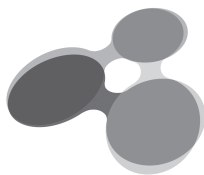

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular 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 circular, 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)

PROPOSED CAPITAL REDUCTION

A notice convening the extraordinary general meeting of Regent Pacific Group Limited is set out in Pages 14 to 16 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 as soon as possible but in any event not later than 11:00 a.m. on Wednesday, 17 August 2016. 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.

20 July 2016

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, copies of which are available on the websites of the HK Stock Exchange and the Company
“Board”	the board of directors of the Company
“Capital Reduction”	the proposed reduction of the issued share capital of the Company from US\$173,725,118.20 to US\$17,372,511.82 by: (i) the cancellation of US\$0.09 paid up capital on each issued share so that each issued share shall be treated as one fully paid up share of US\$0.01 each in the capital of the Company; and (ii) the reduction of the par value of each unissued share from US\$0.10 to US\$0.01, such that the authorised share capital of the Company shall be reduced from US\$235,500,000 comprising: (a) 2,300,000,000 Shares of a nominal or par value of US\$0.10 each; and (b) 55,000,000 unclassified shares of a nominal or par value of US\$0.10 each (which may be issued as Shares or as Deferred Shares of a nominal or par value of US\$0.10 each) to US\$23,550,000 comprising: (i) 2,300,000,000 New Shares of a nominal or par value of US\$0.01 each; and (ii) 55,000,000 unclassified shares of a nominal or par value of US\$0.01 each (which may be issued as New Shares or as New Deferred Shares of a nominal or par value of US\$0.01 each)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961), as consolidated and revised, of the Cayman Islands
“Company”	Regent Pacific Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares (and upon the Capital Reduction taking effect, the New Shares) of which are listed on the HK Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange
“Court”	the Grand Court of the Cayman Islands
“Deferred Share(s)”	the non-voting convertible deferred shares of US\$ 0.10 each in the capital of the Company
“Director(s)”	the directors of the Company

DEFINITIONS

“EGM Notice”	the notice convening the Extraordinary General Meeting as set out in Pages 14 to 16 of this circular
“Existing Share Certificate(s)”	the certificates for the Shares
“Extraordinary General Meeting”	the extraordinary general meeting convened to be held on Friday, 19 August 2016, the notice of which is set out in Pages 14 to 16 of this circular, to consider and approve the Capital Reduction
“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\$”	Hong Kong dollars, the lawful currency in Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	Thursday, 14 July 2016, 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, copies of which are available on the websites of the HK Stock Exchange and the Company
“New Deferred Share(s)”	the non-voting convertible deferred shares of US\$0.01 each in the capital of the Company upon the Capital Reduction taking effect
“New Share(s)”	the ordinary shares, with voting rights, of US\$0.01 each in the capital of the Company upon the Capital Reduction taking effect, which will be listed on the HK Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange
“New Share Certificate(s)”	the certificates for the New Shares
“Plethora”	Plethora Solutions Holdings plc, now a wholly owned subsidiary of the Company following its acquisition by way of scheme of arrangement in the United Kingdom in March of this year
“Shareholder(s)”	the holders of the Shares and, upon the Share Consolidation taking effect, the Consolidated Shares

DEFINITIONS

“Share(s)”	the ordinary shares, with voting rights, of US\$ 0.10 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
“US\$”	United States dollars, the lawful currency in the United States

EXPECTED TIMETABLE FOR THE CAPITAL REDUCTION

Set out below is the expected timetable for the implementation of the Capital Reduction and the relevant trading arrangements, which is subject to satisfaction of the conditions set out in the paragraph headed “Conditions for the Capital Reduction” in the Letter from the Board of this circular:

2016

*(Hong Kong dates and time
unless otherwise specified)*

Despatch of the Circular (including the notice of the Extraordinary General Meeting and the related form of proxy) Wednesday, 20 July

Latest time for lodging the form of proxy for the Extraordinary General Meeting 11:00 a.m. on Wednesday, 17 August

