr Gibson is also subject to the directors' retirement provisions as set out in the Articles of Association.

Mr Gibson is a member of the Connected Transactions Committee, the Inside Information Committee and the Technical Committee, and is the Chairman of the Technical Committee.

- (c) **Charles David Andrew Comba**, aged 70, Canadian, has been an Independent Non-Executive Director of the Company since October 2005. He is currently director of three Canadian listed companies, namely: (i) Cogitore Resources Inc (listed on the Toronto Venture Exchange); (ii) First Nickel Inc (listed on the Toronto Stock Exchange); and (iii) North American Palladium Ltd (listed on the Toronto Stock Exchange and the American Stock Exchange). Until his retirement in May 2005, he held senior staff positions as Director Issues Management and more recently as Director of Regulatory Affairs with the Prospectors and Developers Association of Canada. Mr Comba also served the association as a Director prior to joining staff in 1998. He served on or led mineral exploration teams that have made eleven significant discoveries of base and precious metals, primarily for Falconbridge Group companies. Five discoveries were taken to production. After holding Falconbridge Regional Exploration Manager positions in Timmins, Ontario and Sudbury, Ontario, Mr Comba was transferred to Toronto, Ontario in 1990 as Vice President of Exploration Falconbridge Gold Corporation. Subsequent to the sale of FGC to Kinross Gold Corporation he became a director, President and Chief Executive Officer of a Kinross controlled exploration company, Pentland Firth Ventures Limited. Mr Comba obtained two geological degrees from Queen's University Kingston, Ontario, Canada, an MSc (1975) and a Hon BSc (1972).

According to the Register of Directors' and Chief Executive's Interests and Short Positions required to be kept by the Company under Part XV of the SFO, as at the Latest Practicable Date, Mr Comba held:

- no interests in Shares; and

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- an outstanding Option, which was granted on 2 October 2007 and was fully vested, entitling him to subscribe for 5,000,000 Shares at the exercise price of HK\$1.152 per Share (Note 2).

Pursuant to his letter of appointment, Mr Comba receives an annual director's fee of US\$40,000 (equivalent to HK\$312,000) from the Company in respect of his position as an Independent Non-Executive Director. The Company determined the amount of fee payable to Mr Comba on what it believes a comparable company would pay to its independent directors. Shareholders shall note that Independent Non-Executive Directors are excluded from the Performance Bonus Plan. (Note 1)

Mr Comba's letter of appointment does not specify a term for his appointment. However, his appointment may be terminated by either party giving 30 calendar days' notice, and he is also subject to the directors' retirement provisions as set out in the Articles of Association.

Mr Comba is a member of the Technical Committee.

In compliance with Rules 3.10(1) and 3.10A of the HK Listing Rules, the Board currently comprises three Independent Non-Executive Directors, namely David Comba, Julie Oates and Mark Searle, representing more than one-third of the Board.

Code Provision A.4.3 of the Corporate Governance Code provides that serving more than 9 years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the board believes he is still independent and should be elected. It is noted that David Comba, who was appointed as an Independent Non-Executive Director on 27 October 2005, will be serving his 9th year in 2014.

Pursuant to paragraph 12B of Appendix 16 to the HK Listing Rules, each of the Independent Non-Executive Directors, including the retiring Director (namely David Comba), has confirmed by an annual confirmation: (i) that he/she complies with each of the independence criteria referred to in Rule 3.13(1) to (8); (ii) that he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any connected person (as such term is defined in the HK Listing Rules) of the Company; and (iii) that there are no other factors that may affect his/her independence at the same time as the submission of his/her Declaration and Undertaking in Form B of Appendix 5 to the HK Listing Rules. The Directors consider that all three Independent Non-Executive Directors (including David Comba) continue to be independent under these independence criteria and have proved to be capable to efficiently exercise independent judgement. Among them, Julie Oates has the appropriate professional qualifications and accounting and related financial management expertise required under Rule 3.10(2). Julie Oates and Mark Searle serve in the Audit Committee, the Connected Transactions Committee, the Nomination Committee and the Remuneration Committee, while Julie Oates is the Chairlady of the first two committees and Mark Searle is the Chairman of the Remuneration Committee. And, as mentioned above, David Comba is a member of the Technical Committee.

LETTER FROM THE BOARD

Accordingly, the Directors consider that David Comba should be re-elected as an Independent Non-Executive Director at the 2014 Annual General Meeting. Rotational retirement and re-election of the retiring Directors will be dealt with by a separate resolution for each of the retiring Director at the 2014 Annual General Meeting.

