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If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Regent Pacific Group Limited, you should, without delay, hand this document, together with the accompanying proxy form, to the purchaser or to the stockbroker, bank manager or other agent through whom the sale was effected for transmission to the purchaser.

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REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

**Re-election of Directors;
General Mandate to Issue New Shares;
General Mandate to Repurchase the Company's Own Shares;
Proposed Change of Company Name;
and Annual General Meeting for Year 2021**

A notice convening the annual general meeting of Regent Pacific Group Limited for Year 2021 is set out in Pages 20 to 27 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 at 8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong or via email at proxy@regentpac.com as soon as possible but in any event not later than 11:00 am on Wednesday, 26 May 2021. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

In order to ascertain the entitlements to attend and vote at the meeting, members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 pm on Monday, 24 May 2021 for registration.

26 April 2021

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DEFINITIONS

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

“2020 Annual General Meeting”	the last annual general meeting of the Company held on 17 June 2020
“2020 Annual Report”	the annual report of the Company for the year ended 31 December 2020, which accompanies this circular
“2020 Audited Financial Statements”	the audited financial statements of the Company for the year ended 31 December 2020 as set out in the 2020 Annual Report, which accompanies this circular
“2021 AGM Notice”	the notice convening the 2021 Annual General Meeting as set out in Pages 20 to 27 of this circular
“2021 Annual General Meeting”	the annual general meeting of the Company for Year 2021 convened to be held on Friday, 28 May 2021, the notice of which is set out in Pages 20 to 27 of this circular
“Articles of Association”	the articles of association of the Company, copies of which are available on the websites of the HK Stock Exchange and 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
“Change of Company Name”	the proposal for: (i) the change of the Company’s name from “Regent Pacific Group Limited” to “Endurance RP Limited”; and (ii) the adoption of the Chinese name of “壽康集團有限公司”, for identification purposes only, to replace the existing Chinese name of the Company, which is currently used for identification purposes only, of “勵晶太平洋集團有限公司”
“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

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“connected person(s)”	shall have the meaning defined in Chapter 14A of the HK Listing Rules
“Connected Transactions Committee”	the connected transactions committee of the Company established on 20 October 2008, which reviews and monitors any conflict of interests that the Group may have with any of its directors, employees or members and, moreover, any actual or potential connected or related party transaction (including connected transactions exempted under the HK Listing Rules) that the Group is proposing to enter into, including any approvals thereof
“Convertible Note(s)”	the 4% coupon unlisted convertible notes due 2022 in the principal amount of US\$6.45 million issued by the Company on 23 August 2019, which are convertible into a maximum of 265,163,294 new Shares (assuming that the convertible notes were converted on the maturity date and that any and all interest that would accrue was capitalised) at the conversion price of HK\$0.2125 per Share during the 3-year period from 23 August 2019 (being their issue date) to 23 August 2022 (being their maturity date)
“core connected person(s)”	shall have the meaning defined in Chapter 1 of the HK Listing Rules
“Corporate Governance Code”	The Corporate Governance Code set out in Appendix 14 to the HK Listing Rules, as amended from time to time
“COVID-19”	the novel coronavirus disease, which was first found in 2019
“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 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
“Latest Practicable Date”	Monday, 19 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“Nomination Committee”	the nomination committee of the Company established on 13 March 2012
“Option(s)”	the options granted and exercisable under the Share Option Scheme (2016)
“Remuneration Committee”	the remuneration committee of the Company established on 5 November 2004
“Repurchase Mandate”	an unconditional general mandate to be granted to the Directors, authorising them to repurchase, on the HK Stock Exchange, up to a maximum of 10 per cent of the number of issued and fully paid-up Shares as at the date of the 2021 Annual General Meeting or otherwise as at the date when the relevant resolution is passed
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the ordinary shares, with voting rights, of US\$0.01 each in the capital of the Company, which are listed on the HK Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange
“Share Issue Mandate”	an unconditional general mandate to be granted to the Directors, authorising them to issue, allot and otherwise deal with additional Shares up to a maximum of 20 per cent of the issued shares of the Company as at the date of the 2021 Annual General Meeting or otherwise as at the date when the relevant resolution is passed
“Share Option Scheme (2016)”	the share option scheme of the Company named the “Share Option Scheme (2016)” established on 10 June 2016, with shareholders’ approval at the Company’s extraordinary general meeting held on 8 June 2016, which was followed by the grant by the Listing Committee of the HK Stock Exchange on 10 June 2016 of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the options to be granted under the scheme