Extraordinary General Meeting 11:00 a.m. on Friday, 19 August

Publication of an announcement of the result of the Extraordinary General Meeting Friday, 19 August

The following events are conditional on the results of the Extraordinary General Meeting and the approval from the Court and therefore the dates are tentative:

Expected date of registration of a copy of the order from the Court confirming the Capital Reduction and the minutes approved by the Court pursuant to the Companies Law Friday, 28 October
(Cayman Islands date)

Expected effective date of the Capital Reduction Friday, 28 October
(Cayman Islands date), which will take effect
on Monday, 31 October in Hong Kong due to
time difference

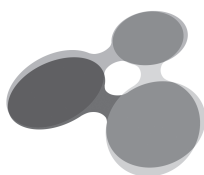
First day of the free exchange of the Existing Share Certificates for the New Share Certificates for the New Shares Monday, 31 October

Commencement of the dealings in the New Shares 9:00 a.m. on Monday, 31 October

Last day for the free exchange of the Existing Share Certificates for the New Share Certificates 4:30 p.m. on Wednesday, 7 December

Dates or times specified in this circular for events in the timetable for (or otherwise in relation to) the Capital Reduction are indicative only and may be excluded or varied due to the timetable and availability of the Court, additional time required for compliance with the regulatory requirements in the Cayman Islands and/or with any requirements imposed by the Court or varied by the Company. Shareholders and investors will be informed by further announcement(s) of the Company if there is any change made to the expected period of the free exchange of the Existing Share Certificates for the New Share Certificates for the New Shares.

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 (*Co-Chairman*)
Stephen Dattels (*Co-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*

20 July 2016

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam

PROPOSED CAPITAL REDUCTION

1 INTRODUCTION

The Company announced on 30 June 2016 the proposal on the reduction of the issued share capital of the Company from US\$173,725,118.20 to US\$17,372,511.82 by: (i) the cancellation of US\$0.09 paid up capital on each issued share so that each issued share shall be treated as one fully paid up share of US\$0.01 each in the capital of the Company; and (ii) the reduction of the par value of each unissued share from US\$0.10 to US\$0.01, such that the authorised share capital of the Company shall be reduced from US\$235,500,000 comprising: (a) 2,300,000,000 Shares of a nominal or par value of US\$0.10 each; and (b) 55,000,000 unclassified shares of a nominal or par value of US\$0.10 each (which may be issued as Shares or as Deferred Shares of a nominal or par value of US\$0.10 each) to US\$23,550,000 comprising: (i) 2,300,000,000 New Shares of a nominal or par value of US\$0.01 each; and (ii) 55,000,000 unclassified shares of a nominal or par value of US\$0.01 each (which may be issued as New Shares or as New Deferred Shares of a nominal or par value of US\$0.01 each).

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 resolutions proposed at the Extraordinary General Meeting to approve the Capital Reduction.

LETTER FROM THE BOARD

2. THE CAPITAL REDUCTION

As at the Latest Practicable Date, the authorised share capital of the Company is US\$235,500,000 comprising: (a) 2,300,000,000 Shares of US\$0.10 each; and (b) 55,000,000 unclassified shares of US\$0.10 each (which may be issued as Shares or Deferred Shares), of which 1,737,251,182 Shares have been issued and are fully paid or credited as fully paid.

The Board proposes that:

- (a) the issued share capital of the Company be reduced from US\$173,725,118.20 to US\$17,372,511.82 by: (i) the cancellation of US\$0.09 paid up capital on each issued share so that each issued share shall be treated as one fully paid up share of US\$0.01 each in the capital of the Company; and (ii) the reduction of the par value of each unissued share from US\$0.10 to US\$0.01, such that the authorised share capital of the Company shall be reduced from US\$235,500,000 comprising: (a) 2,300,000,000 Shares of a nominal or par value of US\$0.10 each; and (b) 55,000,000 unclassified shares of a nominal or par value of US\$0.10 each (which may be issued as Shares or as Deferred Shares of a nominal or par value of US\$0.10 each) to US\$23,550,000 comprising: (i) 2,300,000,000 New Shares of a nominal or par value of US\$0.01 each; and (ii) 55,000,000 unclassified shares of a nominal or par value of US\$0.01 each (which may be issued as New Shares or as New Deferred Shares of a nominal or par value of US\$0.01 each); and
- (b) the credit arising from the Capital Reduction in the amount of approximately US\$156,352,606.38 be credited towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company.