Notes:

1. All employees, Executive Directors, Non-Executive Directors (but excluding Independent Non-Executive Directors), advisers and consultants of the Group are entitled to participate in the Performance Bonus Plan. In respect of each financial year, a maximum of 20 per cent of the Group's consolidated operating profits before tax for the relevant year shall be retained as the bonus pool. However, the determination of a discretionary bonus award may be subject to performance targets as set by the Remuneration Committee that oversees the administration of the Performance Bonus Plan.
2. The Options entitle the optionholders to exercise one-third of the Option at each of the first, second and third anniversary dates after the date of grant, provided that the optionholder remains as an eligible participant. Any entitlements unexercised in any prior period may be carried forward to the following periods but, in any event, must be exercised within 10 years from the date of grant. Any entitlements then remain unexercised will lapse.
3. Under the Long Term Incentive Plan 2007, the Board may grant to an eligible participant a Unit, being a conditional award of Shares subject to such conditions (if any) as the Remuneration Committee may direct on their vesting. A trustee appointed by the Company will acquire Shares from the market at the cost of the Company. To the extent that the vesting conditions of the Unit specified by the Remuneration Committee at the date of grant and the vesting conditions set out in the rules have been satisfied, the relevant number of Shares subject to the Unit will be transferred to the unitholder at no cost.

The Long Term Incentive Plan 2007 was terminated on 31 May 2013 pursuant to the rules of the plan with all outstanding units under the plan duly vested to the respective unitholders before the termination.

4. Amounts in respect of the Units granted under the Long Term Incentive Plan 2007, being the number of Shares subject to the Units multiplied by the closing price of the Shares on the HK Stock Exchange on the date of grant, will be amortised over three financial years and debited to the "Employee Benefit Expenses" in the consolidated statement of comprehensive income for the relevant year. In the event that the Units are vested in full prior to the expiry of the three-year vesting period, all unamortised amounts will be debited to the "Employee Benefit Expenses" in the consolidated statement of comprehensive income on the date when the Units are vested in full.
5.
 - (i) On 20 November 2012, a new Unit in respect of 37,900,000 Shares was granted under the Long Term Incentive Plan 2007 to Jamie Gibson, which were to be vested in three equal tranches on 3 April 2013, 3 April 2014 and 3 April 2015, providing that all the Shares (then remaining outstanding) would be vested in full on the happening of the "trigger event" (as referred to in the offer letter dated 20 November 2012).
 - (ii) On 3 April 2013, 12,633,333 Shares (in respect of the outstanding Unit granted on 20 November 2012) were vested to Jamie Gibson.
 - (iii) On 30 May 2013, in accordance with the rules of the Long Term Incentive Plan 2007 and as approved by the Remuneration Committee, all Units granted under the Long Term Incentive Plan 2007 on 20 November 2012, which remained outstanding then, were vested in full to the respective unitholders who remained as "Eligible Persons" under the plan (which included 25,266,667 Shares vested to Jamie Gibson).

LETTER FROM THE BOARD

None of the Directors proposed for re-election at the 2014 Annual General Meeting has any unexpired service contract with the Company or any of its subsidiaries, which is not determinable by the employing company within one year without payment (other than statutory compensation), except that as noted above, the service agreement of Jamie Gibson is determinable by either party by giving one year's notice.

None of the Directors of the Company has any unexpired service contract with the Company or any of its subsidiaries, which was entered into on or before 31 January 2004 and was exempt from the shareholders' approval requirement under Rule 13.68 of the HK Listing Rules but is required to be disclosed in the Company's annual report pursuant to Paragraph 14A of Appendix 16 to the HK Listing Rules.

Save for disclosed above, none of the retiring Directors:

- (1) holds any directorships in any listed company; or
- (2) has any relationships (either financial or business or family or other material/relevant relationship(s)) with any other Directors, senior management or substantial or controlling shareholders of the Company; or
- (3) has any connections (either being a director or an employee) with any company which has an interest in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or
- (4) has to disclose any issues under Rule 13.51(2)(h) to 2(v) of the HK Listing Rules.

There are no other matters, to the best knowledge of the Directors, that need to be brought to the attention of the holders of securities of the Company.

4 RE-APPOINTMENT OF AUDITOR

BDO Limited will retire at the 2014 Annual General Meeting and, being eligible, offer themselves for re-appointment under Resolution numbered 3.

