

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/12/2019

To: Hong Kong Exchanges and Clearing Limited

Name of Issuer: Regent Pacific Group Limited

Date Submitted: 6 January 2020

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code: <u>575</u> Description: <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (USD)	Authorised share capital (USD)
Balance at close of preceding month	<u>14,300,000,000</u>	<u>0.01</u>	<u>143,000,000</u>
Increase/(Decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>14,300,000,000</u>	<u>0.01</u>	<u>143,000,000</u>
(2) Stock code: _____ Description: _____			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(Decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code: _____	Description: _____		
	No. of preference shares	Par value (USD)	Authorised share capital (USD)
Balance at close of preceding month	_____	_____	_____
Increase/(Decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code: <u>N/A</u>	Description: <u>Unclassified shares</u>		
	No. of other classes of shares	Par value (USD)	Authorised share capital (USD)
Balance at close of preceding month	<u>55,000,000</u>	<u>0.01</u>	<u>550,000</u>
Increase/(Decrease)	<u>0</u>	_____	<u>0</u>
Balance at close of the month	<u>55,000,000</u>	<u>0.01</u>	<u>550,000</u>

Total authorised share capital at the end of the month (USD): 143,550,000.00



Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry – dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of Issuer issued during the month pursuant thereto	No. of new shares of Issuer which may be issued pursuant thereto as at close of the month
1.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4.						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
		Total B.		(Ordinary shares)	0	
				(Preference shares)	0	
				(Other class)	0	

Convertibles (i.e. Convertibles into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of Issuer issued during the month pursuant thereto	No. of new shares of Issuer which may be issued pursuant thereto as at close of the month
1. *Convertible Notes	USD	6,450,000	0	6,450,000	#3,346,952	261,816,342
Stock code (if listed)		N/A			*4% coupon convertible notes due 2022 issued on 23 August 2019.	
Class of shares issuable (Note 1)		Ordinary Shares				
Subscription price		HK\$0.2125				
EGM approval date (if applicable) (dd/mm/yyyy)		30/07/2019				
2.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
		Total C.		(Ordinary shares)	0	
				(Preference shares)	0	
				(Other class)	0	

#All noteholders elected to receive cash in respect of the interest accrued on the Convertible Notes for the period from 23 August 2019 to 31 December 2019 – it is a deduction from the total number of shares to be issued upon full conversion of the Convertible Notes, which assumes that all accrued interest for the whole 3-year period would be capitalized, but is not an issue of shares upon conversion of the Convertible Notes.

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Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of Issuer issued during the month pursuant thereto	No. of new shares of Issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ ( / / ) shares (Note 1)	_____ _____ _____	_____ _____ _____
2. _____ _____ _____ ( / / ) shares (Note 1)	_____ _____ _____	_____ _____ _____
3. _____ _____ _____ ( / / ) shares (Note 1)	_____ _____ _____	_____ _____ _____
Total D. (Ordinary shares) (Preference shares) (Other class)	_____ _____ _____	0 0 0

Other Movements in Issued Share Capital

Type of issue					No. of new shares of Issuer issued during the month pursuant thereto	No. of new shares of Issuer which may be issued pursuant thereto as at close of the month	
1.	Rights issue	At price:	State Currency	_____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date: ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
2.	Open offer	At price:	State Currency	_____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date: ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
3.	Placing	At price:	State Currency	_____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date: ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____

Type of issue				No. of new shares of Issuer issued during the month pursuant thereto	No. of new shares of Issuer which may be issued pursuant thereto as at close of the month	
4.	Bonus issue			Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date: ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
5.	Scrip dividend	At price: _____	State Currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date: ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____

Type of issue				No. of new shares of Issuer issued during the month pursuant thereto	No. of new shares of Issuer which may be issued pursuant thereto as at close of the month
6. Repurchase of shares	Class of shares repurchased (Note 1)			_____	
	Cancellation date: (dd/mm/yyyy)			( / / )	
	EGM approval date: (dd/mm/yyyy)			( / / )	_____
7. Redemption of shares	Class of shares redeemed (Note 1)			_____	
	Redemption date: (dd/mm/yyyy)			( / / )	
	EGM approval date: (dd/mm/yyyy)			( / / )	_____
8. Consideration issue	At price:	State Currency	_____	Class of shares issuable (Note 1)	_____
				Issue and allotment date: (dd/mm/yyyy)	( / / )
				EGM approval date: (dd/mm/yyyy)	( / / )
				_____	_____

Type of issue				No. of new shares of Issuer issued during the month pursuant thereto	No. of new shares of Issuer which may be issued pursuant thereto as at close of the month
9.	Capital reorganisation		Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date: ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
10.	Other (Please specify)	At price: _____ State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date: ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
Total E.				(Ordinary shares) _____	0
				(Preference shares) _____	0
				(Other class) _____	0

Total increase/(decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) _____	0
	(2) _____	
Total increase/(decrease) in preference shares during the month (i.e. Total of A to E):	_____	0
Total increase/(decrease) in other classes of shares during the month (i.e. Total of A to E):	_____	0
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

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#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

*(Note 2)*

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical *(Note 3)*;
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

