



(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

30 July 2019

ANNOUNCEMENT



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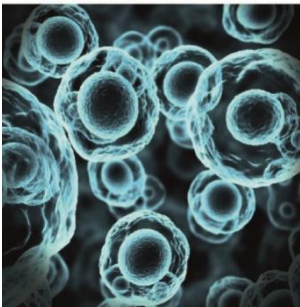
POLL RESULTS AT EXTRAORDINARY GENERAL MEETING



SUMMARY

Ordinary Resolutions numbered 1 to 3 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 details in this announcement.

Closing of the Subscription Agreements and the issuance of the Convertible Notes thereunder remains subject to satisfaction or (if capable of waiver) waiver of the other conditions precedents set out in the Circular including, among the other things, the grant of an approval by the HK Stock Exchange of the listing of, and permission to deal in, the shares to be issued and allotted upon conversion of the Convertible Notes. It is expected that the closing of the Subscription Agreements will take place on or before 31 August 2019.



Poll results

The directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**” and collectively with its subsidiaries, the “**Group**”) are pleased to announce that Ordinary Resolutions numbered 1 to 3 proposed at the Company’s extraordinary general meeting held on Tuesday, 30 July 2019 at 11:00 am (the “**Extraordinary General Meeting**” or the “**Meeting**”), as set out in the notice of the Meeting dated 11 July 2019 (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 (the “**HK Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**HK Stock Exchange**”), demanded a poll on Ordinary Resolutions numbered 1 to 3 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 Connected Subscription Agreement and the issue of the Connected Convertible Notes thereunder and the issue and allotment of the Connected Conversion Shares upon conversion of the Connected Convertible Notes (all terms as defined in the circular issued by the Company on 11 July 2019 (the “ Circular ”) and the EGM Notice).	29,277,736 (97.89%)	630,000 (2.11%)	29,907,736 (100.00%)
(2)	To approve the Third Party Subscription Agreement and the issue of the Third Party Convertible Notes thereunder and the issue and allotment of the Third Party Conversion Shares upon conversion of the Third Party Convertible Notes (all terms as defined in the Circular and the EGM Notice).	29,277,736 (97.89%)	630,000 (2.11%)	29,907,736 (100.00%)
(3)	To approve the increase in the authorised share capital of the Company (as detailed in the Circular and the EGM Notice).	29,277,736 (97.89%)	630,000 (2.11%)	29,907,736 (100.00%)

As at the date of the Meeting, the Company’s total issued voting share capital consists of 1,837,251,182 ordinary shares.

As noted in the Circular, given their interests held in the Subscription Agreements (as defined in the Circular, comprising the Connected Subscription Agreement and the Third Party Subscription Agreement, which are inter-conditional), James Mellon (and Galloway Limited), Jamie Gibson, David Church, Anderson Whamond (and MAC Financial Pension Trustee Ltd) and Jayne Sutcliffe (being a member of the “declared concert party group” under The Codes on Takeovers and Mergers Hong Kong (the “**Declared Concert Party Group**”)) and, in each case,

their respective associates, were required to abstain from voting in respect of the resolutions to be proposed at the Extraordinary General Meeting approving the Subscription Agreements and the transactions contemplated thereunder. Each of them has confirmed to the Company before the Meeting that they would abstain from voting in respect of the said resolutions.

Save for the above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the remaining subscribers to the Subscription Agreements and their respective beneficial owner(s) and associate(s) is a third party independent of the Group. Accordingly, no other Shareholder has a material interest in the Subscription Agreements and no other Shareholder should be required to abstain from voting on such resolutions at the Extraordinary General Meeting.

Accordingly, shareholders please note that:

1. An aggregate of 465,670,770 issued shares, representing approximately 25.35 per cent of the Company's total issued share capital, being:
 - (a) an aggregate of 387,816,211 shares (approximately 21.11 per cent) held by:
 - (i) James Mellon (the Non-Executive Chairman and a substantial shareholder of the Company), by himself;
 - (ii) Galloway Limited and another company which are indirectly wholly owned by James Mellon; and
 - (iii) Sir James Mellon and Lady Philippa Mellon, being the Father and Step-Mother of James Mellon, whose interests held in the Company are not required to be disclosed under James Mellon's interests pursuant to The Securities and Futures Ordinance but are deemed to be James Mellon's interests for the purpose of Chapter 14A of the HK Listing Rules regarding connected transactions;
 - (b) 69,208,513 shares (approximately 3.77 per cent) held by Jamie Gibson (the Executive Director and the Chief Executive Officer of the Company), by himself;
 - (c) 5,530,000 shares (approximately 0.30 per cent) held by David Church (a consultant to the Group and is a director of a number of "insignificant subsidiaries" of the Group and is consequently not a connected person for the purposes of Rules 14A.09(1) to (3)), by himself;



- (d) 1,400,000 shares (approximately 0.08 per cent) held by MAC Financial Pension Trustee Ltd, of which Anderson Whamond (a member of the Declared Concert Party Group) is the sole beneficiary; and
- (e) 1,716,046 shares (approximately 0.09 per cent) held by Jayne Sutcliffe (a Non-Executive Director of the Company and a member of the Declared Concert Party Group), by herself

were required under Chapter 14A of the HK Listing Rules to abstain from voting in respect of the resolutions to be proposed at the Extraordinary General Meeting approving the Subscription Agreements and the transactions contemplated thereunder;

2. Apart from the shareholders referred to in (1) above, no other shareholders were required, under Rule 13.40 or other provisions of the HK Listing Rules, 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 1,371,580,412 issued shares, representing approximately 74.65 per cent of the Company's total issued share capital, entitled their holders to attend and vote at the Meeting; and
5. Save for the above, 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 Registrar 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 (the Non-Executive Chairman of the Board) was unable to attend and chair the Extraordinary General Meeting. He has sent his apologies and has, 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.

Closing of the Subscription Agreements

Closing of the Subscription Agreements and the issuance of the Convertible Notes (as defined in the Circular and the EGM Notice, comprising the Connected Convertible Notes and the Third Party Convertible Notes) thereunder remains subject to satisfaction or (if capable of waiver) waiver of the other conditions precedents set out in the Circular including, among the other things, the grant of an approval by the HK Stock Exchange of the listing of, and permission to deal in, the shares to be issued and allotted upon conversion of the Convertible Notes. It is expected that the closing of the Subscription Agreements will take place on or before 31 August 2019.

On behalf of the Board of
Regent Pacific Group Limited

Jamie Gibson
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, 30 July 2019