5 SHARE ISSUE MANDATE

The general mandate granted to the Directors at the 2013 Annual General Meeting to issue, allot and otherwise deal with additional Shares up to a maximum of 697,146,104 Shares, being 20 per cent of the Company's then issued voting share capital, will expire at the conclusion of the 2014 Annual General Meeting provided that it is not revoked or varied by a shareholders' resolution before then. Accordingly, the Directors have proposed Ordinary Resolution numbered 4 at the 2014 Annual General Meeting to renew the share issue mandate.

LETTER FROM THE BOARD

The proposed Ordinary Resolution numbered 4 set out in the 2014 AGM Notice will, if passed, grant the Share Issue Mandate to the Directors authorising them to issue, allot and otherwise deal with additional Shares up to a maximum of 20 per cent of the issued voting share capital of the Company as at the date when the relevant resolution is passed. The Share Issue Mandate, if approved at the 2014 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then.

As at the Latest Practicable Date, there were 3,485,730,523 voting Shares in issue. Accordingly, on the assumption that prior to the date of the 2014 Annual General Meeting, (i) no additional Shares will be issued either upon exercise of any Options or otherwise; and (ii) no Shares will be repurchased by the Company, exercise in full of the Share Issue Mandate would result in up to 697,146,104 Shares being issued by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 4 in the 2014 AGM Notice). Approval has been obtained from the HK Stock Exchange for the listing of and permission to deal in the new Shares to be issued upon exercise of the Options. Any other issue of new Shares is subject to approval from the HK Stock Exchange for the listing of and permission to deal in such new Shares.

6 REPURCHASE MANDATE

The general mandate granted to the Directors at the 2013 Annual General Meeting to repurchase, on the HK Stock Exchange, up to a maximum of 348,573,052 Shares, being 10 per cent of the Company's then issued and fully paid voting share capital, will expire at the conclusion of the 2014 Annual General Meeting provided that it is not revoked or varied before then. Accordingly, the Directors have proposed Ordinary Resolution numbered 5 at the 2014 Annual General Meeting to renew the repurchase mandate.

The proposed Ordinary Resolution numbered 5 set out in the 2014 AGM Notice will, if passed, grant the Repurchase Mandate to the Directors authorising them to repurchase, on the HK Stock Exchange, up to a maximum of 10 per cent of the fully paid voting Shares in issue as at the date when the relevant resolution is passed. The Repurchase Mandate, if approved at the 2014 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then.

Given the 3,485,730,523 voting Shares in issue as at the Latest Practicable Date and on the same assumptions set out in (i) and (ii) of Paragraph 5 above, exercise in full of the Repurchase Mandate would result in up to 348,573,052 Shares being repurchased by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 5 in the 2014 AGM Notice).

The Directors have confirmed to the HK Stock Exchange that the proposed Repurchase Mandate has no unusual features, and have undertaken to the HK Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the HK Listing Rules and the laws of the Cayman Islands.

LETTER FROM THE BOARD

(a) **Reasons for repurchases**

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

(b) **Funding of repurchases**

In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with its Memorandum and Articles of Association and the laws of the Cayman Islands. Such funds may include capital paid up on the purchased Shares, profits otherwise available for dividends or the proceeds of a new issue of Shares.

If the Repurchase Mandate were exercised in full, there could be a material adverse impact on the Group's working capital position or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Group (as compared with the position disclosed in the 2013 Audited Financial Statements). The Directors therefore do not propose to exercise the Repurchase Mandate to such an extent unless the Directors determine that such repurchases are, taking account of all relevant factors, in the best interests of the Group.

(c) **Dealing restrictions**

The Company shall not purchase its Shares on the HK Stock Exchange if the purchase price is higher by 5 per cent or more than the average closing market price for the five preceding trading days on which its Shares were traded on the HK Stock Exchange. In addition, the Company shall not purchase its Shares on the HK Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the HK Stock Exchange from time to time.

The Company shall not purchase its Shares on the HK Stock Exchange at any time after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information is made publicly available. In particular, unless the circumstances are exceptional, the Company may not purchase its Shares on the HK Stock Exchange during the period of one month immediately preceding the earlier of:

- (i) the date of the Board meeting of the Company (as such date is first notified to the HK Stock Exchange in accordance with the HK Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the HK Listing Rules); and

LETTER FROM THE BOARD

- (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the HK Listing Rules, or quarterly or any other interim period (whether or not required under the HK Listing Rules),

and ending on the date of the results announcement.

The Company may not purchase its Shares on HK Stock Exchange if that purchase would result in the number of its Shares in the hands of the public being reduced to less than 25 per cent of the Shares then in issue. However, shareholders please note that exercise of the Repurchase Mandate in full will not result in the Company's public float being reduced to less than the requirement prescribed in the HK Listing Rules for the Company.

