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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 2020**

A notice convening the annual general meeting of Regent Pacific Group Limited for Year 2020 is set out in Pages 19 to 24 of this circular. 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 or via email at proxy@regentpac.com as soon as possible but in any event not later than 11:00 am on Monday, 15 June 2020. 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.

In order to ascertain the entitlements to attend and vote at the 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 Thursday, 11 June 2020 for registration.

29 April 2020

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DEFINITIONS

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

“2019 Annual General Meeting”	the last annual general meeting of the Company held on 6 June 2019
“2019 Annual Report”	the annual report of the Company for the year ended 31 December 2019, which accompanies this circular
“2019 Audited Financial Statements”	the audited financial statements of the Company for the year ended 31 December 2019 as set out in the 2019 Annual Report, which accompanies this circular
“2020 AGM Notice”	the notice convening the 2020 Annual General Meeting as set out in Pages 19 to 24 of this circular
“2020 Annual General Meeting”	the annual general meeting of the Company for Year 2020 convened to be held on Wednesday, 17 June 2020, the notice of which is set out in Pages 19 to 24 of this circular
“Articles of Association”	the articles of association of the Company
“associate(s)”	shall have the meaning defined in Chapter 14A of the HK Listing Rules
“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
“close associate(s)”	shall have the meaning defined in Chapter 1 of the HK Listing Rules
“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 Open Market (Freiverkehr) of the Frankfurt Stock Exchange
“connected person(s)”	shall have the meaning defined in Chapter 14A of the HK Listing Rules

DEFINITIONS

“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
“Convertible Note(s)”	the 4% coupon unlisted convertible notes due 2022 in the principal amount of US\$6.45 million issued by the Company on 23 August 2019, which are convertible into a maximum of 265,163,294 new Shares (assuming that the convertible notes were converted at the maturity date and that any and all interest that would accrued was capitalised) at the conversion price of HK\$0.2125 per Share during the 3-year period from 23 August 2019 (being their issue date) to 23 August 2022 (being their maturity date)
“core connected person(s)”	shall have the meaning defined in Chapter 1 of the HK Listing Rules
“Corporate Governance Code”	The Corporate Governance Code set out in Appendix 14 to the HK Listing Rules, as amended from time to time
“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

DEFINITIONS

“Investment Committee”	the investment committee of the Company, which oversees the investments of the Group
“Latest Practicable Date”	Wednesday, 22 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“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 (2016)
“Remuneration Committee”	the remuneration committee of the Company established on 5 November 2004
“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 number of issued and fully paid-up Shares as at the date of the 2020 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 Open 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 shares of the Company as at the date of the 2020 Annual General Meeting or otherwise as at the date when the relevant resolution is passed

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“Share Option Scheme (2016)”	the share option scheme of the Company named the “Share Option Scheme (2016)” established on 10 June 2016, with shareholders’ approval at the Company’s extraordinary general meeting held on 8 June 2016, which was followed by the grant by the Listing Committee of the HK Stock Exchange on 10 June 2016 of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the options to be granted under the scheme
“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)
“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*)

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Non-Executive Directors:

James Mellon (*Chairman*)
David Comba[#]
Julie Oates[#]
Mark Searle[#]
Jayne Sutcliffe

Principal place of business in Hong Kong:

8th Floor
Henley Building
5 Queen's Road Central
Hong Kong

[#] *Independent Non-Executive Directors*

29 April 2020

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 2020**

1 INTRODUCTION

This circular 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 2020 Annual General Meeting, as set out in detail in the 2020 AGM Notice:

- (a) To receive the 2019 Audited Financial Statements and the relevant reports of the Directors and Auditor.
- (b) To re-elect the Directors who will retire at the 2020 Annual General Meeting pursuant to the Articles of Association.
- (c) To re-appoint the retiring Auditor.

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- (d) To approve the Share Issue Mandate.
- (e) To approve the Repurchase Mandate.
- (f) To approve the extension of the Share Issue Mandate.

