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If you have sold or transferred all your shares in **Regent Pacific Group Limited**, you should, without delay, hand this circular, together with the accompanying proxy form, to the purchaser or to the stockbroker, bank manager or other agent through whom the sale was effected for transmission to the purchaser.

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 575)

**(1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Regent Pacific Group Limited to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Thursday, 30 May 2024 at 3:00 p.m. is set out on pages 17 to 20 of this circular. Whether or not you intend to attend and vote at the AGM in person, please complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish.

No corporate gifts or refreshments will be provided at the AGM.

26 April 2024

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“2023 Annual Report”	the annual report of the Company for the year ended 31 December 2023
“AGM”	the annual general meeting of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Thursday, 30 May 2024 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the AGM Notice or any adjournment thereof
“AGM Notice”	notice convening the AGM as set out on pages 17 to 20 of this circular
“Articles of Association”	articles of association of the Company currently in force
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Board Diversity Policy”	board diversity policy of the Company first adopted by the Nomination Committee on 20 March 2013, as may be amended and modified from time to time
“Business Day(s)”	any day(s) on which the Stock Exchange generally is/are open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of this circular be counted as a business day
“close associate(s)”	has the meaning ascribed to it in the Listing Rules
“Company”	Regent Pacific Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Consulting Agreements”	the consulting agreements dated 14 July 2021 entered into between DLL and each of Dr Verdin and Dr Gladyshev in respect of the provision of scientific and business advisory services to DLL
“core connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	director(s) of the Company from time to time
“DLL”	Deep Longevity Limited, a wholly-owned subsidiary of the Company

DEFINITIONS

“Dr Gladyshev”	Dr Vadim N. Gladyshev, PhD, a recognised leader in the fields of longevity biotechnology and longevity medicine
“Dr Verdin”	Dr Eric Verdin, MD, a recognised leader in the fields of longevity biotechnology and longevity medicine
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Committee”	has the same meaning ascribed thereto under the Listing Rules
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“Nomination Committee”	nomination committee of the Company established on 13 March 2012
“Nomination Policy”	nomination policy of the Company adopted by the Board on 10 December 2021, as may be amended and modified from time to time
“Option(s)”	option(s) granted and exercisable under the Share Option Scheme
“Remuneration Committee”	remuneration committee of the Company established on 5 November 2004
“Repurchase Mandate”	an unconditional general mandate to be granted to the Directors, authorising them to repurchase, on the Stock Exchange, up to a maximum of 10% of the total number of issued and fully paid-up Shares as at the date of the AGM or otherwise as at the date when the relevant resolution is passed
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s), with voting rights, of US\$0.001 each in the capital of the Company, which are listed on the Main Board of the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange

DEFINITIONS

“Share Option Scheme”	share option scheme of the Company named the “Share Option Scheme (2016)” adopted on 10 June 2016, with Shareholders’ approval at the Company’s extraordinary general meeting held on 8 June 2016, which was followed by the grant by the Listing Committee of the Stock Exchange on 10 June 2016 of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the scheme
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended and supplemented from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

Note: Unless otherwise specified herein, amounts denominated in US\$ have been translated, for the purpose of illustration only, into HK\$ using the exchange rate of US\$1.00 = HK\$7.80.

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 575)

Executive Director:

Jamie Gibson (*Chief Executive Officer*)

Non-Executive Directors:

James Mellon (*Chairman*)

Jayne Sutcliffe

Independent Non-Executive Directors:

Mark Searle

Adrian Chan

Ihsan Al Chalabi

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal Place of Business

in Hong Kong:

8th Floor

Henley Building

5 Queen's Road Central

Hong Kong

26 April 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information in connection with the proposals to (i) grant the general mandates to issue Shares and to repurchase Shares; and (ii) re-elect the retiring Directors at the AGM.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates to issue and repurchase Shares will lapse at the conclusion of the AGM. Accordingly, the following ordinary resolutions will be proposed at the AGM to seek the approval from the Shareholders for the granting to the Directors of general mandates authorising them to:

- (i) exercise the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of such resolution (the “**Issue Mandate**”);
- (ii) repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution (the “**Repurchase Mandate**”); and

LETTER FROM THE BOARD

- (iii) subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, extend the Issue Mandate by an amount representing the total number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 228,392,286 Shares in issue. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 45,678,457 Shares under the Issue Mandate, and to repurchase up to a maximum of 22,839,228 Shares under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if approved by the Shareholders at the AGM, will continue until whichever is the earliest 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in a general meeting.

Reference is made to the announcements of the Company dated 14 July 2021 and 26 July 2021 (collectively, the “**Announcements**”). DLL entered into the Consulting Agreements with each of Dr Verdin and Dr Gladyshev on 14 July 2021. By way of consideration for their services under the Consulting Agreements for the entire term of services, the Company will award 1,670,000 Shares and 1,110,000 Shares (collectively, the “**Consultant Shares**”) to Dr Verdin and Dr Gladyshev respectively. Pursuant to the Consulting Agreements, 926,666 Shares in total, the first batch, representing one third (1/3) of the Consultant Shares, have been vested and issued to Dr Verdin and Dr Gladyshev on 14 July 2022, being the first anniversaries of the date of the relevant Consulting Agreements.

