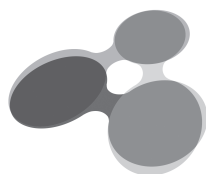

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 2017**

A notice convening the annual general meeting of Regent Pacific Group Limited for Year 2017 is set out in Pages 17 to 21 of this document. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible but in any event not later than 11:00 am on Wednesday, 31 May 2017. 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 22, Hopewell Centre, 183 Queen's Road Central, Hong Kong not later than 4:30 pm on Friday, 26 May 2017 for registration.

28 April 2017

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DEFINITIONS

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

“2016 Annual General Meeting”	the last annual general meeting of the Company held on 8 June 2016
“2016 Annual Report”	the annual report of the Company for the year ended 31 December 2016, which accompanies this document
“2016 Audited Financial Statements”	the audited financial statements of the Company for the year ended 31 December 2016 as set out in the 2016 Annual Report, which accompanies this document
“2017 AGM Notice”	the notice convening the 2017 Annual General Meeting as set out in Pages 17 to 21 of this document
“2017 Annual General Meeting”	the annual general meeting of the Company for Year 2017 convened to be held on Friday, 2 June 2017, the notice of which is set out in Pages 17 to 21 of this document
“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

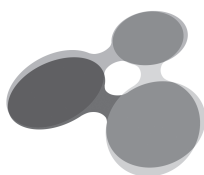
“Connected Transactions Committee”	the connected transactions committee of the Company established on 20 October 2008, which reviews and monitors any conflict of interests that the Group may have with any of its directors, employees or members and, moreover, any actual or potential connected or related party transaction (including connected transactions exempted under the HK Listing Rules) that the Group is proposing to enter into, including any approvals thereof
“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
“Investment Committee”	the investment committee of the Company, which oversees the investments of the Group
“Latest Practicable Date”	Friday, 21 April 2017, being the latest practicable date prior to the printing of this document for ascertaining certain information for inclusion in this document
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“Nomination Committee”	the nomination committee of the Company established on 13 March 2012
“Option(s)”	the options granted and exercisable under the Share Option Scheme (2002)
“Performance Bonus Plan”	the performance bonus plan of the Group established on 18 October 2002

DEFINITIONS

“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 2017 Annual General Meeting or otherwise as at the date when the relevant resolution is passed
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the ordinary shares, with voting rights, of US\$0.01 each in the capital of the Company, which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange
“Share Consolidation”	the 10 for 1 share consolidation carried out by the Company that became effective on 10 June 2016 (as detailed in the shareholders’ circular and announcement issued by the Company on 13 May 2016 and 8 June 2016 respectively)
“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 2017 Annual General Meeting or otherwise as at the date when the relevant resolution is passed
“Share Option Scheme (2002)”	the share option scheme of the Company named the “Share Option Scheme (2002)” established with the shareholders’ approval on 15 November 2002, which already expired on 15 November 2012 with the provisions of its rules remaining in full force and effect to the extent necessary to give effect to the exercise of any Options granted and remaining outstanding prior to the date of the expiry
“Technical Committee”	the technical committee of the Company, which reviews and monitors the compliance of the Company with the requirements of Chapter 18 of the HK Listing Rules (together with associated provisions of the HK Listing Rules)
“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*

28 April 2017

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 2017**

1 INTRODUCTION

This document provides shareholders with all the information reasonably necessary to enable them to make an informed decision as to whether to vote in favour of the following resolutions proposed at the 2017 Annual General Meeting, as set out in detail in the 2017 AGM Notice:

- a. To receive the 2016 Audited Financial Statements and the relevant reports of the Directors and Auditor.
- b. To re-elect the Directors who will retire at the 2017 Annual General Meeting pursuant to the Articles of Association.
- c. To re-appoint the retiring Auditor.

LETTER FROM THE BOARD

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

2 2016 AUDITED FINANCIAL STATEMENTS

The 2016 Audited Financial Statements and the relevant reports of the Directors and the Auditor to be received under Resolution numbered 1 at the 2017 Annual General Meeting are set out in the 2016 Annual Report, which accompanies this document.

3 RE-ELECTION OF DIRECTORS

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

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

No Directors will retire pursuant to Article 86(3) at the 2017 Annual General Meeting, and James Mellon and David Comba will retire by rotation pursuant to Article 87 at the 2017 Annual General Meeting. Both of them, being eligible, offer themselves for re-election under Resolution numbered 2 at the 2017 Annual General Meeting.

