

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/12/2020

To: Hong Kong Exchanges and Clearing Limited

Name of Issuer: Regent Pacific Group Limited

Date Submitted: 6 January 2021

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 (State currency)
			Authorised share capital (State currency)
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

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>1,837,251,182</u>			<u>0</u>
Increase/(Decrease) during the month	<u>562,170,033</u>			<u>0</u>
Balance at close of the month	<u>2,399,421,215</u>			<u>0</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme (2016) (08/06/2016) Ordinary shares (Note 1)	<u>18,000,000</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>80,718,000</u>
2. <u>(/ /)</u> shares (Note 1)						
3. <u>(/ /)</u> shares (Note 1)						
		Total A.	(Ordinary shares)		<u>0</u>	
			(Preference shares)		<u>0</u>	
			(Other class)		<u>0</u>	
Total funds raised during the month from exercise of options (State currency)			HKD		<u>0</u>	

March 2019

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	3,800,000	2,650,000	139,482,353	#103,677,159
Stock code (if listed)		N/A				
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)	139,482,353	
				(Preference shares)	0	
				(Other class)	0	

The total number of ordinary shares to be issued upon full conversion of the Convertible Notes (assuming that all Convertible Notes were converted on the maturity date and that any and all interest that would accrue was capitalised on the maturity date) was reduced due to the following changes in the month ended 31 December 2020:

- (1) Convertible Notes of the principal amounts, in aggregate, of US\$3,800,000 were converted into 139,482,353 ordinary shares;
- (2) There was unearned interest in respect of Convertible Notes that were converted in the month (as referred to Item (1) above), which, if it was capitalised on the maturity date, would be convertible into an aggregate of 9,354,862 ordinary shares; and
- (3) All noteholders elected to receive cash in respect of the interest accrued on the Convertible Notes for the period from 1 January 2020 to 31 December 2020, which, if it was capitalised on the maturity date, would be convertible into an aggregate of 9,301,968 ordinary share.

March 2019

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 <i>(Note 1)</i> _____ Cancellation date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
7.	Redemption of shares			Class of shares redeemed <i>(Note 1)</i> _____ Redemption date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
8.	Consideration issue	At price: N/A	State Currency <u>N/A</u>	Class of shares issuable <i>(Note 1)</i> <u>Ordinary shares</u> Issue and allotment date: (dd/mm/yyyy) (14/12/2020) EGM approval date: (dd/mm/yyyy) (09/12/2020)	_____	_____
					<u>422,687,680</u>	<u>0</u>

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 (Note 1) _____ 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 (Note 1) _____ Issue and allotment date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
Total E.				(Ordinary shares) <u>422,687,680</u>	
				(Preference shares) <u>0</u>	
				(Other class) <u>0</u>	

Total increase/(decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>562,170,033</u>	(2) _____
Total increase/(decrease) in preference shares during the month (i.e. Total of A to E):	_____	<u>0</u>
Total increase/(decrease) in other classes of shares during the month (i.e. Total of A to E):	_____	<u>0</u>
<i>(Theses figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

March 2019

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.

Remarks (if any):

"Unclassified shares": Unclassified shares of US\$0.01 each, which may be issued as ordinary shares or as non-voting convertible deferred shares of US\$0.01 each

Submitted by : Stella Fung

Title : Company Secretary
(Director, Secretary or other duly authorised officer)

Notes:

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *"Identical" means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*

March 2019