



(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

20 July 2016

ANNOUNCEMENT



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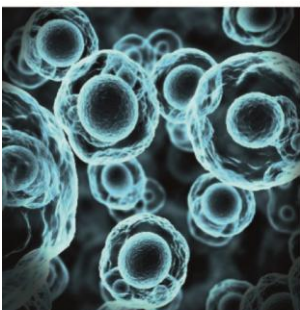
NOTICE OF EXTRAORDINARY GENERAL MEETING



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 Friday, 19 August 2016 at 11:00 am to consider and, if thought fit, approve the following resolutions (*Shuttle buses of MGM Macau will depart from the New Macau Maritime Ferry Terminal from time to time):

AS A SPECIAL RESOLUTION

1. **“THAT** subject to and conditional upon: (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the **“Court”**); (ii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction; (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law, Chapter 22 (Law 3 of 1961), as consolidated and revised, of the Cayman Islands with respect to the Capital Reduction; and (iv) the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“HK Stock Exchange”**) granting the listing of, and





permission to deal in, the New Shares (as defined below) arising from the Capital Reduction, with effect from the date on which these conditions are satisfied (the “**Effective Date**”):

- (a) the issued share capital of the Company be and is hereby reduced from US\$173,725,118.20 to US\$17,372,511.82 by: (i) the cancellation of US\$0.09 paid up capital on each issued share so that each issued share shall be treated as one fully paid up share of US\$0.01 each in the capital of the Company; and (ii) the reduction of the par value of each unissued share from US\$0.10 to US\$0.01, such that the authorised share capital of the Company shall be reduced from US\$235,500,000 comprising: (a) 2,300,000,000 shares of a nominal or par value of US\$0.10 each (“**Share(s)**”); and (b) 55,000,000 unclassified shares of a nominal or par value of US\$0.10 each (which may be issued as Shares or as non-voting convertible deferred shares of a nominal or par value of US\$0.10 each) to US\$23,550,000 comprising: (i) 2,300,000,000 new shares of a nominal or par value of US\$0.01 each (“**New Share(s)**”); and (ii) 55,000,000 unclassified shares of a nominal or par value of US\$0.01 each (which may be issued as New Shares or as new non-voting convertible deferred shares (“**New Deferred Share(s)**”) of a nominal or par value of US\$0.01 each) (“**Capital Reduction**”);
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to apply the credit arising from the Capital Reduction in the amount of approximately US\$156,352,606.38 to set off against the accumulated losses of the Company as at the Effective Date, thereby reducing the accumulated losses of the Company;
- (c) all of the New Shares and the New Deferred Shares resulting from the Capital Reduction 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
- (d) 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 Capital Reduction.”

AS A SPECIAL RESOLUTION

2. “**THAT**, upon the coming into effect of the Capital Reduction (as set out in Special Resolution numbered 1 above in this notice), the amended and re-stated memorandum and articles of association of the Company, the details of which are set out in the shareholders’ circular issued by the Company on 20 July 2016 (copies of which are produced at the meeting marked “A” and “B” respectively and signed by the chairman of the meeting for the purpose of identification), be and are hereby adopted.”

By Order 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, 20 July 2016

Notes:

1. Shareholders are recommended to read the shareholders’ circular dated 20 July 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) and the HK Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the re-scheduled meeting.