



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

Stock Code: 0575

18 November 2020

## ANNOUNCEMENT



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

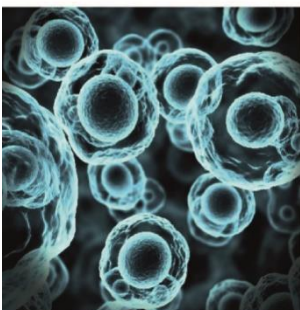


**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of the Company will be held at Units 1603-1604, 16th Floor, Causeway Bay Plaza One, 489 Hennessy Road, Causeway Bay, Hong Kong on Wednesday, 9 December 2020 at 11:00 am for considering and, if thought fit, passing (with or without amendments) the following resolution:

### AS AN ORDINARY RESOLUTION

**“THAT**

- (a) upon the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, up to 422,687,680 ordinary shares of US\$0.01 each of the Company, which are to be issued and allotted to the Sellers (as defined in the shareholders' circular issued by the Company on 18 November 2020 (the “**Circular**”), a copy of which is produced at the meeting and signed by the chairman of the meeting for the purpose of identification) pursuant to two conditional Share Purchase Agreements entered into on 2 September 2020 between the Company and the Sellers (as defined



and detailed in the Circular, comprising the Majority Share Purchase Agreement and the Minority Share Purchase Agreement which are inter-conditional upon each other), the issue and allotment of up to 422,687,680 Consideration Shares (as defined in the Circular) be and is hereby approved; and

- (b) any one of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and is hereby authorised to do all such acts and things, including, but not limited to, the execution of all documents, for and on behalf of the Company, which they deem necessary, appropriate or desirable or expedient to implement and give effect to any matters relating to or in connection with the transactions contemplated under the Share Purchase Agreements and/or the issue and allotment of the Consideration Shares thereunder.”

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

Jamie Gibson  
*Executive Director*

**Directors of the Company:**

James Mellon (*Chairman*)\*

Jamie Gibson (*Chief Executive Officer*)

David Comba<sup>#</sup>

Julie Oates<sup>#</sup>

Mark Searle<sup>#</sup>

Jayne Sutcliffe\*

\* *Non-Executive Directors*

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

Hong Kong, 18 November 2020

Notes:

- 1. Members are advised to read the “Precautionary Measures for the Extraordinary General Meeting” accompanying this notice.**
- Shareholders are encouraged to study the details of the Acquisition and the Share Purchase Agreements set out in the shareholders’ circular dated 18 November 2020 issued by the Company, which are relevant to the resolution proposed at the meeting convened by this notice (the “**Extraordinary General Meeting**”) so as to make decision as to whether to vote in favour of the resolution.
- 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.
- 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, 7 December 2020.
- In order to ascertain the entitlements to attend and vote at the Extraordinary 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 East, Hong Kong not later than 4:30 pm on Thursday, 3 December 2020 for registration.
- 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.
- According to Rule 13.39(4) of The Rules Governing the Listing of Securities on the HK Stock Exchange, the chairman of the Extraordinary General Meeting will demand a poll on all resolutions proposed at the meeting.



8. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.
  
9. If at any time after 7:00 am on the date of the Extraordinary General Meeting, Typhoon Signal Number 8 or above remains hoisted or a “Black” Rainstorm Warning Signal is in force, the Extraordinary General Meeting will be postponed to a later and/or time as determined by the Company. If the Extraordinary 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 EXTRAORDINARY GENERAL MEETING (THE “EXTRAORDINARY 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 Extraordinary 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 Extraordinary 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 quarantine 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 Extraordinary 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 Extraordinary 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)).