2 2019 AUDITED FINANCIAL STATEMENTS

The 2019 Audited Financial Statements and the relevant reports of the Directors and the Auditor to be received under Resolution numbered 1 at the 2020 Annual General Meeting are set out in the 2019 Annual Report, which accompanies this circular.

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 any authorisation as may be required by the Members 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 addition, Article 87 provides that 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 2020 Annual General Meeting, and James Mellon and David Comba will retire by rotation pursuant to Article 87 at the 2020 Annual General Meeting. Both of them, being eligible, offer themselves for re-election under Resolution numbered 2 at the 2020 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 2020 Annual General Meeting.

Biographical details of the retiring Directors are as follows:

- (a) **James Mellon (alias: Jim Mellon)**, aged 63, British, was appointed as an Executive Director of the Company in July 1991, and was re-designated as a Non-Executive Director in May 2002, and is currently Non-Executive Chairman of the Board of Directors. He holds a Master's degree in Politics, Philosophy and Economics from Oxford University and, since graduating in 1978, his entire career has been spent in asset management. Mr Mellon worked for GT Management Plc from 1978 to 1984. In July 1984, he joined the Thornton Group where he was Managing Director of the Asian operation. From 1988 to 1990, he was an executive director of Tyndall Holdings Plc responsible for business expansion and corporate development. In 1990, Mr Mellon co-founded and became Chief Executive of

LETTER FROM THE BOARD

Regent Pacific Group. In 1994, he became Chairman of Regent Pacific Group. Mr Mellon has over 20 years' investment experience in Asia. He specialises in the development and restructuring of international investment vehicles, and travels extensively across the region on company visits and fact-finding missions. He is also director of certain subsidiaries of Regent Pacific Group. Mr Mellon is also: (i) the non-executive director of Agronomics Limited (having changed its name on 16 April 2019 from "Port Erin Biopharma Investments Limited"), having stepped down as the chairman of its board on 31 May 2019 and remaining as a non-executive director, a non-executive director of Condor Gold plc, the non-executive chairman of the board of FastForward Innovations Limited and the executive chairman of the board of Manx Financial Group plc, , all of which are listed on the Alternative Investment Market ("AIM") of the London Stock Exchange; (ii) a non-executive director of Bradda Head Holdings Limited (having changed its name on 20 March 2018 from "Life Science Developments Limited", which was de-listed from AIM on 6 October 2017); (iii) a non-executive director of Portage Biotech Inc (which is dually listed on the Over the Counter Bulletin Board of NASDAQ of the United States and the Canadian Securities Exchange); and (iv) the non-executive chairman of the board of Speymill Deutsche Immobilien Company plc (which was de-listed from AIM on 31 May 2011. He was formerly: (1) a non-executive director of Charlemagne Capital Limited ("CCL", which was de-listed from AIM on 15 December 2016), having ceased his directorship upon completion of the 100% acquisition of CCL by Fiera Capital Corporation (which is listed on the Toronto Stock Exchange) by a scheme of arrangement on 14 December 2016; (2) the non-executive chairman of the board of Plethora Solutions Holdings plc (which became a wholly owned subsidiary of the Company upon completion of a scheme of arrangement on 9 March 2016 and was de-listed from AIM on 11 March 2016), having resigned on 9 March 2016; (3) the non-executive chairman of the board of Rivington Street Holdings Limited (which was de-listed from ICAP Securities and Derivatives Exchange (ISDX) in the United Kingdom on 3 April 2014 and was dissolved on 20 October 2017); (4) the non-executive chairman of the board of SalvaRx Group Plc (an AIM-listed company), which, following a group re-structuring in March 2017, disposed of all its investments and business interests to its subsidiary, namely SalvaRx Limited, and is therefore classified as an AIM Rule 15 cash shell; (5) the executive chairman of the board of Speymill plc (which was de-listed from AIM on 2 February 2015 and was dissolved on 20 October 2017); and (6) a non-executive director of West African Minerals Corporation (an AIM-listed company), having resigned on 13 November 2017.