DEFINITIONS

“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*

26 April 2021

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;
Proposed Change of Company Name;
and Annual General Meeting for Year 2021**

1 INTRODUCTION

This circular provides shareholders with all the information reasonably necessary to enable them to make an informed decision as to whether to vote in favour of the following resolutions proposed at the 2021 Annual General Meeting, as set out in detail in the 2021 AGM Notice:

- (a) To receive the 2020 Audited Financial Statements and the relevant reports of the Directors and Auditor.
- (b) To re-elect the Directors who will retire at the 2021 Annual General Meeting pursuant to the Articles of Association.

LETTER FROM THE BOARD

- (c) To re-appoint the retiring Auditor.
- (d) To approve the Share Issue Mandate.
- (e) To approve the Repurchase Mandate.
- (f) To approve the extension of the Share Issue Mandate.
- (g) To approve the Change of Company Name, subject to certain conditions as set out in sub-paragraph 8(a) below.

2 2020 AUDITED FINANCIAL STATEMENTS

The 2020 Audited Financial Statements and the relevant reports of the Directors and the Auditor to be received under Resolution numbered 1 at the 2021 Annual General Meeting are set out in the 2020 Annual Report, which accompanies this circular.

3 RE-ELECTION OF DIRECTORS

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

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

No Directors will retire pursuant to Article 86(3) at the 2021 Annual General Meeting, and Julie Oates and Mark Searle will retire by rotation pursuant to Article 87 at the 2021 Annual General Meeting. Both of them, being eligible, offer themselves for re-election under Resolution numbered 2 at the 2021 Annual General Meeting. In accordance with Code Provision E.1.1 of the Corporate Governance Code, 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 2021 Annual General Meeting.

Biographical details of the retiring Directors are as follows:

- (a) ***Julie Oates (former name: Julie Nixon; and maiden name: Julie Wild)***, aged 59, British, has been an Independent Non-Executive Director of the Company since September 2004. She trained with PKF (Isle of Man) LLC and qualified in 1987 as a member of The Institute

LETTER FROM THE BOARD

of Chartered Accountants in England and Wales. Mrs Oates later joined the international firm of Moore Stephens, and was appointed partner in the Isle of Man firm in 1997. In 2002, she joined a local trust company as Managing Director and in 2003 established her own accountancy practice. Mrs Oates has experience in both the general practice areas of accounting and business assurance as well as offshore corporate and trust administration. Mrs Oates acts as director for a number of regulated financial services companies.

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, Mrs Oates held:

- for the beneficial interests jointly with Alan Clucas Oates (her spouse), 1,000,000 Shares, being approximately 0.04 per cent of the Company's existing issued voting share capital; and
- an outstanding Option, which was granted on 14 October 2020 but not yet vested, entitling her to subscribe for 1,837,000 Shares at the exercise price of HK\$0.149 per Share (Note 1).

Mrs Oates is: (i) the Chairlady of the Audit Committee and the Connected Transactions Committee; and (ii) a member of the Nomination Committee and the Remuneration Committee.

- (b) ***Stawell Mark Searle (alias: Sam Searle)***, aged 77, British, has been an Independent Non-Executive Director of the Company since October 2001. He has over 30 years' experience in the investment management industry. Having trained with Jardine Matheson, the Far Eastern trading house in London, he was seconded to Samuel Montagu where he worked for two years in their Investment Department. Subsequently, Mr Searle joined Investment Intelligence Limited becoming Investment Director responsible for management of a stable of open ended funds. Between 1982 and 1987, he was Managing Director of Richards Longstaff Limited, a privately owned investment consultancy. In the following ten years, he was Investment Director of Gerrard Asset Management. Mr Searle has been a director of a number of closed-ended funds during his career.