Biographical details of the retiring Directors are as follows:

- (a) **James Mellon**, aged 60, 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 whole 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 Regent Pacific Group. In 1994, he became Chairman of Regent Pacific Group. Mr Mellon has over

LETTER FROM THE BOARD

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) a non-executive director of Condor Gold plc, the executive co-chairman of the board of Fast Forward Innovations Limited, a non-executive director of Life Science Developments Limited, having been appointed on 5 October 2015, the executive chairman of the board of Manx Financial Group plc, the non-executive chairman of the board of Port Erin Biopharma Investments Limited, the non-executive chairman of the board of SalvaRx Group Plc (formerly known as 3Legs Resources plc) (having been appointed as a non-executive director on 9 June 2015 and as the non-executive chairman on 21 March 2016) and a non-executive director of West African Minerals Corporation, all of which are listed on the Alternative Investment Market ("AIM") of the London Stock Exchange; (ii) 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 Stock Exchange); (iii) 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); (iv) the non-executive chairman of the board of Speymill Deutsche Immobilien Company plc (which was de-listed from AIM on 31 May 2011); and (v) the executive chairman of the board of Speymill plc (which was de-listed from AIM on 2 February 2015). He was formerly: (1) a non-executive director of Brazilian Gold Corporation ("BGC", which was de-listed from the Toronto Venture Exchange ("TSX-V") on 25 November 2013), having ceased his directorship upon completion of the 100% acquisition of BGC by Brazil Resources Inc (which is dually listed on TSX-V and OTCQX) by a plan of arrangement on 22 November 2013; (2) 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; (3) a non-executive director of Miraculins Inc (which is listed on TSX-V), having not stood for re-election on 29 May 2014; (4) 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; (5) a non-executive director of Polo Resources Limited (an AIM-listed company, having voluntarily withdrawn its listing from the Bermuda Stock Exchange on 23 May 2014), having resigned on 14 May 2013; (6) a non-executive director of Summit Corporation plc (an AIM-listed company), having resigned on 3 December 2014; and (7) a non-executive director of Venturex Resources Limited ("VXR", which is listed on the Australian Securities Exchange), having been appointed on 5 February 2013, representing the Company's interest held in VXR, and resigned on 10 June 2013.

LETTER FROM THE BOARD

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 19.68 per cent of the Company's existing issued voting share capital; and (ii) through companies indirectly wholly owned by him, interests in 25,791,905 Shares, being 1.40 per cent of the Company's existing issued voting share capital; and
- an outstanding Option, which was granted on 2 October 2007 and was fully vested, entitling him to subscribe for 1,300,000 Shares at the exercise price of HK\$11.520 per Share (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. 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.
- Mr Mellon is also entitled to participate in the Performance Bonus Plan from time to time. During the year ended 31 December 2016, no amounts were paid by the Company to Mr Mellon in respect of a discretionary bonus and in accordance with the Performance Bonus Plan. Subsequent to the year end date and prior to the Latest Practicable Date, no bonuses were paid by the Company to Mr Mellon under the Performance Bonus Plan. (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.

LETTER FROM THE BOARD

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

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

- no interests in Shares; and
- an outstanding Option, which was granted on 2 October 2007 and was fully vested, entitling him to subscribe for 500,000 Shares at the exercise price of HK\$11.520 per Share (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. The Company determined the amount of fee payable to Mr Comba on what it believes a comparable company would pay to its independent directors. Shareholders shall note that Independent Non-Executive Directors are excluded from the Performance Bonus Plan. (Note 2).

LETTER FROM THE BOARD

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

Mr Comba is a member of the Technical Committee.

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

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

Pursuant to paragraph 12B of Appendix 16 to the HK Listing Rules, each of the Independent Non-Executive Directors, including the retiring Director (namely David Comba), has confirmed by an annual confirmation: (i) that he/she complies with each of the independence criteria referred to in Rule 3.13(1) to (8); (ii) that he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the HK Listing Rules) of the Company; and (iii) that there are no other factors that may affect his/her independence at the same time as the submission of his/her Declaration and Undertaking in Form B of Appendix 5 to the HK Listing Rules. The Directors consider that all three Independent Non-Executive Directors (including David Comba) continue to be independent under these independence criteria and have proved to be capable 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, as mentioned above, David Comba is a member of the Technical Committee. Accordingly, the Directors consider that David Comba should be re-elected as an Independent Non-Executive Director at the 2017 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 Directors at the 2017 Annual General Meeting.