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 Mellon held:

- (i) personal interests in 361,594,306 Shares, being approximately 19.68 per cent of the Company's existing issued voting share capital; and (ii) through a private company indirectly wholly owned by him, interests in 25,791,905 Shares, being approximately 1.40 per cent of the Company's existing issued voting share capital; and

LETTER FROM THE BOARD

- (i) personal interests in a Convertible Note in the principal amount of US\$1,650,000, which, together with the accrued interest for the remaining period from 1 January 2020 to 23 August 2022 (if it is capitalised), is convertible into an aggregate of 66,976,270 Shares at the conversion price of HK\$0.2125 per Share; and (ii) through a private company indirectly wholly-owned by him interests in a Convertible Note in the principal amount of US\$3,000,000, which, together with the capitalised accrued interest for the period from 1 January 2020 to 23 August 2022, is convertible into an aggregate of 121,775,032 Shares at the conversion price of HK\$0.2125 per Share.

As at the Latest Practicable Date, Mr Mellon did not hold any outstanding Options under the Share Option Scheme (2016) (Note 1).

Mr Mellon's remuneration package is as follows:

- Pursuant to his letter of appointment for his position as Non-Executive Chairman of the Board, Mr Mellon receives an annual fee of US\$25,000 (approximately HK\$195,000) from the Company (Note 2). The Company determined the amount of fee payable to Mr Mellon on what it believes a comparable company would pay to a non-executive chairman of the board.
- Pursuant to his advisory agreement with the Company, Mr Mellon receives an annual advisory fee of US\$157,500 (approximately HK\$1,228,500) from the Company (Note 2).

Mr Mellon's letter of appointment (for the position as Non-Executive Chairman of the Board) 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. His advisory agreement specifies that his appointment as an adviser of the Company may be terminated by either party giving one year's notice.

Mr Mellon is a member of the Audit Committee and the Remuneration Committee and is the Chairman of the Nomination Committee and the Investment Committee.

The Company has been informed by James Mellon that there is an arrest warrant in his name, which was originally issued by the South Korean prosecutor's office on 19 December 2000 and subsequently re-issued on 14 January 2004. The warrant was due to remain valid and effective until 12 March 2010. The arrest warrant pertains to Mr Mellon's alleged involvement in a conspiracy to manipulate the share price of Regent Securities Co, Ltd. Mr Mellon has informed the Company that he denies these allegations which are wholly without substance.

- (b) *Charles David Andrew Comba*, aged 76, Canadian, has been an Independent Non-Executive Director of the Company since October 2005. 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 obtained two geological degrees from Queen's University Kingston, Ontario, Canada, an MSc (1975) and a Hon BSc (1972). He served on or led mineral exploration

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teams that have made eleven significant discoveries of base and precious metals, primarily for Falconbridge Group companies. Five discoveries were taken to production. He ceased to be a director of North American Palladium Ltd (listed on the Toronto Stock Exchange and the American Stock Exchange) on 23 June 2014 by mandatory retirement upon the age of 71. Mr Comba was a director and chairman of the board of First Nickel Inc (listed on the Toronto Stock Exchange), which agreed on 20 August 2015 to enter into receivership with its two principal debt holders. He resigned as a director of CR Capital Corp, a Canadian company listed on the NEX board of Toronto Venture Exchange, on 31 January 2018.

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.

As at the Latest Practicable Date, Mr Mellon did not hold any Convertible Note or any outstanding Options under the Share Option Scheme (2016) (Note 1).

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 (Note 2). The Company determined the amount of fee payable to Mr Comba on what it believes a comparable company would pay to its independent directors.

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.

Notes:

- (1) Since the commencement of the Share Option Scheme (2016) (being 10 June 2016) and prior to the Latest Practicable Date, no Options were granted and remained outstanding under the scheme.
- (2) The Company's Remuneration Committee resolved and implemented a 30% salary cut for all Directors with effect from 1 April 2020 until further notice.

