



*(Incorporated in the Cayman Islands with Limited Liability)*

Stock Code: 0575

29 April 2020

## ANNOUNCEMENT



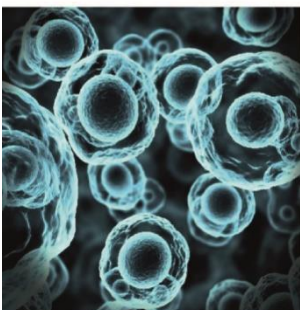
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## NOTICE OF ANNUAL GENERAL MEETING



**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company for Year 2020 will be held at Units 1603-1604, 16th Floor, Causeway Bay Plaza One, 489 Hennessy Road, Causeway Bay, Hong Kong on Wednesday, 17 June 2020 at 11:00 am for the following purposes:

1. To receive and consider the audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2019.
2. To re-elect directors of the Company and to confirm their remuneration.
3. To re-appoint auditor of the Company and to authorise the directors of the Company to fix their remuneration.





4. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution:

**AS AN ORDINARY RESOLUTION**

“**THAT** there be granted to the directors of the Company (the “**Directors**”) an unconditional general mandate to issue, allot and otherwise deal with additional shares of US\$0.01 each in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save that the Directors may, during the Relevant Period, make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities issued by the Company carrying rights to subscribe for or purchase or convert into Shares; or
  - (iii) an issue of Shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or
  - (iv) an issue of Shares upon the exercise of share options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of Shares or rights to acquire Shares,



shall not exceed 20 per cent of the issued Shares as at the date of the passing of this Resolution, and if any subsequent consolidation or sub-division of Shares is conducted, the maximum number of Shares that may be issued under this mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or sub-division shall be the same; and

(c) for the purposes of this Resolution:

**“Relevant Period”** means the period from the date of the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company at a general meeting.

**“Rights Issue”** means the allotment, issue or grant of Shares pursuant to an offer (open for a period fixed by the Directors) made to holders of the Shares or any class thereof on the Register of Members of the Company on a fixed record date pro rata to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

5. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution:

### **AS AN ORDINARY RESOLUTION**

**“THAT** there be granted to the directors of the Company (the **“Directors”**) an unconditional general mandate to repurchase, on The Stock Exchange of Hong Kong Limited, the shares of US\$0.01 each in the capital of the Company (**“Shares”**), subject to and in accordance with all applicable laws, rules and regulations and the following conditions:



- (a) such mandate shall not extend beyond the Relevant Period (as defined below);
- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such prices as the Directors may at their discretion determine;
- (c) the aggregate number of Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10 per cent of the number of issued and fully paid-up Shares as at the date of the passing of this Resolution, and if any subsequent consolidation or sub-division of Shares is conducted, the maximum number of Shares that may be repurchased under this mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or sub-division shall be the same; and
- (d) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
  - (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company at a general meeting.”

6. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution:

**AS AN ORDINARY RESOLUTION**

“**THAT**, conditional upon the passing of Ordinary Resolutions numbered 4 and 5 above, the aggregate number of Shares which may from time to time be repurchased by the Company pursuant to, and in accordance with, the general mandate granted under Ordinary Resolution numbered 5 shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to, and in accordance with, the general mandate granted under Ordinary Resolution numbered 4.”

By Order 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, 29 April 2020

Notes:

1. **Members are advised to read the “Precautionary Measures for the 2020 Annual General Meeting” accompanying this notice.**

2. The audited financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2019 to be received under Resolution numbered 1 at the Company's annual general meeting for Year 2020 being convened by this notice (the "**2020 Annual General Meeting**") are set out in the Company's annual report (the "**2019 Annual Report**").
3. The directors standing and offering for re-election under Resolution numbered 2 are James Mellon and David Comba. Biographical details of the retiring Directors are set out in the shareholders' circular dated 29 April 2020 issued by the Company (the "**Circular**"), which accompanies the 2019 Annual Report. Rotational retirement and re-election of the retiring Directors will be dealt with by a separate resolution for each of the retiring Director at the 2020 Annual General Meeting.
4. BDO Limited will retire at the 2020 Annual General Meeting and, being eligible, offers itself for re-appointment under Resolution numbered 3.
5. The general mandate granted to the Directors of the Company at its last annual general meeting held on 6 June 2019 (the "**2019 Annual General Meeting**") to issue, allot and otherwise deal with additional shares up to a maximum of 20 per cent of the issued shares of the Company of then will expire at the conclusion of the 2020 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 4 to renew the share issue mandate.

The share issue mandate, if approved at the 2020 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning Ordinary Resolution numbered 4 in respect of the share issue mandate.

6. The general mandate granted to the Directors of the 2019 Annual General Meeting to repurchase, on The Stock Exchange of Hong Kong Limited (the "**HK Stock Exchange**"), the Company's shares up to a maximum of 10 per cent of the number of issued and fully paid-up shares of the Company of then will expire at the conclusion of the 2020 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 5 to renew the repurchase mandate.



