



# Regent Pacific Group Limited

*(Incorporated in the Cayman Islands with Limited Liability)*

Stock Code: 0575

5 June 2014

## ANNOUNCEMENT

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## POLL RESULTS AT ANNUAL GENERAL MEETING

### SUMMARY

Ordinary Resolutions numbered 1 to 6 proposed at the Annual General Meeting, as set out in the AGM Notice, were duly passed by way of poll. The poll results are set out in detail in this announcement.

The directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**”) are pleased to announce that Ordinary Resolutions numbered 1 to 6 proposed at the Company’s annual general meeting held on Thursday, 5 June 2014 at 11:00 am (the “**Annual General Meeting**” or the “**Meeting**”), as set out in the notice of the Meeting dated 23 April 2014 (the “**AGM Notice**”), were duly passed.

Having given an explanation to the shareholders on the detailed procedures for conducting a poll, the chairman of the Meeting, according to Rule 13.39(4) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HK Listing Rules**”), demanded a poll on Ordinary Resolutions numbered 1 to 6 proposed at the Annual General Meeting, which





were duly passed by the following votes:

		Number of votes (approximate % of total votes cast at the Meeting)			
		For		Against	
<b>Ordinary Resolutions</b>					
(1)	To receive and consider the Company's audited financial statements and the reports of the Directors and auditor for the year ended 31 December 2013	921,784,544	(99.84%)	1,500,000	(0.16%)
(2)	To re-elect Directors and to fix their remuneration				
	(a) To re-elect the following retiring Directors:				
	(i) Stephen Dattels	921,784,544	(99.84%)	1,500,000	(0.16%)
	(ii) Jamie Gibson	921,784,544	(99.84%)	1,500,000	(0.16%)
	(iii) David Comba	921,784,544	(99.84%)	1,500,000	(0.16%)
	(b) To confirm the Directors' remuneration	921,784,544	(99.84%)	1,500,000	(0.16%)
(3)	To re-appoint the auditor of the Company and to authorise the Directors to fix their remuneration	921,784,544	(99.84%)	1,500,000	(0.16%)
(4)	To grant a general mandate to the Directors to issue, allot and otherwise deal with new shares in the Company up to a maximum of 20% of its existing issued voting share capital (the " <b>Share Issue Mandate</b> ")	895,336,544	(96.97%)	27,948,000	(3.03%)
(5)	To grant a general mandate to the Directors to repurchase shares in the Company up to a maximum of 10% of its existing issued and fully paid voting share capital (the " <b>Repurchase Mandate</b> ")	921,784,544	(99.84%)	1,500,000	(0.16%)
(6)	To extend the Share Issue Mandate to include the shares repurchased under the Repurchase Mandate	895,336,544	(96.97%)	27,948,000	(3.03%)

As at the date of the Meeting, the Company's total issued voting share capital consists of 3,485,730,523 ordinary shares. Shareholders please note that:

1. All issued shares entitled their holders to attend and vote at the Meeting;
2. No shareholders should be required under Rule 13.40 of the HK Listing Rules to abstain from voting in favour of any of the proposed resolutions at the Meeting;



3. No shareholders should be required under other provisions of the HK Listing Rules to abstain from voting in respect of any of the proposed resolutions at the Meeting;
4. There were no restrictions on any shareholders to cast their votes either only in favour of or only against any of the proposed resolutions at the Meeting; and
5. The Company did not receive any intention from shareholders, which would otherwise have been stated in the circular issued by the Company on 23 April 2014, to vote against any of the proposed resolutions or to abstain from voting in respect of any of the proposed resolutions at the Meeting.

Tricor Tengis Limited, the Company's Branch Share Registrars in Hong Kong, was appointed as the scrutineers for the vote-taking in respect of the poll at the Meeting.

Due to other business commitments, James Mellon and Stephen Dattels (the Co-Chairmen of the Board) were unable to attend and chair the Annual General Meeting. They have sent their apologies and have, in accordance with Code Provision E.1.2 of The Corporate Governance Code, appointed Jamie Gibson (the Executive Director and Chief Executive Officer) to take the chair of the Meeting.

The Chairman or Chairlady of the committees of the Board, namely:

- (i) Julie Oates as the Chairlady of the Company's Audit Committee;
- (ii) James Mellon as the Chairman of the Company's Nomination Committee; and
- (iii) Mark Searle as the Chairman of the Company's Remuneration Committee

were not available to attend the Meeting due to other business commitments. They have sent their apologies and have, in accordance with Code Provision E.1.2 of The Corporate Governance Code, appointed Jamie Gibson to answer any questions shareholders may raise at the Meeting with respect to the respective committees.

In accordance with Code Provision E.1.2 of The Corporate Governance Code, the Company has invited representatives of its external Auditor, BDO Limited, to attend the Annual General Meeting to answer questions about the audit of the Company's financial statements, including the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.



As noted, in accordance with Code Provision E.1.1 of the Corporate Governance Code, a separate resolution has been proposed at the Meeting in respect of the re-election of each of the retiring Directors.

On behalf of the Board of  
**Regent Pacific Group Limited**

Jamie Gibson  
*Director*

**Directors of the Company:**

James Mellon (*Co-Chairman*)<sup>\*</sup>

Stephen Dattels (*Co-Chairman*)<sup>\*</sup>

Jamie Gibson (*Chief Executive Officer*)

David Comba<sup>#</sup>

Julie Oates<sup>#</sup>

Mark Searle<sup>#</sup>

Jayne Sutcliffe<sup>\*</sup>

<sup>\*</sup> *Non-Executive Directors*

<sup>#</sup> *Independent Non-Executive Directors*

Hong Kong, 5 June 2014