It is the opinion of the Directors that each of them has the character, skill, experience and integrity and is able to demonstrate a standard of competence commensurate with his/her position as a director of the Company for discharging their duties as a director in the best interests of the Company. All Directors are aware of the required levels of fiduciary duties and duties of skill, care and diligence under Rules 3.08, 3.09 and 3.09A of the HK Listing Rules, so that he/she must, in performance of his/her duties as a director:

- (a) act honestly and in good faith in the interests of the Company as a whole;

LETTER FROM THE BOARD

- (b) act for proper purpose;
- (c) be answerable to the Company for the application or misapplication of its assets;
- (d) avoid actual and potential conflicts of interest and duty;
- (e) disclose fully and fairly his/her interests in contracts with the Company; and
- (f) apply such degree of skill, care and diligence as may reasonably be expected of a person of his/her knowledge and experience and holding his/her office within the Company.

None of the Directors (including those proposed for re-election at the 2020 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: (i) the advisory agreement of James Mellon specifies that his appointment as an adviser of the Company may be terminated by either party giving one year's notice; and (ii) the service agreement of Jamie Gibson may be terminated by either party giving one year's notice.

None of the Directors (including those proposed for re-election at the 2020 Annual General Meeting) 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.

In compliance with Rules 3.10(1) and (2) 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.

Pursuant to Rule 3.13 and Paragraph 12B of Appendix 16 to the HK Listing Rules, each of the Independent Non-Executive Directors has confirmed by a semi-annual confirmation:

- (i) that he/she (including his/her "immediate family members", as defined under Rule 14A.12(1)(a)) 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 core connected person (as such term is defined in the HK Listing Rules) of the Company;
- (iii) that he/she does not hold any cross-directorships (which exist when two (or more) Directors sit on each other's boards) or have any significant links with other Directors through involvement in other companies or bodies;
- (iv) that he/she does not hold more than six listed company directorships; and

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- (v) 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.

They have undertaken to inform the Company and the HK Stock Exchange as soon as practicable if there are any changes of circumstances which may affect his/her independence.

Each of the non-independent Directors has confirmed by a semi-annual confirmation that he/she considers that each of the Independent Non-Executive Directors continues to be independent under the independence criteria set out in Rule 3.13(1) to (8) and has proved to be capable of efficiently exercising 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 on 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 David Comba is a member of the Technical Committee.

Code Provision A.4.3 of The Corporate Governance Code provides that serving for more than 9 years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves for more than 9 years, his/her 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/she is still independent and should be elected. In this particular regard, it is noted that David Comba, who was appointed as an Independent Non-Executive Director on 27 October 2005, was last re-elected as a Director of the Company at the Company's annual general meeting held for Year 2017. At its meeting held in March 2020, the Nomination Committee has resolved that for the aforesaid reasons and subject to shareholders' approval, David Comba should be re-elected as an Independent Non-Executive Director at the 2020 Annual General Meeting. Such view was noted at a Board Meeting held in March 2020.

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 2020 Annual General Meeting.

Save for disclosed above and in the 2019 Annual Report, none of the Directors (including those proposed for re-election at the 2020 Annual General Meeting):

- (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

LETTER FROM THE BOARD

(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 2020 Annual General Meeting and, being eligible, offer itself for re-appointment under Resolution numbered 3.

5 SHARE ISSUE MANDATE

The general mandate granted to the Directors at the 2019 Annual General Meeting to issue, allot and otherwise deal with additional Shares up to a maximum of 367,450,236 Shares, being 20 per cent of the issued Shares of then voting share capital, will expire at the conclusion of the 2020 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 2020 Annual General Meeting to renew the share issue mandate.

