



# Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

13 May 2016

## ANNOUNCEMENT

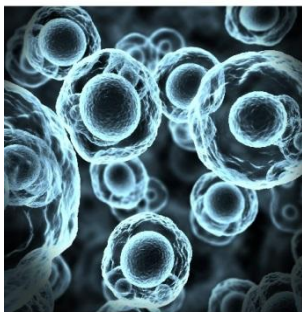
*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of the Company will be held at Salons 1 and 2, Level 1, MGM Macau\*, Avenida Dr. Sun Yat Sen, NAPE, Macau on Wednesday, 8 June 2016 at 11:45 am to consider and, if thought fit, approve (with or without amendments) the following resolutions (\*Shuttle buses of MGM Macau will depart from the New Macau Maritime Ferry Terminal from time to time):

#### 1. AS AN ORDINARY RESOLUTION

**“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“HK Stock Exchange”**) granting approval of the listing of, and permission to deal in, the Consolidated Shares (as defined below), with effect from the business day which is a settlement day for the trading of shares of the Company on the HK Stock Exchange immediately following the date on which this resolution is passed:





- (a) (i) every ten (10) ordinary shares of a nominal or par value of US\$0.01 each in the issued and unissued share capital of the Company be and are hereby consolidated into one (1) ordinary share of a nominal or par value of US\$0.10 each (the “**Consolidated Share(s)**”); and
- (ii) every ten (10) unclassified shares of a nominal or par value of US\$0.01 each which may be issued as ordinary shares or as non-voting convertible deferred shares of a nominal or par value of US\$0.01 each in the issued and unissued share capital of the Company be and are hereby consolidated into one (1) unclassified share of a nominal or par value of US\$0.10 each which may be issued as an ordinary share or as a non-voting convertible deferred share of US\$0.10 each (the “**Consolidated Deferred Share(s)**”);
- (b) the Consolidated Shares and Consolidated Deferred Shares shall rank pari passu in all respects with each other within the same class and have the same rights and be subject to the restrictions in respect of ordinary shares and non-voting convertible deferred shares contained in the articles of association of the Company; and
- (c) all fractional entitlements will be rounded down to the nearest integral number of the Consolidated Shares

(collectively the “**Share Consolidation**”),

so that immediately following the Share Consolidation, the authorised share capital of the Company will be US\$235,500,000.00 divided into: (a) 2,300,000,000 ordinary shares of a nominal or par value of US\$0.10 each; and (b) 55,000,000 unclassified shares of a nominal or par value of US\$0.10 each which may be issued as ordinary shares or as non-voting convertible deferred shares,

**AND THAT** the directors of the Company (the “**Directors**”) be and are hereby generally authorised for and on behalf of the Company to do all such acts and things, including but not limited to execution of all documents, which the Directors deem necessary, appropriate or desirable or expedient to complete, implement and give effect to any matters relating to or in connection with the Share Consolidation.

For the purpose of this resolution, “business day” means a day (other than a Saturday or Sunday or a public holiday in Hong Kong or any day on which either a Typhoon Signal Number 8 or above or a “Black” Rainstorm Warning Signal at any time between 9:00 a.m. and 4:00 p.m. in Hong Kong) on which banks in Hong Kong are open for business.”



## 2. AS AN ORDINARY RESOLUTION

“**THAT** a new employee share option scheme of the Company, named the “Share Option Scheme (2016)”, (a copy of the rules of which has been produced at the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the Consolidated Shares (as defined in Resolution numbered 1 above) to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme (2016).”

By Order of the Board of  
**Regent Pacific Group Limited**

Jamie Gibson  
*Director*

### **Directors of the Company:**

James Mellon (*Co-Chairman*)<sup>\*</sup>  
Stephen Dattels (*Co-Chairman*)<sup>\*</sup>  
Jamie Gibson (*Chief Executive Officer*)  
David Comba<sup>#</sup>  
Julie Oates<sup>#</sup>  
Mark Searle<sup>#</sup>  
Jayne Sutcliffe<sup>\*</sup>

<sup>\*</sup> *Non-Executive Directors*

<sup>#</sup> *Independent Non-Executive Directors*

Hong Kong, 13 May 2016

### Notes:

1. Shareholders are recommended to read the shareholders' circular dated 13 May 2016 issued by the Company (the “**Circular**”), which contains important information concerning the resolutions proposed at the extraordinary general meeting being convened by this notice (the “**Extraordinary General Meeting**”).



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

2. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting if he so wishes.
3. In order for it to be valid, the form of proxy, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited with the Company Secretary at the Company's principal place of business in Hong Kong at 8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for the meeting or its adjourned meeting.
4. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Register of Members of the Company in respect of such joint holding.
5. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.
6. If at any time after 7:00 am on the date of the Extraordinary General Meeting: (i) Typhoon Signal Number 8 or above remains hoisted or a "Black" Rainstorm Warning Signal is in force; or (ii) the service of the ferry between Hong Kong and Macau is suspended, the Extraordinary General Meeting will be postponed. The Company will post an announcement on the websites of the Company ([www.regentpac.com](http://www.regentpac.com)) and the HK Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the re-scheduled meeting.