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 Searle held:

- personal interests in 471,228 Shares, being approximately 0.02 per cent of the Company's existing issued voting share capital;
- to the order of a pension fund, of which he is the sole beneficiary, 2,070,760 Shares, being approximately 0.09% of the Company's existing voting share capital;
- family interests in 628,304 Shares, which were held by Juliet Mary Druce Searle (his spouse), being approximately 0.03 per cent of the Company's existing voting share capital; and

LETTER FROM THE BOARD

- an outstanding Option, which was granted on 14 October 2020 but not yet vested, entitling him to subscribe for 1,837,000 Shares at the exercise price of HK\$0.149 per Share (Note 1).

Mr Searle is: (i) the Chairman of the Remuneration Committee; and (ii) a member of the Audit Committee, the Connected Transactions Committee and the Nomination Committee.

Pursuant to their letters of appointment, each of Julie Oates and Mark Searle (for their position as an Independent Non-Executive Director) receives an annual director's fee of US\$40,000 (or approximately HK\$312,000) from the Company (Note 2). The Company determined the amount of director's fee payable to Mrs Oates and Mr Searle on what it believes a comparable company would pay to its independent non-executive directors.

The letters of appointment of Mrs Oates and Mr Searle do not specify a term for their appointment. However, his/her appointment may be terminated by either party giving 30 calendar days' notice, and he/she is also subject to the directors' retirement provisions as set out in the Articles of Association.

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.
- (2) The Company's Remuneration Committee resolved and implemented a 30% salary cut for all Directors with effect from 1 April 2020 until further notice.

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

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

LETTER FROM THE BOARD

None of the Directors (including those proposed for re-election at the 2021 Annual General Meeting) has any unexpired service contract with the Company or any of its subsidiaries, which is not determinable by the employing company within one year without payment (other than statutory compensation), except that: (i) the advisory agreement of James Mellon specifies that his appointment as an adviser of the Company may be terminated by either party giving one year's notice; and (ii) the service agreement of Jamie Gibson may be terminated by either party giving one year's notice.

In compliance with Rules 3.10(1) and (2) and 3.10A of the HK Listing Rules, the Board currently comprises three Independent Non-Executive Directors, namely David Comba, Julie Oates and Mark Searle, representing more than one-third of the Board.

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

- (i) that he/she (including his/her "immediate family members", as defined under Rule 14A.12(1)(a)) complies with each of the independence criteria referred to in Rule 3.13(1) to (8);
- (ii) that he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the HK Listing Rules) of the Company;
- (iii) that he/she does not hold any cross-directorships (which exist when two (or more) Directors sit on each other's boards) or have any significant links with other Directors through involvement in other companies or bodies;
- (iv) that he/she does not hold more than six listed company directorships; and
- (v) that there are no other factors that may affect his/her independence at the same time as the submission of his/her Declaration and Undertaking in Form B of Appendix 5 to the HK Listing Rules.

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

Each of the non-independent Directors has confirmed by a semi-annual confirmation that he/she considers that each of the Independent Non-Executive Directors continues to be independent under the independence criteria set out in Rule 3.13(1) to (8) and has proved to be capable of efficiently exercising independent judgement. Among them, Julie Oates has the appropriate professional qualifications and accounting and related financial management expertise required under Rule 3.10(2). Julie Oates and Mark Searle serve on the Audit Committee, the Connected Transactions Committee, the Nomination Committee and the Remuneration Committee (while Julie Oates is the Chairlady of the first two committees and Mark Searle is the Chairman of the Remuneration Committee), and David Comba is a member of the Technical Committee.