The proposed Ordinary Resolution numbered 4 set out in the 2020 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 Shares as at the date when the relevant resolution is passed. The Share Issue Mandate, if approved at the 2020 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 1,837,251,182 voting Shares in issue. Accordingly, on the assumption that prior to the date of the 2020 Annual General Meeting, (i) no additional Shares will be issued either upon exercise of any Options or upon conversion of the Convertible Notes 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 367,450,236 Shares being issued by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 4 in the 2020 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 and conversion of the Convertible Notes. 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 2019 Annual General Meeting to repurchase, on the HK Stock Exchange, up to a maximum of 183,725,118 Shares, being 10 per cent of the number of issued and fully paid-up Shares of then, will expire at the conclusion of the 2020 Annual General Meeting provided that it is not revoked or varied before then. Accordingly, the Directors have proposed Ordinary Resolution numbered 5 at the 2020 Annual General Meeting to renew the repurchase mandate.

LETTER FROM THE BOARD

The proposed Ordinary Resolution numbered 5 set out in the 2020 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 number of issued and fully paid-up Shares as at the date when the relevant resolution is passed. The Repurchase Mandate, if approved at the 2020 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 1,837,251,182 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 183,725,118 Shares being repurchased by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 5 in the 2020 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.

(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 2019 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.

LETTER FROM THE BOARD

(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
- (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 core connected person (as such term is defined in the HK Listing Rules) and a core 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 close associates (as such term is defined in the HK Listing Rules) 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 core connected persons have notified the Company that they intend to sell Shares to the Company. However, none of the Directors (or any of their close associates) or other core connected persons has undertaken to the Company not to do so, in the event that the Repurchase Mandate is approved by shareholders.

LETTER FROM THE BOARD

(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.

(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\$)
2019		
April	0.280	0.248
May	0.280	0.220
June	0.270	0.240
July	0.265	0.222
August	0.229	0.170
September	0.189	0.159
October	0.169	0.128
November	0.146	0.120
December	0.135	0.108
2020		
January	0.191	0.100
February	0.140	0.110
March	0.118	0.065
April (up to the Latest Practicable Date)	0.082	0.060

LETTER FROM THE BOARD

(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. As at the Latest Practicable Date, 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, James Mellon (and his associates) holds an approximately 21.09 per cent interest in the existing issued voting share capital of the Company. Further, Mr Mellon and his associate also holds Convertible Notes in a principal amount, in aggregate, of US\$4,650,000, which, together with the accrued interests for the remaining period from 1 January 2020 to 23 August 2022 (if it is capitalised), are convertible into an aggregate of 188,751,302 Shares. Upon full conversion of such Convertible Notes, Mr Mellon (and his associates) would hold an approximately 27.45 per cent interest in the enlarged issued voting share capital of the Company.

In addition, James Mellon, Jayne Sutcliffe (being a Director) and Anderson Whamond (not being a Director) (the "**Concert Party Group**") have registered their aggregate holding as at 19 October 2001 pursuant to Rule 26.6 of the HK Takeovers Code. In this respect:

- according to the Register of Directors' and Chief Executive's Interests and Short Positions being kept by the Company pursuant to Part XV of the SFO, Jayne Sutcliffe holds an approximately 0.09 per cent personal interest in the existing issued voting share capital of the Company; and
- Anderson Whamond, through the trustee of a pension fund, of which he is the sole beneficiary, holds: (i) an approximately 0.08 per cent interest in the existing issued voting share capital of the Company; and (ii) a Convertible Note in a principal amount of US\$200,000, which, together with the accrued interests for the period from 1 January 2020 to 23 August 2022 (if it is capitalised), is convertible into an aggregate of 8,118,349 Shares.

Upon full conversion of the Convertible Notes by James Mellon and Anderson Whamond (and their associates), the Concert Party Group would hold an approximately 27.98 per cent interest in the enlarged issued voting share capital of the Company.

Accordingly, if the Conversion Notes were fully converted by James Mellon and Anderson Whamond (and their associates) into Shares and the Repurchase Mandate were exercised in full, the Concert Party Group 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. Currently, the Company is not aware of any intention of Mr Mellon and Mr Anderson to convert their Convertible Notes to an extent at which such a mandatory general offer would be triggered and the Company does not intend to exercise the Repurchase Mandate to an extent to give rise of such an obligation to the Concert Party Group.

