

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 575)**

## **Completion of Connected Transaction Loan Capitalisation Involving Issue of New Shares under Specific Mandate**

Reference is made to the announcements of Regent Pacific Group Limited (the “**Company**”) dated 7 April 2025 and 19 June 2025, and to the circular dated 16 May 2025 (the “**Circular**”) in relation to the connected transaction of Loan Capitalisation involving the issue of new Shares under the Specific Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise stated.

The Board is pleased to announce that all the conditions precedent in the Debt Settlement Agreement have been satisfied and Completion took place on 25 June 2025. Pursuant to the terms and conditions of the Debt Settlement Agreement, an aggregate of 63,377,163 Capitalisation Shares have been duly allotted and issued to Galloway (as subscriber) under the Specific Mandate at the Capitalisation Price of HK\$0.485 per Capitalisation Share immediately upon Completion. The amount of the total Capitalisation Price has been satisfied by way of capitalising and setting off against the Loan and the Accrued Interest.

The Capitalisation Shares represent (i) approximately 27.74% of the total number of issued Shares immediately prior to Completion; and (ii) approximately 21.72% of the total number of issued Shares as enlarged by the allotment and issue of the Capitalisation Shares immediately upon Completion.

### **CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY**

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after the allotment and issue of the Capitalisation Shares upon Completion, are set out as follows:

Name of Shareholders	Immediately prior to Completion		Immediately after the allotment and issue of the Capitalisation Shares upon Completion	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Mr Mellon <sup>(Note 1)</sup>	40,380,607	17.68%	40,380,607	13.84%
Galloway <sup>(Note 2)</sup>	86,193,787	37.73%	149,570,950	51.26%
Indigo <sup>(Note 2)</sup>	2,579,190	1.13%	2,579,190	0.88%
Mr Mellon's parents	21,500	0.01%	21,500	0.01%
Jamie Gibson <sup>(Note 1)</sup>	6,939,674	3.04%	6,939,674	2.38%
Jayne Sutcliffe <sup>(Notes 1 and 3)</sup>	85,802	0.04%	85,802	0.03%
Mark Searle <sup>(Note 1)</sup>	218,754	0.10%	218,754	0.07%
Ihsan Al Chalabi <sup>(Note 1)</sup>	15,750	0.01%	15,750	0.01%
Anderson Whamond <sup>(Note 4)</sup>	140,000	0.06%	140,000	0.05%
Public Shareholders	91,863,555	40.20%	91,863,555	31.47%
<b>Total</b>	<b>228,438,619</b>	<b>100.00%</b>	<b>291,815,782</b>	<b>100.00%</b>

Notes:

1. Mr Mellon, Jamie Gibson, Jayne Sutcliffe, Mark Searle and Ihsan Al Chalabi are Directors.
2. Both Galloway and Indigo are indirectly wholly-owned by Mr Mellon.
3. Jayne Sutcliffe is a non-executive Director. She is also regarded as acting in concert with Mr Mellon for the purpose of the Takeovers Code.
4. Anderson Whamond is a former Director. He is also regarded as acting in concert with Mr Mellon for the purpose of the Takeovers Code.
5. The percentage figures have been subject to rounding. Any discrepancies between actual and total amounts listed therein are due to rounding adjustments.

By Order of the Board  
**Regent Pacific Group Limited**  
**Jamie Gibson**  
*Executive Director*

Hong Kong, 25 June 2025

As at the date of this announcement, the Board comprises six Directors:

*Executive Director:*

Jamie Gibson (*Chief Executive Officer*)

*Non-Executive Directors:*

James Mellon (*Chairman*)

Jayne Sutcliffe

*Independent Non-Executive Directors:*

Mark Searle

Adrian Chan

Ihsan Al Chalabi