The board lot size for trading of the New Shares will remain unchanged at 10,000 New Shares upon the Capital Reduction taking effect.

LETTER FROM THE BOARD

(a) **Effect of the Capital Reduction**

Assuming that no further Shares will be issued and allotted or repurchased prior to the effective date of the Capital Reduction, the share capital structure of the Company will be as follows:

	As at the Latest Practicable Date	Immediately upon the Capital Reduction taking effect
Nominal or par value	US\$0.10 per Share or unclassified share (which may be issued as a Share or as a Deferred Share)	US\$0.01 per New Share or unclassified share (which may be issued as a New Share or as a New Deferred Share)
Amount of the authorised share capital	US\$235,500,000	US\$23,550,000
Number of authorised shares	2,300,000,000 Shares and 55,000,000 unclassified shares (which may be issued as Shares or as Deferred Shares)	2,300,000,000 New Shares and 55,000,000 unclassified shares (which may be issued as New Shares or as New Deferred Shares)
Number of issued shares	1,737,251,182 Shares	1,737,251,182 New Shares
Amount of the issued share capital	US\$173,725,118.20	US\$17,372,511.82
Number of unissued shares	562,748,818 Shares and 55,000,000 unclassified shares (which may be issued as Shares or as Deferred Shares)	562,748,818 New Shares and 55,000,000 unclassified shares (which may be issued as New Shares or as New Deferred Shares)
Amount of the unissued share capital	US\$56,274,881.80 for Shares and US\$5,500,000 for unclassified shares	US\$5,627,488.18 for New Shares and US\$550,000 for unclassified shares

As at the Latest Practicable Date, 1,737,251,182 Shares have been issued and are fully paid or credited as fully paid. Accordingly, assuming that the nominal or par value of each of the Shares will be reduced from US\$0.10 to US\$0.01, upon the Capital Reduction taking effect, the authorised share capital of the Company will be US\$23,550,000 comprising: (i) 2,300,000,000 New Shares of a nominal or par value of US\$0.01 each; and (ii) 55,000,000

LETTER FROM THE BOARD

unclassified shares of a nominal or par value of US\$0.01 each (which may be issued as New Shares or as New Deferred Shares of a nominal or par value of US\$0.01 each), of which 1,737,251,182 New Shares are issued and are fully paid or credited as fully paid and the remainder are unissued. The Company's issued and paid up share capital of US\$173,725,118.20 will be reduced by US\$156,352,606.38 to US\$17,372,511.82.

(b) Conditions for the Capital Reduction

The Capital Reduction is conditional upon:

- (i) the passing by the Shareholders at the Extraordinary General Meeting of a special resolution approving the Capital Reduction;
- (ii) the approval of the Capital Reduction by the Court;
- (iii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction;
- (iv) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law with respect to the Capital Reduction; and
- (v) the Listing Committee of the HK Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reduction.

The Capital Reduction will take effect, and trading in the New Shares will commence, upon all the above-mentioned conditions having been satisfied. Upon approval by the Shareholders of the Capital Reduction at the Extraordinary General Meeting, the legal adviser to the Company (as to the Cayman Islands law) will apply to the Court for hearing date(s) to confirm the Capital Reduction and further announcement(s) will be made by the Company on the progress of the Capital Reduction as and when appropriate.

(c) Status of the New Shares and the New Deferred Shares

The New Shares and the New Deferred Shares shall rank *pari passu* in all respects with each other within the same class and have the same rights and be subject to the restrictions in respect of ordinary shares and non-voting convertible deferred shares contained in the Articles of Association of the Company. The Capital Reduction will not result in any change in the rights of the Shareholders.