The Company shall not knowingly purchase its Shares from a connected person and a connected person shall not knowingly sell his Shares to the Company, on the HK Stock Exchange. None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has a present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such mandate is approved by shareholders. No other connected persons have notified the Company that they intend to sell Shares to the Company. However, none of the Directors (or any of their associates) or other connected persons has undertaken to the Company not to do so, in the event that the Repurchase Mandate is approved by shareholders.

(d) **Status of repurchased securities**

The listing of all securities repurchased by a listed company (whether on the HK Stock Exchange or otherwise) shall be automatically cancelled upon repurchase and the corresponding certificates will be cancelled and destroyed as soon as reasonably practicable following the settlement of any such purchases. Under the Cayman Islands law, the Shares so repurchased will be treated as having been cancelled.

Repurchase of Shares will not cause any change in the authorised share capital of the Company.

(e) **Repurchase of Shares**

No Shares were repurchased by the Company or any of its subsidiaries, either on the HK Stock Exchange or otherwise, during the six months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

(f) **Market prices**

The highest and lowest prices at which the Shares were traded on the HK Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

Month	Highest traded price per Share (HK\$)	Lowest traded price per Share (HK\$)
2013		
April	0.115	0.102
May	0.121	0.103
June	0.113	0.097
July	0.105	0.090
August	0.108	0.094
September	0.102	0.093
October	0.129	0.091
November	0.120	0.102
December	0.114	0.093
2014		
January	0.122	0.095
February	0.110	0.095
March	0.108	0.097
April (up to the Latest Practicable Date)	0.103	0.098

(g) **HK Takeovers Code**

If, as a result of a share repurchase by the Company, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purpose of the HK Takeovers Code. Accordingly, a shareholder, or groups of shareholders acting in concert, could, depending upon the level of increase in shareholding interest(s), obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the HK Takeovers Code. However, according to the Register of Interests in Shares and Short Positions of Substantial Shareholders being kept by the Company pursuant to Part XV of the SFO, even if the Repurchase Mandate were exercised in full, no substantial shareholder or any groups of shareholders acting in concert would hold more than 30 per cent of the Company's total issued voting share capital and become obliged to make a mandatory general offer under the HK Takeovers Code.

LETTER FROM THE BOARD

7 EXTENSION OF SHARE ISSUE MANDATE

The proposed Ordinary Resolution numbered 6 set out in the 2014 AGM Notice will, if passed, extend the Share Issue Mandate to include the aggregate number of Shares which may from time to time be repurchased by the Company pursuant to, and in accordance with, the Repurchase Mandate.

If the Repurchase Mandate is exercised in full, the Directors would, under the extended Share Issue Mandate and on the basis of the assumptions set out in (i) and (ii) of Paragraph 5 above in respect of the total issued voting share capital of the Company as at the date of the 2014 Annual General Meeting, be authorised to issue up to 1,045,719,156 Shares during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 4 in the 2014 AGM Notice).

8 THE 2014 ANNUAL GENERAL MEETING

The 2014 AGM Notice is set out in Pages 18 to 22 of this document. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it, 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 of attorney, to the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible but in any event not later than 11:00 am on Tuesday, 3 June 2014. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

Under Article 66 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares by or in accordance with the Articles of Association, at any general meeting on a show of hands every member present in person (or being a corporation, present by a representative duly authorised) or by proxy shall have one vote and on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder but so that no amount paid up or credited as paid up on a Share in advance of calls or instalments is treated for the foregoing purposes as paid up on the Share. Where a member is, under the HK Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

According to Rule 13.39(4) of the HK Listing Rules, the chairman of the 2014 Annual General Meeting will demand a poll on all resolutions proposed at the meeting.

LETTER FROM THE BOARD

9 DIRECTORS' RECOMMENDATION

Shareholders are encouraged to study the information contained in this document and the 2013 Annual Report relevant to the resolutions proposed at the 2014 Annual General Meeting so as to make decision as to whether to vote in favour of the resolutions.

The Directors consider that the re-election of the retiring Directors, the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate are in the best interests of the Group and the shareholders of the Company as a whole. Accordingly, the Directors recommend that all shareholders vote in favour of Ordinary Resolutions numbered 2, 4, 5 and 6 proposed at the 2014 Annual General Meeting.

10 TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If at any time after 7:00 am on the date of the 2014 Annual 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 2014 Annual 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.