Notes:

1. The Options entitle the optionholders to exercise one-third of the Option at each of the first, second and third anniversary dates after the date of grant, provided that the optionholder remains as an eligible participant. Any entitlements unexercised in any prior period may be carried forward to the following periods but, in any event, must be exercised within 10 years from the date of grant. Any entitlements then remain unexercised will lapse.

LETTER FROM THE BOARD

2. All employees, Executive Directors, Non-Executive Directors (but excluding Independent Non-Executive Directors), advisers and consultants of the Group are entitled to participate in the Performance Bonus Plan. In respect of each financial year, a maximum of 20 per cent of the Group's consolidated operating profits before tax for the relevant year shall be retained as the bonus pool. However, the determination of a discretionary bonus award may be subject to performance targets as set by the Remuneration Committee that oversees the administration of the Performance Bonus Plan.

None of the Directors proposed for re-election at the 2017 Annual General Meeting has any unexpired service contract with the Company or any of its subsidiaries, which is not determinable by the employing company within one year without payment (other than statutory compensation), except that as noted above, the advisory agreement of James Mellon specifies that his appointment as an adviser of the Company may be by either party giving one year's notice.

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

Save for disclosed above, none of the retiring Directors:

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

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

4 RE-APPOINTMENT OF AUDITOR

BDO Limited will retire at the 2017 Annual General Meeting and, being eligible, offer itself for re-appointment under Resolution numbered 3.

LETTER FROM THE BOARD

5 SHARE ISSUE MANDATE

A general mandate was granted to the Directors at the 2016 Annual General Meeting to issue, allot and otherwise deal with additional Shares up to a maximum of 347,450,236 Shares, being 20 per cent of the issued Shares of then voting share capital (as adjusted for the Share Consolidation), pursuant to which an aggregate of 100,000,000 new Shares were issued and allotted by the Company on 7 April 2017 by way of a top-up subscription. Such mandate, to the extent of its unused limit, will expire at the conclusion of the 2017 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 2017 Annual General Meeting to renew the share issue mandate.

The proposed Ordinary Resolution numbered 4 set out in the 2017 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 2017 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 2017 Annual General Meeting, (i) no additional Shares will be issued either upon exercise of any Options or otherwise; and (ii) no Shares will be repurchased by the Company, exercise in full of the Share Issue Mandate would result in up to 367,450,236 Shares being issued by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 4 in the 2017 AGM Notice). Approval has been obtained from the HK Stock Exchange for the listing of and permission to deal in the new Shares to be issued upon exercise of the Options. Any other issue of new Shares is subject to approval from the HK Stock Exchange for the listing of and permission to deal in such new Shares.

6 REPURCHASE MANDATE

The general mandate granted to the Directors at the 2016 Annual General Meeting to repurchase, on the HK Stock Exchange, up to a maximum of 1,737,251,182 Shares, being 10 per cent of the number of issued and fully paid-up Shares of then (as adjusted for the Share Consolidation), will expire at the conclusion of the 2017 Annual General Meeting provided that it is not revoked or varied before then. Accordingly, the Directors have proposed Ordinary Resolution numbered 5 at the 2017 Annual General Meeting to renew the repurchase mandate.

The proposed Ordinary Resolution numbered 5 set out in the 2017 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 2017 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.

LETTER FROM THE BOARD

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 2017 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 2016 Audited Financial Statements). The Directors therefore do not propose to exercise the Repurchase Mandate to such an extent unless the Directors determine that such repurchases are, taking account of all relevant factors, in the best interests of the Group.

(c) Dealing restrictions

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

LETTER FROM THE BOARD

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.

(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.

LETTER FROM THE BOARD

(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\$)
2016		
April	0.630	0.380
May	0.480	0.280
June	0.290	0.200
July	0.325	0.200
August	0.315	0.240
September	0.310	0.243
October	0.275	0.242
November	0.790	0.243
December	0.730	0.455
2017		
January	0.650	0.540
February	0.650	0.500
March	0.590	0.420
April (up to the Latest Practicable Date)	0.455	0.365

(g) **HK Takeovers Code**

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

LETTER FROM THE BOARD

7 EXTENSION OF SHARE ISSUE MANDATE

The proposed Ordinary Resolution numbered 6 set out in the 2017 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 2017 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 2017 AGM Notice).