An application will be made to the Listing Committee of the HK Stock Exchange for the listing of, and the permission to deal in, the New Shares arising from the Capital Reduction. No application is required to be sought from any other stock exchange for the listing of, and permission to deal in, the New Shares.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the New Shares on the HK Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the HK Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the HK Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

(d) **Board lot size**

The existing board lot of 10,000 Shares will remain unchanged upon the Capital Reduction taking effect.

(e) **Free exchange of share certificates**

Subject to the Capital Reduction having taken effect, Shareholders may, during business hours from Monday, 31 October 2016 to Wednesday, 7 December 2016 (both days inclusive), submit their Existing Share Certificates for the Shares (in green colour) to the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for the New Share Certificates for the New Shares (in orange colour) at the expense of the Company. Details of such free exchange of share certificates will be announced as soon as the effective date of the Capital Reduction is ascertained.

Thereafter, Existing Share Certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such amount as may from time to time prescribed in the HK Listing Rules) payable by the Shareholders for each Existing Share Certificate or New Share Certificate, whichever number of certificates is higher.

It is expected that New Share Certificates for New Shares will be available for collection within a period of ten (10) Business Days after the submission of the Existing Share Certificates.

Nevertheless, Existing Share Certificates will continue to be good evidence of legal title and will be valid for delivery, trading and settlement purposes after the Capital Reduction has taken effect.

(f) **Reasons for the Capital Reduction**

As noted, the credit arising from the Capital Reduction will be credited towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company.

LETTER FROM THE BOARD

As at 31 December 2015, the accumulated losses of the Company amounted to US\$284,032,000, which have arisen from the accumulation of all net losses since its incorporation, and it is expected that the credit arising from the Capital Reduction will amount to US\$156,352,606.38. Unless the Company can generate net profits in excess of US\$127,679,390.62 starting from 1 January 2016 and thereby transform the accumulated losses into retained earnings, the Company will be unable to announce or distribute any dividends by way of debiting the account of accumulated losses.

Accordingly, the Board is of the opinion that the proposed Capital Reduction will give greater flexibility to the Company to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future, subject to the Company's performance and when the Board considers that it is appropriate to do so in the future. In addition, the Board considers that the Capital Reduction will enable the nominal or par value of the Shares to be reduced from US\$0.10 to US\$0.01 each, thus giving greater flexibility to the Company to raise funds, should the Board consider it prudent or advisable to do so, through the issue of New Shares in the future given that the Company is not permitted, pursuant to its Articles of Association, to issue new Shares below their nominal or par value. It is important for Shareholders to note that, at this stage, there can be no assurance that a dividend will be declared or paid in the future, and that the Company has no immediate plans to raise funds through the issue of New Shares, even if the Capital Reduction takes effect. Moreover, the number of the Company's issued shares increased by approximately four times following our recent acquisition of Plethora, leaving us with a rather large and unwieldy number of issued shares for a company of our size. In light of the significant change to its capital structure following that acquisition, now would seem to be an appropriate time to clean up the capital structure of the Company, consistent with its recent share consolidation. The proposed Capital Reduction is entirely consistent with meeting this objective.

Save for the expenses to be incurred by the Company in implementing the Capital Reduction, the Board considers that the Capital Reduction will have no impact on the underlying assets, business operations, management or financial position of the Group or the proportionate interests of the Shareholders in the Company and their respective voting rights. Further, the Capital Reduction does not involve the diminution of any liability in respect of any unpaid capital of the Company nor does it involve the repayment to the Shareholders of any paid up capital of the Company. The Board considers that the Capital Reduction will not have any material adverse effect on the financial position of the Company.

In view of the above, the Board considers that the Capital Reduction is in the interests of the Company and the Shareholders at a whole.

LETTER FROM THE BOARD

3 ADOPTION OF THE AMENDED AND RE-STATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Arrangements have been made to incorporate all the following amendments, which were and will be made to the Memorandum and Articles of Association since its last adoption by the Shareholders on 30 May 2012, in a consolidated copy of the amended and re-stated memorandum and articles of association, and the Directors have proposed under Special Resolution numbered 2 (in the EGM Notice) at the Extraordinary General Meeting that an amended and re-stated memorandum and articles of association be adopted.