LETTER FROM THE BOARD

Code Provision A.4.3 of The Corporate Governance Code provides that serving for more than 9 years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves for more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the board believes he/she is still independent and should be elected. In this particular regard, it is noted that:

- Julie Oates, who was appointed as an Independent Non-Executive Director on 28 September 2004, was last re-elected as a Director at the Company's annual general meeting held for Year 2018; and
- Mark Searle, who was appointed as an Independent Non-Executive Director on 31 October 2001, was last re-elected as a Director at the Company's annual general meeting held for Year 2018.

At its meeting held in March 2021, the Nomination Committee has resolved that for the aforesaid reasons and subject to shareholders' approval, Julie Oates and Mark Searle should be re-elected as Independent Non-Executive Directors at the 2021 Annual General Meeting. Such view was noted at a Board Meeting held in March 2021.

In accordance with Code Provision E.1.1 of the Corporate Governance Code, 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 2021 Annual General Meeting.

Save for disclosed above and in the 2020 Annual Report, none of the Directors (including those proposed for re-election at the 2021 Annual General Meeting):

- (1) holds any directorships in any listed company; or
- (2) has any relationships (either financial or business or family or other material/relevant relationship(s)) with any other Directors, senior management or substantial or controlling shareholders of the Company; or
- (3) has any connections (either being a director or an employee) with any company which has an interest in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or
- (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 2021 Annual General Meeting and, being eligible, offer itself for re-appointment under Resolution numbered 3.

LETTER FROM THE BOARD

5 SHARE ISSUE MANDATE

The general mandate granted to the Directors at the 2020 Annual General Meeting to issue, allot and otherwise deal with additional Shares up to a maximum of 367,450,236 Shares, being 20 per cent of the issued Shares of then voting share capital, will expire at the conclusion of the 2021 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 2021 Annual General Meeting to renew the share issue mandate.

The proposed Ordinary Resolution numbered 4 set out in the 2021 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 2021 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 2,399,421,215 voting Shares in issue. Accordingly, on the assumption that prior to the date of the 2021 Annual General Meeting, (i) no additional Shares will be issued either upon exercise of any Options or upon conversion of the Convertible Notes or otherwise; and (ii) no Shares will be repurchased by the Company, exercise in full of the Share Issue Mandate would result in up to 479,884,243 Shares being issued by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 4 in the 2021 AGM Notice).

Approval has been obtained from the HK Stock Exchange for the listing of and permission to deal in the new Shares to be issued upon exercise of the Options and conversion of the Convertible Notes. Any other issue of new Shares is subject to approval from the HK Stock Exchange for the listing of and permission to deal in such new Shares.

6 REPURCHASE MANDATE

The general mandate granted to the Directors at the 2020 Annual General Meeting to repurchase, on the HK Stock Exchange, up to a maximum of 183,725,118 Shares, being 10 per cent of the number of issued and fully paid-up Shares of then, will expire at the conclusion of the 2021 Annual General Meeting provided that it is not revoked or varied before then. Accordingly, the Directors have proposed Ordinary Resolution numbered 5 at the 2021 Annual General Meeting to renew the repurchase mandate.

The proposed Ordinary Resolution numbered 5 set out in the 2021 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 2021 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 2,399,421,215 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 239,942,121 Shares being repurchased by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 5 in the 2021 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 2020 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 the 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\$)
2020		
April	0.082	0.060
May	0.082	0.065
June	0.163	0.062
July	0.110	0.081
August	0.118	0.081
September	0.240	0.100
October	0.189	0.107
November	0.206	0.142
December	0.220	0.163
2021		
January	0.220	0.180
February	0.290	0.187
March	0.255	0.185
April (up to the Latest Practicable Date)	0.205	0.190

(g) HK Takeovers Code

If, as a result of a share repurchase by the Company, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purpose of the HK Takeovers Code. Accordingly, a shareholder, or groups of shareholders acting in concert, could, depending upon the level of increase in shareholding interest(s), obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the HK Takeovers Code. As at the Latest Practicable Date, according to the Register of Interests in Shares and Short Positions of Substantial Shareholders being kept by the Company pursuant to Part XV of

