



Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

2 April 2015

ANNOUNCEMENT

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POLL RESULTS AT EXTRAORDINARY GENERAL MEETING

SUMMARY

Ordinary Resolutions numbered 1 and 2 proposed at the Extraordinary General Meeting, as set out in the EGM Notice, were duly passed by way of poll. The poll results are set out in detail in this announcement.

Poll results

The directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**”) are pleased to announce that Ordinary Resolutions numbered 1 and 2 proposed at the Company’s extraordinary general meeting held on Thursday, 2 April 2015 at 11:00 am (the “**Extraordinary General Meeting**” or the “**Meeting**”), as set out in the notice of the Meeting dated 16 March 2015 (the “**EGM Notice**”), were duly passed.

Having given an explanation to the shareholders on the detailed procedures for conducting a poll, the chairman of the Meeting, according to Rule 13.39(4) of The Rules Governing the Listing of



Securities on The Stock Exchange of Hong Kong Limited (the “**HK Listing Rules**”), demanded a poll on Ordinary Resolutions numbered 1 and 2 proposed at the Extraordinary General Meeting, which were duly passed by the following votes:

| | | Number of votes (approximate % of total votes cast at the Meeting) | | | | | |
|----------------------|---|---|----------|-----------|---------|-------------|-----------|
| | | For | | Against | | Total | |
| Ordinary Resolutions | | | | | | | |
| (1) | To approve the disposal by the Company of, in aggregate, 708,584 shares in Binary Holdings Ltd. (as defined as the “First Sale” in the shareholders’ circular issued by the Company on 16 March 2015 (the “ Circular ”)) and the related issues (as detailed in the notice of the extraordinary general meeting issued by the Company on 16 March 2015 (the “ EGM Notice ”)). | 344,173,229 | (99.14%) | 2,970,000 | (0.86%) | 347,143,229 | (100.00%) |
| (2) | To approve the disposal by the Company of, in aggregate, 230,394 shares in Binary Holdings Ltd. (as defined as the “Third Parties Sale” in the Circular) and the related issues (as detailed in the EGM Notice). | 344,173,229 | (99.14%) | 2,970,000 | (0.86%) | 347,143,229 | (100.00%) |

As at the date of the Meeting, the Company’s total issued voting share capital consists of 3,485,730,523 ordinary shares.

As noted in the Circular, given their interests held in the Disposal (as defined in the Circular, being the First Sale and the Third Parties Sale), James Mellon, Anderson Whamond and Jean-Yves Sireau (and their respective associates) were required to abstain from voting in respect of the resolutions proposed at the Extraordinary General Meeting regarding the Disposal. Each of them has confirmed to the Company in writing before the Meeting that they would abstain from voting in respect of the resolutions proposed at the Extraordinary General Meeting regarding the Disposal.

Save for the above, to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, each counterparty to the First Sale and the Third Parties Sale and their respective beneficial owner(s) and associate(s) is a third party independent of the Company and is not a connected person of the Group. Accordingly, no other Shareholders were required to abstain from voting at the Extraordinary General Meeting in respect of any of the proposed resolutions regarding the Disposal.



Accordingly, shareholders please note that:

1. An aggregate of 550,047,315 issued shares, representing approximately 15.78 per cent of the Company's total issued share capital, being: (i) 535,107,315 shares (approximately 15.35 per cent) held by James Mellon and his associates; (ii) 14,000,000 shares (approximately 0.40 per cent) held by Anderson Whamond and his associates; and (iii) 940,000 shares (approximately 0.027 per cent) held by Jean-Yves Sireau in his own name, were required under Chapter 14A of the HK Listing Rules to abstain from voting in respect of the proposed resolutions at the Meeting regarding the Disposal;
2. Apart from the shareholders referred to in (1) above, no other shareholders were required, under Rule 13.40 of the HK Listing Rules or otherwise, to abstain from voting in favour of any of the proposed resolutions at the Meeting;
3. Apart from the shareholders referred to in (1) above, the Company did not receive any intention from shareholders, which would otherwise have been stated in the Circular, to vote against any of the proposed resolutions or to abstain from voting in respect of any of the proposed resolutions at the Meeting;
4. An aggregate of 2,935,683,208 issued shares, representing approximately 84.22 per cent of the Company's total issued share capital, entitled their holders to attend and vote at the Meeting; and
5. There were no restrictions on any shareholders to cast their votes either only in favour of or only against any of the proposed resolutions at the Meeting.

Tricor Tengis Limited, the Company's Branch Share Registrars in Hong Kong, was appointed as the scrutineers for the vote-taking in respect of the poll at the Meeting.

Due to other business commitments, James Mellon and Stephen Dattels (the Co-Chairmen of the Board) were unable to attend and chair the Extraordinary General Meeting. They have sent their apologies and have, in accordance with Code Provision E.1.2 of The Corporate Governance Code, appointed Jamie Gibson (the Executive Director and Chief Executive Officer) to take the chair of the Meeting.

Expected completion of the Disposal

As noted in the Circular, the closing of First Sale and the Third Parties Sale (the "**First Sale Closing**" and the "**Third Parties Sale Closing**" respectively) shall take place on the first Business Day (as defined in the relevant agreements) following (but not including) the day on which the last of the conditions set out in the relevant agreements has been satisfied or, where



capable of being waived, waived or on such other day as may be agreed between the parties, and it is anticipated that the Third Parties Sale Closing will take place immediately or as soon as practicable following the First Sale Closing.

It is expected that the First Sale Closing and the Third Parties Sale Closing will take place on 8 April 2015, when the sum of: (i) US\$5,659,749.23 (or approximately HK\$44,146,043.99) for the First Sale; and (ii) US\$1,840,250.79 (or approximately HK\$14,353,956.16) for the Third Parties Sale will become payable in cash by the respective purchasers to the Company.

The deferred consideration of: (i) US\$5,659,749.23 (or approximately HK\$44,146,043.99) for the First Sale; and (ii) US\$1,840,250.79 (or approximately HK\$14,353,956.16) for the Third Parties Sale, together with the accrued interest (if any), will be payable in cash by the respective purchasers to the Company in the manner detailed in the Circular.

Note: Unless otherwise specified herein, amounts dominated in US\$ have been translated, for the purpose of illustration only, into HK\$ using the exchange rate of US\$1.00 = HK\$7.80.

On behalf of the Board of
Regent Pacific Group Limited

Jamie Gibson
Director

Directors of the Company:

James Mellon (*Co-Chairman*)^{*}
Stephen Dattels (*Co-Chairman*)^{*}
Jamie Gibson (*Chief Executive Officer*)
David Comba[#]
Julie Oates[#]
Mark Searle[#]
Jayne Sutcliffe^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 2 April 2015