The share capital of the Company was increased pursuant to an Ordinary Resolution passed on 2 March 2016 to US\$235,500,000.00 comprising: (a) 23,000,000,000 Ordinary Shares; and (b) 550,000,000 unclassified shares of a nominal or par value of US\$0.01 each which may be issued as Ordinary Shares or as Deferred Shares.

The share capital of the Company was further amended pursuant to an Ordinary Resolution passed on 8 June 2016 by consolidating: (i) every ten ordinary shares of a nominal or par value of US\$0.01 each in the issued and unissued share capital of the Company into one ordinary share of a nominal or par value of US\$0.10 each; and (ii) every ten unclassified shares of a nominal or par value of US\$0.01 each which may be issued as ordinary shares or as non-voting convertible deferred shares of a nominal or par value of US\$0.01 each in the issued and unissued share capital of the Company into one unclassified share of a nominal or par value of US\$0.10 each which may be issued as an ordinary share or as a non-voting convertible deferred share of US\$0.10 each, which took effect on 10 June 2016.

The share capital of the Company will further be amended by the Capital Reduction, if the Capital Reduction is approved by Special Resolution numbered 1 (in the EGM Notice) at the Extraordinary General Meeting.

Accordingly, the first sentence of Clause 6 will be amended in the following terms:

“The share capital of the Company is US\$23,550,000.00 comprising: (a) 2,300,000,000 ordinary shares of a nominal or par value of US\$0.01 each (“**Ordinary Share(s)**”); and (b) 55,000,000 unclassified shares of a nominal or par value of US\$0.01 each which may be issued as Ordinary Shares or as non-voting convertible deferred shares of a nominal or par value of US\$0.01 each (“**Deferred Share(s)**”) with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.”

LETTER FROM THE BOARD

The par value of the shares of the Company was amended by the share consolidation referred to above. The par value of the shares of the Company will further be amended by the Capital Reduction, if the Capital Reduction is approved by Special Resolution numbered 1 (in the EGM Notice) at the Extraordinary General Meeting.

A consolidated copy of the amended and re-stated memorandum and articles of association of the Company will be produced at the Extraordinary General Meeting marked “A” and will be signed by the chairman of the meeting for the purpose of identification.

The Company’s legal advisers have confirmed to the Company that the proposed amendments to the Company’s Memorandum and Articles of Association conform with the requirements of the HK Listing Rules and the laws of the Cayman Islands. The Directors have confirmed to the HK Stock Exchange that there is nothing unusual about the proposed amendments to the Company’s Memorandum and Articles of Association for a company listed in Hong Kong.

4 GENERAL

The Capital Reduction is conditional upon the passing of a special resolution by the Shareholders at the Extraordinary General Meeting.

An application will be made to the Listing Committee of the HK Stock Exchange for the listing of, and permission to deal in, the New Shares arising from the Capital Reduction.

To the best of knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholders will be required under the HK Listing Rules to abstain from voting at the Extraordinary General Meeting.

5 EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting is convened by the Company for the Shareholders to consider and, if thought fit, approve the Capital Reduction.

As noted above, no Shareholders will be required under the HK Listing Rules to abstain from voting at the Extraordinary General Meeting.

The EGM Notice is set out in Pages 14 to 16 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 as soon as possible but in any event not later than 11:00 a.m. on Wednesday, 17 August 2016. 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.

LETTER FROM THE BOARD

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 Extraordinary General Meeting will demand a poll on the resolutions proposed at the meeting.

6 DIRECTORS' RECOMMENDATION

The Directors consider that the Capital Reduction is in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions proposed at the Extraordinary General Meeting.