LETTER FROM THE BOARD

7 EXTENSION OF SHARE ISSUE MANDATE

The proposed Ordinary Resolution numbered 6 set out in the 2020 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 2020 Annual General Meeting, be authorised to issue up to 551,175,354 Shares during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 4 in the 2020 AGM Notice).

8 THE 2020 ANNUAL GENERAL MEETING

The 2020 AGM Notice is set out in Pages 19 to 24 of this circular. 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 or via email at proxy@regentpac.com as soon as possible but in any event not later than 11:00 am on Monday, 15 June 2020. 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.

In order to ascertain the entitlements to attend and vote at the 2020 Annual 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 Thursday, 11 June 2020 for registration.

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 2020 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 circular and the 2019 Annual Report relevant to the resolutions proposed at the 2020 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 re-appointment of the retiring Auditor, 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, 3, 4, 5 and 6 proposed at the 2020 Annual General Meeting.

10 TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If at any time after 7:00 am on the date of the 2020 Annual General Meeting, Typhoon Signal Number 8 or above remains hoisted or a "Black" Rainstorm Warning Signal is in force, the 2020 Annual General Meeting will be postponed to a later date and/or time as determined by the Company. If the 2020 Annual 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 for the re-scheduled meeting.

11 THE NOVEL CORONAVIRUS DISEASE 2019 ("COVID-19")

Shareholders are advised to read the "Precautionary Measures for the 2020 Annual General Meeting" accompanying the 2020 AGM Notice.

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

James Mellon
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 2020 will be held at Units 1603-1604, 16th Floor, Causeway Bay Plaza One, 489 Hennessy Road, Causeway Bay, Hong Kong on Wednesday, 17 June 2020 at 11:00 am for the following purposes:

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 2019.
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

NOTICE OF ANNUAL GENERAL MEETING

- (ii) an 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 Shares as at the date of the passing of this Resolution, and if any subsequent consolidation or sub-division of Shares is conducted, the maximum number of Shares that may be issued under this mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or sub-division shall be the same; 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).”

NOTICE OF ANNUAL GENERAL MEETING

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);
- (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 number of issued and fully paid-up Shares as at the date of the passing of this Resolution, and if any subsequent consolidation or sub-division of Shares is conducted, the maximum number of Shares that may be repurchased under this mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or sub-division shall be the same; 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.”

NOTICE OF ANNUAL 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

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, 29 April 2020

Notes:

1. **Members are advised to read the “Precautionary Measures for the 2020 Annual General Meeting” accompanying this notice.**
2. The audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2019 to be received under Resolution numbered 1 at the Company’s annual general meeting for Year 2020 being convened by this notice (the “**2020 Annual General Meeting**”) are set out in the Company’s annual report (the “**2019 Annual Report**”).
3. The directors standing and offering for re-election under Resolution numbered 2 are James Mellon and David Comba. Biographical details of the retiring Directors are set out in the shareholders’ circular dated 29 April 2020 issued by the Company (the “**Circular**”), which accompanies the 2019 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 2020 Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

4. BDO Limited will retire at the 2020 Annual General Meeting and, being eligible, offers itself for re-appointment under Resolution numbered 3.
5. The general mandate granted to the Directors of the Company at its last annual general meeting held on 6 June 2019 (the “**2019 Annual General Meeting**”) to issue, allot and otherwise deal with additional shares up to a maximum of 20 per cent of the issued shares of the Company of then will expire at the conclusion of the 2020 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 2020 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.
6. The general mandate granted to the Directors of the 2019 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 number of issued and fully paid-up shares of the Company of then will expire at the conclusion of the 2020 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 5 to renew the repurchase mandate.

The repurchase mandate, if approved at the 2020 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.
7. 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.
8. 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.
9. 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 Monday, 15 June 2020.
10. In order to ascertain the entitlements to attend and vote at the 2020 Annual 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 Thursday, 11 June 2020 for registration.
11. 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.