8 THE 2017 ANNUAL GENERAL MEETING

The 2017 AGM Notice is set out in Pages 17 to 21 of this document. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power of attorney, to the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible but in any event not later than 11:00 am on Wednesday, 31 May 2017. 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 2017 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 22, Hopewell Centre, 183 Queen's Road Central, Hong Kong not later than 4:30 pm on Friday, 26 May 2017 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 2017 Annual General Meeting will demand a poll on all resolutions proposed at the meeting.

LETTER FROM THE BOARD

9 DIRECTORS' RECOMMENDATION

Shareholders are encouraged to study the information contained in this document and the 2016 Annual Report relevant to the resolutions proposed at the 2017 Annual General Meeting so as to make decision as to whether to vote in favour of the resolutions.

The Directors consider that the re-election of the retiring Directors, the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate are in the best interests of the Group and the shareholders of the Company as a whole. Accordingly, the Directors recommend that all shareholders vote in favour of Ordinary Resolutions numbered 2, 4, 5 and 6 proposed at the 2017 Annual General Meeting.

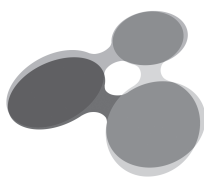
10 TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If at any time after 7:00 am on the date of the 2017 Annual 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 2017 Annual General Meeting will be postponed. The Company will post an announcement on the websites of the Company (www.regentpac.com) and the HK Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the re-scheduled meeting.

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

James Mellon
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 2017 will be held at Salons 1 and 2, Level 1, MGM Macau*, Avenida Dr. Sun Yat Sen, NAPE, Macau on Friday, 2 June 2017 at 11:00 am for the following purposes (*Shuttle buses of MGM Macau will depart from the New Macau Maritime Ferry Terminal from time to time):

1. To receive and consider the audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2016.
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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) an 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.

NOTICE OF ANNUAL GENERAL MEETING

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

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

As an Ordinary Resolution

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

- (a) such mandate shall not extend beyond the Relevant Period (as defined below);
- (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, 28 April 2017

Notes:

1. The audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2016 to be received under Resolution numbered 1 at the Company’s annual general meeting for Year 2017 being convened by this notice (the “**2017 Annual General Meeting**”) are set out in the Company’s annual report (the “**2016 Annual Report**”).
2. The directors standing 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 28 April 2017 issued by the Company (the “**Circular**”), which accompanies the 2016 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 2017 Annual General Meeting.
3. BDO Limited will retire at the 2017 Annual General Meeting and, being eligible, offer itself for re-appointment under Resolution numbered 3.

NOTICE OF ANNUAL GENERAL MEETING

4. The general mandate granted to the Directors of the Company at its last annual general meeting held on 8 June 2016 (the “**2016 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 2017 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 2017 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.

5. The general mandate granted to the Directors of the 2016 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 2017 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 5 to renew the repurchase mandate.

The repurchase mandate, if approved at the 2017 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders’ resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning Ordinary Resolution numbered 5 in respect of the repurchase mandate.

6. The proposed Ordinary Resolution numbered 6 is to seek shareholders’ approval to extend the share issue mandate to be granted under Ordinary Resolution numbered 4 to include the shares from time to time repurchased by the Company under the repurchase mandate pursuant to the repurchase mandate to be granted under Ordinary Resolution numbered 5.

7. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting if he so wishes.

8. In order for it to be valid, the form of proxy, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited with the Company Secretary at the Company’s principal place of business in Hong Kong at 8th Floor, Henley Building, 5 Queen’s Road Central, Hong Kong not later than 11:00 am on Wednesday, 31 May 2017.

9. In order to ascertain the entitlements to attend and vote at the 2017 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 22, Hopewell Centre, 183 Queen’s Road Central, Hong Kong not later than 4:30 pm on Friday, 26 May 2017 for registration.

10. 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.

11. According to Rule 13.39(4) of The Rules Governing the Listing of Securities on the HK Stock Exchange, the chairman of the 2017 Annual General Meeting will demand a poll on all resolutions proposed at the meeting.

12. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.

13. If at any time after 7:00 am on the date of the 2017 Annual 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 2017 Annual General Meeting will be postponed. The Company will post an announcement on the websites of the Company (www.regentpac.com) and the HK Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the re-scheduled meeting.