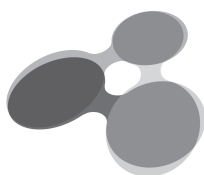
7 TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If at any time after 7:00 am on the date of the Extraordinary General Meeting: (i) Typhoon Signal Number 8 or above remains hoisted or a "Black" Rainstorm Warning Signal is in force; or (ii) the service of the ferry between Hong Kong and Macau is suspended, the Extraordinary 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 EXTRAORDINARY GENERAL MEETING



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company will be held at Salons 1 and 2, Level 1, MGM Macau*, Avenida Dr. Sun Yat Sen, NAPE, Macau on Friday, 19 August 2016 at 11:00 am to consider and, if thought fit, approve the following resolutions (*Shuttle buses of MGM Macau will depart from the New Macau Maritime Ferry Terminal from time to time):

AS A SPECIAL RESOLUTION

1. **“THAT** subject to and conditional upon: (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the **“Court”**); (ii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction; (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law, Chapter 22 (Law 3 of 1961), as consolidated and revised, of the Cayman Islands with respect to the Capital Reduction; and (iv) the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“HK Stock Exchange”**) granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction, with effect from the date on which these conditions are satisfied (the **“Effective Date”**):
 - (a) the issued share capital of the Company be and is hereby reduced from US\$173,725,118.20 to US\$17,372,511.82 by: (i) the cancellation of US\$0.09 paid up capital on each issued share so that each issued share shall be treated as one fully paid up share of US\$0.01 each in the capital of the Company; and (ii) the reduction of the par value of each unissued share from US\$0.10 to US\$0.01, such that the authorised share capital of the Company shall be reduced from US\$235,500,000 comprising: (a) 2,300,000,000 shares of a nominal or par value of US\$0.10 each (**“Share(s)”**); and (b) 55,000,000 unclassified shares of a nominal or par value of US\$0.10 each (which may be issued as Shares or as non-voting convertible deferred shares of a nominal or par value of US\$0.10 each) to US\$23,550,000 comprising: (i) 2,300,000,000 new shares of a nominal or par value of US\$0.01 each (**“New Share(s)”**); and (ii) 55,000,000 unclassified shares of a nominal or par value of US\$0.01 each (which may be issued as New Shares or as new non-voting convertible deferred shares (**“New Deferred Share(s)”**) of a nominal or par value of US\$0.01 each) (**“Capital Reduction”**);
 - (b) the directors of the Company (the **“Directors”**) be and are hereby authorised to apply the credit arising from the Capital Reduction in the amount of approximately US\$156,352,606.38 to set off against the accumulated losses of the Company as at the Effective Date, thereby reducing the accumulated losses of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) all of the New Shares and the New Deferred Shares resulting from the Capital Reduction shall rank *pari passu* in all respects with each other within the same class and have the same rights and be subject to the restrictions in respect of ordinary shares and non-voting convertible deferred shares contained in the articles of association of the Company; and
- (d) the Directors be and are hereby generally authorised for and on behalf of the Company to do all such acts and things, including but not limited to execution of all documents, which the Directors deem necessary, appropriate or desirable or expedient to complete, implement and give effect to any matters relating to or in connection with the Capital Reduction.”

AS A SPECIAL RESOLUTION

2. “**THAT**, upon the coming into effect of the Capital Reduction (as set out in Special Resolution numbered 1 above in this notice), the amended and re-stated memorandum and articles of association of the Company, the details of which are set out in the shareholders’ circular issued by the Company on 20 July 2016 (copies of which are produced at the meeting marked “A” and “B” respectively and signed by the chairman of the meeting for the purpose of identification), be and are hereby adopted.”

By Order of the Board of
Regent Pacific Group Limited

Jamie Gibson
Director

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, 20 July 2016

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Shareholders are recommended to read the shareholders' circular dated 20 July 2016 issued by the Company (the "**Circular**"), which contains important information concerning the resolutions proposed at the extraordinary general meeting being convened by this notice (the "**Extraordinary General Meeting**").

Unless the context requires otherwise, capitalised terms used in this notice shall have the same meaning given to them in the Circular, of which this notice forms part.

2. 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.
3. 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.
4. 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.
5. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.
6. If at any time after 7:00 am on the date of the Extraordinary General Meeting: (i) Typhoon Signal Number 8 or above remains hoisted or a "Black" Rainstorm Warning Signal is in force; or (ii) the service of the ferry between Hong Kong and Macau is suspended, the Extraordinary 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.