NOTICE OF ANNUAL GENERAL MEETING

12. According to Rule 13.39(4) of The Rules Governing the Listing of Securities on the HK Stock Exchange, the chairman of the 2020 Annual General Meeting will demand a poll on all resolutions proposed at the meeting.
13. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.
14. If at any time after 7:00 am on the date of the 2020 Annual General Meeting, Typhoon Signal Number 8 or above remains hoisted or a “Black” Rainstorm Warning Signal is in force, the 2020 Annual General Meeting will be postponed to a later and/or time as determined by the Company. If the 2020 Annual 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.

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE 2020 ANNUAL GENERAL MEETING (THE “2020 ANNUAL GENERAL MEETING” OR THE “MEETING”)

In compliance with: (i) the Hong Kong Government’s directive on social distancing and personal and environmental hygiene; and (ii) the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of the spread of the novel coronavirus disease 2019 (the “COVID-19”), Regent Pacific Group Limited (the “Company”) will implement additional precautionary measures at the 2020 Annual General Meeting in the interests of the health and safety of our Shareholders, investors, Directors, Members of Staff and other participants of the Meeting, which include without limitation:

Before the date of the Meeting

1. In light of the continuing risks posed by the COVID-19 pandemic and in the interests of protecting our Shareholders, the Company strongly:
 - (a) encourages members **NOT** to attend the 2020 Annual General Meeting in person; and
 - (b) advises Members to appoint the chairman of the Meeting as their proxy to vote according to their indicated voting instructions.

Before entering the venue of the Meeting

2. All attendees will be required to **wear surgical face masks** before they are permitted to attend the Meeting.
3. There will be **compulsory body temperature screening** for all persons before entering the venue of the Meeting. Any person with a fever symptom will **NOT** be given access to the venue of the Meeting. Denied entry to the venue of the Meeting also means that the person will **NOT** be allowed to attend the Meeting.
4. There will be a **mandatory** health declaration completion (which may be used for close contact tracing, if required), so that attendees may be required to declare as to whether:
 - (a) he/she has travelled outside of Hong Kong within 14 days immediately before the Meeting;
 - (b) he/she is subject to any of the compulsory quarantine or medical surveillance order by the Hong Kong Government-Department of Health under its prescribed quarantine requirements;
 - (c) he/she has any flu-like symptoms (e.g. fever, cough, sore throat, running nose, breathing difficulty, shortness of breath, etc); and
 - (d) he/she has been in close contact with any confirmed case(s) and/or probable case(s) of the COVID-19 patients, or any person subject to the compulsory quarantine or medical surveillance order, or any person with recent travel history.

Any person who responds positively to any of these questions will be **denied** entry into the venue of the Meeting and will **NOT** be allowed to attend the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

In the Meeting

5. In view of the travelling restrictions and isolation policy currently imposed by the various jurisdictions, including Hong Kong, to prevent the spread of the COVID-19, there may not be any Directors of the Company who are able to come to Hong Kong to attend the 2020 Annual General Meeting. In case no Directors are present at the Meeting, the Members present in person or by proxy and entitled to vote shall elect one of their number to be the chairman of the Meeting pursuant to Article 63 of the Company's Articles of Association.
6. Attendees are reminded to observe good personal hygiene at all times and keep on wearing surgical face masks during the process of the Meeting.
7. Appropriate distancing and spacing in line with the guidance from the Hong Kong Government will be maintained and as such, the Company may limit the number of attendees at the Meeting as may be necessary to avoid over-crowding.
8. No refreshments and coffee/tea will be served at the Meeting.

General

9. Subject to the development of the COVID-19, the Company may implement further changes and additional precautionary measures, which will be announced closer to the date of the 2020 Annual General Meeting.
10. Health education materials and up-to-date development on the COVID-19 can be viewed on the websites of the Centre of Health Protection (www.chp.gov.hk) and of the Hong Kong Government on the COVID-19 (www.coronavirus.gov.hk).