LETTER FROM THE BOARD

the SFO, James Mellon (and his associates) held an approximately 21.12 per cent interest in the existing issued voting share capital of the Company. Further: (i) Mr Mellon and his associate also held Convertible Notes in a principal amount, in aggregate, of US\$1,400,000, which, assuming that these Convertible Notes were converted on the maturity date and that any and all interest that would accrue was capitalised, are convertible into an aggregate of 54,772,848 Shares*; and (ii) Mr Mellon held an outstanding Option, which was granted on 14 October 2020, entitling him to subscribe, in stages, for an aggregate of 1,837,000 Shares at the exercise price of HK\$0.149 per Share, of which the first one-third of the number of Shares (being 612,333 Shares) will be vested on 14 October 2021 (before the expiry of the Share Repurchase Mandate). Upon full conversion of the said Convertible Notes and full exercise of his vested Option, Mr Mellon (and his associates) would hold an approximately 22.90 per cent interest in the enlarged issued voting share capital of the Company.

In addition, James Mellon, Jayne Sutcliffe (being a Director) and Anderson Whamond (a former Director but not being a Director as at the Latest Practicable Date) (the “**Concert Party Group**”) are regarded as acting in concert for the purpose of the HK Takeovers Code and have registered their aggregate holding as at 19 October 2001 pursuant to Rule 26.6 of the HK Takeovers Code. In this respect, as at the Latest Practicable Date:

- according to the Register of Directors’ and Chief Executive’s Interests and Short Positions being kept by the Company pursuant to Part XV of the SFO, Jayne Sutcliffe held: (i) an approximately 0.07 per cent personal interest in the existing issued voting share capital of the Company; and (ii) an outstanding Option, which was granted on 14 October 2020, entitling her to subscribe, in stages, for an aggregate of 1,837,000 Shares at the exercise price of HK\$0.149 per Share, of which the first one-third of the number of Shares (being 612,333 Shares) will be vested on 14 October 2021 (before the expiry of the Share Repurchase Mandate); and
- Anderson Whamond, through the trustee of a pension fund, of which he is the sole beneficiary, held: (i) an approximately 0.06 per cent interest in the existing issued voting share capital of the Company; and (ii) a Convertible Note in a principal amount of US\$200,000, which, assuming that the Convertible Note was converted on the maturity date and that any and all interest that would accrue was capitalised, is convertible into an aggregate of 7,824,703 Shares*.

* The actual numbers of Shares to be issued and allotted upon conversion may be lesser, as these numbers assume that these Convertible Notes were converted on the maturity date and that any and all interest that would accrue was capitalised.

Upon full conversion of the Convertible Notes by James Mellon and Anderson Whamond (and their associates) and full exercise of the vested Options by James Mellon and Jayne Sutcliffe, the Concert Party Group would hold an approximately 23.29 per cent interest in the enlarged issued voting share capital of the Company.

However, even if the Conversion Notes were fully converted and vested Options were fully exercised by James Mellon, Jayne Sutcliffe and Anderson Whamond (and their associates)

LETTER FROM THE BOARD

into Shares and the Repurchase Mandate were exercised in full, no substantial shareholder or any groups of shareholders acting in concert (including the Concert Party Group) would hold more than 30 per cent of the Company's total issued voting share capital and become obliged to make a mandatory general offer under the HK Takeovers Code.

7 EXTENSION OF SHARE ISSUE MANDATE

The proposed Ordinary Resolution numbered 6 set out in the 2021 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 2021 Annual General Meeting, be authorised to issue up to 719,826,364 Shares during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 4 in the 2021 AGM Notice).

8 CHANGE OF COMPANY NAME

Subject to certain conditions as set out in sub-paragraph 8(a) below, the Directors propose:

- (1) to change the name of the Company from “Regent Pacific Group Limited” to “Endurance RP Limited”; and
- (2) to adopt the Chinese name of “壽康集團有限公司”, for identification purposes only, to replace the existing Chinese name of the Company, which is currently used for identification purposes only, of “勵晶太平洋集團有限公司”.