Yours faithfully
On behalf of the Board of
Regent Pacific Group Limited

James Mellon
Co-Chairman

NOTICE OF ANNUAL GENERAL MEETING



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company for Year 2014 will be held at Salons 1 and 2, Level 1, MGM Macau*, Avenida Dr. Sun Yat Sen, NAPE, Macau on Thursday, 5 June 2014 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. To receive and consider the audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2013.
2. To re-elect directors of the Company and to confirm their remuneration.
3. To re-appoint auditor of the Company and to authorise the directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution

As an Ordinary Resolution

“**THAT** there be granted to the directors of the Company (the “**Directors**”) an unconditional general mandate to issue, allot and otherwise deal with additional shares of US\$0.01 each in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save that the Directors may, during the Relevant Period, make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an

NOTICE OF ANNUAL GENERAL MEETING

issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities issued by the Company carrying rights to subscribe for or purchase or convert into Shares; or (iii) an issue of Shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (iv) an issue of Shares upon the exercise of share options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of Shares or rights to acquire Shares, shall not exceed 20 per cent of the issued voting share capital of the Company as at the date of the passing of this Resolution; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company at a general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer (open for a period fixed by the Directors) made to holders of the Shares or any class thereof on the Register of Members of the Company on a fixed record date pro rata to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

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

As an Ordinary Resolution

“THAT there be granted to the directors of the Company (the **“Directors”**) an unconditional general mandate to repurchase, on The Stock Exchange of Hong Kong Limited, the shares of US\$0.01 each in the capital of the Company (**“Shares”**), subject to and in accordance with all applicable laws, rules and regulations and the following conditions:

(a) such mandate shall not extend beyond the Relevant Period (as defined below);

NOTICE OF ANNUAL GENERAL MEETING

- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such prices as the Directors may at their discretion determine;
 - (c) the aggregate number of Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10 per cent of the issued voting share capital of the Company as at the date of the passing of this Resolution; and
 - (d) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
 - (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company at a general meeting.”
6. 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 4 and 5 above, the aggregate number of Shares which may from time to time be repurchased by the Company pursuant to, and in accordance with, the general mandate granted under Ordinary Resolution numbered 5 shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to, and in accordance with, the general mandate granted under Ordinary Resolution numbered 4.”

By Order of the Board of
Regent Pacific Group Limited

Jamie Gibson
Director

NOTICE OF ANNUAL GENERAL MEETING

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, 23 April 2014

Notes:

1. The audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2013 to be received under Resolution numbered 1 at the Company's annual general meeting for Year 2014 being convened by this notice (the "**2014 Annual General Meeting**") are set out in the Company's annual report (the "**2013 Annual Report**").
2. The directors standing for re-election under Resolution numbered 2 are Stephen Dattels, Jamie Gibson and David Comba. Biographical details of the retiring Directors are set out in the shareholders' circular dated 23 April 2014 issued by the Company (the "**Circular**"), which accompanies the 2013 Annual Report. Rotational retirement and re-election of the retiring Directors will be dealt with by a separate resolution for each of the retiring Director at the 2014 Annual General Meeting.
3. BDO Limited will retire at the 2014 Annual General Meeting and, being eligible, offer themselves for re-appointment under Resolution numbered 3.
4. The general mandate granted to the Directors of the Company at its last annual general meeting held on 19 June 2013 (the "**2013 Annual General Meeting**") to issue, allot and otherwise deal with additional shares up to a maximum of 20 per cent of the Company's then issued voting share capital will expire at the conclusion of the 2014 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 4 to renew the share issue mandate.

The share issue mandate, if approved at the 2014 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning Ordinary Resolution numbered 4 in respect of the share issue mandate.

NOTICE OF ANNUAL GENERAL MEETING

5. The general mandate granted to the Directors of the 2013 Annual General Meeting to repurchase, on The Stock Exchange of Hong Kong Limited (the “**HK Stock Exchange**”), the Company’s shares up to a maximum of 10 per cent of the Company’s then issued and fully paid voting share capital will expire at the conclusion of the 2014 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 5 to renew the repurchase mandate.

The repurchase mandate, if approved at the 2014 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders’ resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning Ordinary Resolution numbered 5 in respect of the repurchase mandate.

6. The proposed Ordinary Resolution numbered 6 is to seek shareholders’ approval to extend the share issue mandate to be granted under Ordinary Resolution numbered 4 to include the shares from time to time repurchased by the Company under the repurchase mandate pursuant to the repurchase mandate to be granted under Ordinary Resolution numbered 5.
7. 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.
8. 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.
9. 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.
10. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.
11. If at any time after 7:00 am on the date of the 2014 Annual 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 2014 Annual 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.