

Regent Pacific Group Limited (the “Company”)

– Procedures for shareholders to propose a person for election as a Director of the Company

The Company has adopted the following procedures for shareholders of the Company (the “**Shareholders**”) to propose a person for election as a director of the Company (the “**Director(s)**”):

- (a) Article 86(1) to (3) of the Company’s Articles of Association provides that:
- (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be a maximum of fifteen (15) Directors unless otherwise determined by resolution of the Board. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 87 and shall hold office until their successors are elected or appointed.
 - (2) Subject to the Articles and the Companies Law (Revised) of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
 - (3) 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 but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Subject to the provisions of these Articles, any Director so appointed shall retire at the next Annual General Meeting but shall then be eligible for election and 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.
- (b) Article 88 of the Company’s Articles of Association provides that:

No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless during the period commencing no earlier than the day after the despatch of the Notice of the meeting and ending no later than seven (7) days prior to the date of such meeting, provided that such period shall be at least seven (7) days, there shall have been lodged at the Office or at the head office a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such Notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected.



- (c) If a Shareholder wishes to nominate a person to stand for election as a Director, the following documents (the “**Shareholder’s proposal**”) must be validly served on the Chief Executive Officer or the Company Secretary of the Company at the Company’s principal place of business in Hong Kong within the period specified in Article 88 of the Company’s Articles of Association, namely, (i) the Shareholder’s notice of intention to propose a resolution to elect a nominated candidate as a Director at the annual general meeting; (ii) a notice signed by the nominated candidate of the candidate’s willingness to be elected; (iii) the nominated candidate’s biographical details as required to be disclosed under Rule 13.51(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (iv) the nominated candidate’s written consent of the publication of his/her personal data at the corporate documents of the Company.
- (d) The Chief Executive Officer or the Company Secretary of the Company should forward the Shareholder’s proposal, as soon as practicable upon receipt, to the Company’s Nomination Committee for consideration.
- (e) Upon recommendation by the Company’s Nomination Committee, the board of directors of the Company (the “**Board**”) will further resolve to approve or decline the proposed election of the candidate as a Director as appropriate.
- (f) The relevant Shareholders should be communicated with the decision of the Board accordingly.

Adopted by the Board on : 13 March 2012

Revised on : 6 June 2019, 10 December 2021 and 6 July 2023

The English version of this policy shall prevail in case of any discrepancy or inconsistency between English version and its Chinese translation.