(a) Conditions of the Change of Company Name

The Change of Company Name is subject to the fulfilment of the following conditions:

- (i) the passing of a special resolution by the shareholders approving the Change of Company Name at the 2021 Annual General Meeting; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new name has been registered. The Company will then carry out the necessary filing and registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

LETTER FROM THE BOARD

(b) Reasons for the Change of Company Name

The Board considers that the change of name from Regent Pacific Group Limited to Endurance RP Limited reflects the evolution of the Group's business from the Company's initial public offering in 1997 through to the present day. Since 2015, the Group has become increasingly focused on healthcare, life sciences and wellness, punctuated by the acquisitions of Plethora Solutions Holdings plc on 9 March 2016 and, more recently, Deep Longevity, Inc on 14 December 2020. Endurance RP Limited is, in the Board's opinion, reflective of the Group's current and anticipated investment focus and business, and the Board considers that it more accurately conveys the current and future direction of the Group's business, being in the healthcare, life sciences and wellness sectors. The new name will provide the Company with a more appropriate corporate image and identity which, the Board believes, will benefit the Company's business development and it is envisaged, subject to shareholders' approval, that the Group's brand name will be Endurance Longevity.

(c) Effects of the Change of Company Name

The Change of Company Name will not affect the rights of any shareholder or the Company's daily business operation and its financial position. Once the Change of Company Name becomes effective, all new certificates to be issued for the Shares will bear the new name of the Company and the Shares will be traded on the HK Stock Exchange under the new name. However, all existing certificates for the Shares in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the existing certificates for the Shares for new certificates bearing the new name of the Company.

In addition, subject to the confirmation of the HK Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares will also be changed after the Change of Company Name becomes effective.

9 THE 2021 ANNUAL GENERAL MEETING

The 2021 AGM Notice is set out in Pages 20 to 27 of this circular. The ordinary resolutions proposed at the 2021 Annual General Meeting shall be passed by a simple majority of votes cast by such shareholders, as being entitled so to do, vote in person or, in the case of any shareholder being a corporation, by its duly authorised representative or by proxy at the 2021 Annual General Meeting, while the special resolution proposed at the meeting shall be passed by a three-fourths majority of votes cast by such shareholders.

As no Directors or shareholders have any interests in the resolutions proposed at the 2021 Annual General Meeting, no shareholders will be required to abstain from voting in respect of the resolutions proposed at the 2021 Annual General Meeting.

LETTER FROM THE BOARD

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 at 8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong or via email at proxy@regentpac.com as soon as possible but in any event not later than 11:00 am on Wednesday, 26 May 2021. 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 2021 Annual General Meeting, members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 pm on Monday, 24 May 2021 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 2021 Annual General Meeting will demand a poll on all resolutions proposed at the meeting.

10 RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the HK Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

11 DIRECTORS' RECOMMENDATION

Shareholders are encouraged to study the information contained in this circular and the 2020 Annual Report relevant to the resolutions proposed at the 2021 Annual General Meeting so as to make decision as to whether to vote in favour of the resolutions.

LETTER FROM THE BOARD

The Directors consider that the re-election of the retiring Directors, the re-appointment of the retiring Auditor, the Share Issue Mandate, the Repurchase Mandate, the extension of the Share Issue Mandate and the Change of Company Name are in the best interests of the Group and the shareholders of the Company as a whole. Accordingly, the Directors recommend that all shareholders vote in favour of Ordinary Resolutions numbered 2, 3, 4, 5 and 6 and Special Resolution numbered 7 proposed at the 2021 Annual General Meeting.

12 TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If at any time after 7:00 am on the date of the 2021 Annual General Meeting, Typhoon Signal Number 8 or above remains hoisted or a “Black” Rainstorm Warning Signal is in force, the 2021 Annual General Meeting will be postponed to a later date and/or time as determined by the Company. If the 2021 Annual General Meeting is so postponed, the Company will post an announcement on the websites of the Company (www.regentpac.com) and the HK Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the re-scheduled meeting. At least seven clear days’ notice shall be given for the re-scheduled meeting.