The repurchase mandate, if approved at the 2020 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning Ordinary Resolution numbered 5 in respect of the repurchase mandate.

7. The proposed Ordinary Resolution numbered 6 is to seek shareholders' approval to extend the share issue mandate to be granted under Ordinary Resolution numbered 4 to include the shares from time to time repurchased by the Company under the repurchase mandate pursuant to the repurchase mandate to be granted under Ordinary Resolution numbered 5.
8. 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.
9. 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 or via email at [proxy@regentpac.com](mailto:proxy@regentpac.com) not later than 11:00 am on Monday, 15 June 2020.
10. In order to ascertain the entitlements to attend and vote at the 2020 Annual General Meeting, members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road Central, Hong Kong not later than 4:30 pm on Thursday, 11 June 2020 for registration.
11. 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.
12. According to Rule 13.39(4) of The Rules Governing the Listing of Securities on the HK Stock Exchange, the chairman of the 2020 Annual General Meeting will demand a poll on all resolutions proposed at the meeting.



13. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.
  
14. If at any time after 7:00 am on the date of the 2020 Annual General Meeting, Typhoon Signal Number 8 or above remains hoisted or a “Black” Rainstorm Warning Signal is in force, the 2020 Annual General Meeting will be postponed to a later and/or time as determined by the Company. If the 2020 Annual General Meeting is so 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. At least seven clear days’ notice shall be given of the re-scheduled meeting.



## **PRECAUTIONARY MEASURES FOR THE 2020 ANNUAL GENERAL MEETING (THE “2020 ANNUAL GENERAL MEETING” OR THE “MEETING”)**

In compliance with: (i) the Hong Kong Government’s directive on social distancing and personal and environmental hygiene; and (ii) the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of the spread of the novel coronavirus disease 2019 (the “**COVID-19**”), Regent Pacific Group Limited (the “**Company**”) will implement additional precautionary measures at the 2020 Annual General Meeting in the interests of the health and safety of our Shareholders, investors, Directors, Members of Staff and other participants of the Meeting, which include without limitation:

### Before the date of the Meeting

1. In light of the continuing risks posed by the COVID-19 pandemic and in the interests of protecting our Shareholders, the Company strongly:
  - (a) encourages members **NOT** to attend the 2020 Annual General Meeting in person; and
  - (b) advises Members to appoint the chairman of the Meeting as their proxy to vote according to their indicated voting instructions.

### Before entering the venue of the Meeting

2. All attendees will be required to **wear surgical face masks** before they are permitted to attend the Meeting.
3. There will be **compulsory body temperature screening** for all persons before entering the venue of the Meeting. Any person with a fever symptom will **NOT** be given access to the venue of the Meeting. Denied entry to the venue of the Meeting also means that the person will **NOT** be allowed to attend the Meeting.

4. There will be a **mandatory** health declaration completion (which may be used for close contact tracing, if required), so that attendees may be required to declare as to whether:
- (a) he/she has travelled outside of Hong Kong within 14 days immediately before the Meeting;
  - (b) he/she is subject to any of the compulsory quarantine or medical surveillance order by the Hong Kong Government – Department of Health under its prescribed requirements;
  - (c) he/she has any flu-like symptoms (e.g. fever, cough, sore throat, running nose, breathing difficulty, shortness of breath, etc); and
  - (d) he/she has been in close contact with any confirmed case(s) and/or probable case(s) of the COVID-19 patients, or any person subject to the compulsory quarantine or medical surveillance order, or any person with recent travel history.

Any person who responds positively to any of these questions will be **denied** entry into the venue of the Meeting and will **NOT** be allowed to attend the Meeting.

#### In the Meeting

- 5. In view of the travelling restrictions and isolation policy currently imposed by the various jurisdictions, including Hong Kong, to prevent the spread of the COVID-19, there may not be any Directors of the Company who are able to come to Hong Kong to attend the 2020 Annual General Meeting. In case no Directors are present at the Meeting, the Members present in person or by proxy and entitled to vote shall elect one of their number to be the chairman of the Meeting pursuant to Article 63 of the Company's Articles of Association.
- 6. Attendees are reminded to observe good personal hygiene at all times and keep on wearing surgical face masks during the process of the Meeting.
- 7. Appropriate distancing and spacing in line with the guidance from the Hong Kong Government will be maintained and as such, the Company may limit the number of attendees at the Meeting as may be necessary to avoid over-crowding.
- 8. No refreshments and coffee/tea will be served at the Meeting.



## General

9. Subject to the development of the COVID-19, the Company may implement further changes and additional precautionary measures, which will be announced closer to the date of the 2020 Annual General Meeting.
  
10. Health education materials and up-to-date development on the COVID-19 can be viewed on the websites of the Centre of Health Protection ([www.chp.gov.hk](http://www.chp.gov.hk)) and of the Hong Kong Government on the COVID-19 ([www.coronavirus.gov.hk](http://www.coronavirus.gov.hk)).