13 COVID-19

Shareholders are advised to read the “Precautionary Measures for the 2021 Annual General Meeting” accompanying the 2021 AGM Notice.

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

James Mellon
Chairman

NOTICE OF ANNUAL GENERAL MEETING



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company for Year 2021 will be held at Units 1603-1604, 16th Floor, Causeway Bay Plaza One, 489 Hennessy Road, Causeway Bay, Hong Kong on Friday, 28 May 2021 at 11:00 am for the following purposes:

1. To receive and consider the audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2020.
2. To re-elect directors of the Company and to confirm their remuneration.
3. To re-appoint auditor of the Company and to authorise the directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution:

As an Ordinary Resolution

“THAT there be granted to the directors of the Company (the **“Directors”**) an unconditional general mandate to issue, allot and otherwise deal with additional shares of US\$0.01 each in the capital of the Company (**“Shares”**) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save that the Directors may, during the Relevant Period, make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (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

NOTICE OF ANNUAL GENERAL MEETING

- (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 earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company at a general meeting.

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

NOTICE OF ANNUAL GENERAL MEETING

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

As an Ordinary Resolution

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

- (a) such mandate shall not extend beyond the Relevant Period (as defined below);
- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such prices as the Directors may at their discretion determine;
- (c) the aggregate number of Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10 per cent of the number of issued and fully paid-up Shares as at the date of the passing of this Resolution, and if any subsequent consolidation or sub-division of Shares is conducted, the maximum number of Shares that may be repurchased under this mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or sub-division shall be the same; and
- (d) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest 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.”

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.”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass the following resolution:

As a Special Resolution

“**THAT:**

- (a) Subject to and conditional upon the necessary approval of the Registrar of Companies of the Cayman Islands, the name of the Company be changed from “Regent Pacific Group Limited” to “Endurance RP Limited”;
- (b) the Chinese name of “壽康集團有限公司” be adopted, for identification purposes only, to replace the existing Chinese name of the Company, which is currently used for identification purposes only, of “勵晶太平洋集團有限公司”; and
- (c) any one of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and is hereby authorised to do all such acts and things, including, but not limited to, the execution of all documents, for and on behalf of the Company, which he/she deems necessary, appropriate or desirable or expedient to implement and give effect to any matters relating to or in connection with the change of the Company’s name and to attend to any necessary filings and/or registrations for and on behalf of the Company.”

By Order of the Board of
Regent Pacific Group Limited

Jamie Gibson
Executive 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, 26 April 2021

Notes:

1. **Members are advised to read the “Precautionary Measures for the 2021 Annual General Meeting” accompanying this notice.**
2. The audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2020 to be received under Resolution numbered 1 at the Company’s annual general meeting for Year 2021 being convened by this notice (the “**2021 Annual General Meeting**”) are set out in the Company’s annual report (the “**2020 Annual Report**”).

NOTICE OF ANNUAL GENERAL MEETING

3. The Directors standing and offering for re-election under Resolution numbered 2 are Julie Oates and Mark Searle. Biographical details of the retiring Directors are set out in the shareholders' circular dated 26 April 2021 issued by the Company (the "**Circular**"), which accompanies the 2020 Annual Report. In accordance with Code Provision E.1.1 of The Corporate Governance Code, 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 2021 Annual General Meeting.
4. BDO Limited will retire at the 2021 Annual General Meeting and, being eligible, offers itself for re-appointment under Resolution numbered 3.
5. The general mandate granted to the Directors of the Company at its last annual general meeting held on 17 June 2020 (the "**2020 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 2021 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 2021 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning Ordinary Resolution numbered 4 in respect of the share issue mandate.

6. The general mandate granted to the Directors of the Company at the 2020 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 2021 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 5 to renew the repurchase mandate.

The repurchase mandate, if approved at the 2021 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning Ordinary Resolution numbered 5 in respect of the repurchase mandate.

7. The proposed Ordinary Resolution numbered 6 is to seek shareholders' approval to extend the share issue mandate to be granted under Ordinary Resolution numbered 4 to include the shares from time to time repurchased by the Company under the repurchase mandate pursuant to the repurchase mandate to be granted under Ordinary Resolution numbered 5.
8. Shareholders are encouraged to study the details of the proposed change of company name set out in the Circular, which are relevant to the resolution proposed at the 2021 Annual General Meeting, so as to make decision as to whether to vote in favour of the resolution.
9. 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.
10. In order for it to be valid, the form of proxy, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited with the Company Secretary at the Company's principal place of business in Hong Kong at 8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong or via email at proxy@regentpac.com not later than 11:00 am on Wednesday, 26 May 2021.
11. In order to ascertain the entitlements to attend and vote at the 2021 Annual General Meeting, members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 pm on Monday, 24 May 2021 for registration.

NOTICE OF ANNUAL GENERAL MEETING

12. 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.
13. According to Rule 13.39(4) of The Rules Governing the Listing of Securities on the HK Stock Exchange, the chairman of the 2021 Annual General Meeting will demand a poll on all resolutions proposed at the meeting.
14. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.
15. If at any time after 7:00 am on the date of the 2021 Annual General Meeting, Typhoon Signal Number 8 or above remains hoisted or a “Black” Rainstorm Warning Signal is in force, the 2021 Annual General Meeting will be postponed to a later date and/or time as determined by the Company. If the 2021 Annual General Meeting is so postponed, the Company will post an announcement on the websites of the Company (www.regentpac.com) and the HK Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the re-scheduled meeting. At least seven clear days’ notice shall be given of the re-scheduled meeting.

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE 2021 ANNUAL GENERAL MEETING (THE “2021 ANNUAL GENERAL MEETING” OR THE “MEETING”)

In compliance with: (i) the Hong Kong Government’s directive on social distancing and personal and environmental hygiene; and (ii) the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of the spread of the novel coronavirus disease, which was first found in 2019 (the “**COVID-19**”), Regent Pacific Group Limited (the “**Company**”) will implement additional precautionary measures at the 2021 Annual General Meeting in the interests of the health and safety of our Shareholders, investors, Directors, Members of Staff and other participants of the Meeting, which include without limitation:

Before the date of the Meeting

1. In light of the continuing risks posed by the COVID-19 pandemic and in the interests of protecting our Shareholders, the Company strongly:
 - (a) encourages Members **NOT to attend the 2021 Annual General Meeting in person**; and
 - (b) advises Members to appoint the chairman of the Meeting as their proxy to vote according to their indicated voting instructions.

Before entering the venue of the Meeting

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

NOTICE OF ANNUAL GENERAL MEETING

- (d) he/she has been in close contact with any confirmed case(s) and/or probable case(s) of the COVID-19 patients, or any person subject to the compulsory quarantine or medical surveillance order, or any person with recent travel history.

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

In the Meeting

5. In view of the travelling restrictions and isolation policies currently implemented by the various jurisdictions, including the United Kingdom and Hong Kong, to prevent the spread of the COVID-19, there may not be any Directors of the Company who are able to come to Hong Kong to attend the 2021 Annual General Meeting. In case no Directors are present at the Meeting, the Members present in person or by proxy and entitled to vote shall elect one of their number to be the chairman of the Meeting pursuant to Article 63 of the Company's Articles of Association.
6. Attendees are reminded to observe good personal hygiene at all times and keep on wearing surgical face masks during the process of the Meeting.
7. Appropriate distancing and spacing in line with the guidance from the Hong Kong Government will be maintained and as such, the Company may limit the number of attendees at the Meeting as may be necessary to avoid over-crowding.
8. No refreshments and coffee/tea will be served at the Meeting.

General

9. Subject to the development of the COVID-19, the Company may implement further changes and additional precautionary measures, which will be announced closer to the date of the 2021 Annual General Meeting.
10. Health education materials and up-to-date development on the COVID-19 can be viewed on the websites of the Centre of Health Protection (www.chp.gov.hk) and of the Hong Kong Government on the COVID-19 (www.coronavirus.gov.hk).