Upon the Share Consolidation (details of which are set out in the announcements of the Company dated 29 March 2023, 27 April 2023, 1 June 2023 and circular of the Company dated 27 April 2023) became effective on 5 June 2023, the possible issuance of Consultant Shares on or around 14 July 2023 and 14 July 2024 in aggregate to Dr Verdin have been changed from 1,113,334 Shares to 55,666 Shares and to Dr Gladyshev have been changed from 740,000 Shares to 37,000 Shares respectively. In this respect, (i) 46,333 Shares in total, the second batch, representing one third (1/3) of the adjusted Consultant Shares have been vested and issued to Dr Verdin and Dr Gladyshev on 14 July 2023, being the second anniversaries of the date of the relevant Consulting Agreements; and (ii) 46,333 Shares in total, the last batch, representing the remaining one third (1/3) of the adjusted Consultant Shares will be vested and become issuable to each of Dr Verdin and Dr Gladyshev on the third anniversaries of the date of the relevant Consulting Agreements. The Consultant Shares, upon vesting, will be issued under and in reliance upon the then general mandate as approved by the Shareholders at the annual general meeting of the Company held on 28 May 2021. Conditional listing approval for the remaining 46,333 adjusted Consultant Shares, subject to the fulfillment of all other conditions of the Consulting Agreements, had been confirmed by the Listing Committee of the Stock Exchange on 27 July 2023. Details of the Consultant Shares and the conditions of vesting and issuance are set out in the Announcements.

LETTER FROM THE BOARD

Save as disclosed above, with reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the total number of Shares in issue.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of six Directors, comprising one executive Director, namely Jamie Gibson (Chief Executive Officer), two non-executive Directors, namely James Mellon (Chairman) and Jayne Sutcliffe, and three independent non-executive Directors, namely Mark Searle, Adrian Chan and Ihsan Al Chalabi.

Pursuant to Article 87 of the Articles of Association of the Company, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation and, pursuant to Code Provision B.2.2 of the Corporate Governance Code set out in Appendix C1 of the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Thus, Jayne Sutcliffe and Mark Searle shall retire from office by rotation at the AGM. Jayne Sutcliffe and Mark Searle, being eligible, will offer themselves for re-election.

Pursuant to Article 86(3) of the Articles of Association of the Company, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for election. Any Director who so retires shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. Accordingly, Ihsan Al Chalabi who was appointed as an independent non-executive Director by the Board with effect from 15 August 2023, shall retire at the AGM and, being eligible, will offer himself for re-election.

The Company has in place a Nomination Policy which sets out, inter alia, the selection criteria and the evaluation procedures in nominating candidates to be appointed or re-elected as Directors.

Nomination Procedures and Process

The Nomination Committee identifies or selects potential candidates for Board succession with consideration given to the diversity of the Board, by engaging external independent professional agencies if needed. The Nomination Committee may use any process it deems appropriate to evaluate the candidates, which may include personal interviews, background checks, presentations, written submissions by the candidate or third-party reference, then provides all relevant information and makes recommendation to the Board, including the terms and conditions of the appointment.

The Board approves the re-election of retiring Directors and the appointment of a new Director based upon the recommendation of the Nomination Committee.

LETTER FROM THE BOARD

The recommendation of the proposed appointment of a Director was made by the Nomination Committee in accordance with the Nomination Policy and the Board Diversity Policy and the selection criteria which include but not limited to:

- (i) qualifications, experience, skills, expertise, independence and diversity of perspectives which contribute to the effective carrying out of the Board responsibilities;
- (ii) time commitment and relevant interest devoted to the business and affairs of the Company; and
- (iii) board diversity including but not limited to balance of skills, experience, background, geographical and industry experience, ethnicity, gender and knowledge.

The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other qualities of Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments are made on merit, in the context of the skills and experience the Board as a whole requires to be effective. The Nomination Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to maintain an appropriate range and balance of skills, experience and background on the Board. In determining the nomination of candidates for independent non-executive Directors, the Nomination Committee and the Board consider the independence of the candidates and the benefits that the candidates for independent non-executive Directors will bring to the Board when joining the Board from various aspects, including but not limited to skills, regional and industry experience, background, race, gender, age, etc.

Retirement of Independent Non-Executive Director who has served for more than nine years

Pursuant to Code Provision B.2.3 of the Corporate Governance Code set out in Appendix C1 of the Listing Rules, as Mark Searle has served as an independent non-executive Director for more than nine years, his re-election will be subject to a separate resolution to be approved by the Shareholders. Taking into consideration of his skills, experience, background, geographical and industry experience, knowledge and various diversity aspects as set out in the Board Diversity Policy of the Company as well as his contributions to the Company over the years, the Nomination Committee is of the view that Mark Searle will continue to contribute to the Board with his perspectives, skills and experience. In addition, Mark Searle has not held any executive or management position in the Group nor has throughout such period been under the employment of any member of the Group and he does not have any family relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company, which could give rise to a conflict of interests situation. There is no evidence that the independence of Mark Searle, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected. Therefore, despite the length of service of Mark Searle, the Board and the Nomination Committee still consider Mark Searle to be independent. The Nomination Committee believes that Mark Searle remains committed to his role as an independent non-executive Director of the Company and will continue to be independent. In fact, the Board considers such length of service as an advantage as Mark Searle is familiar with the management and business of the Group and therefore will be in a better position to understand the operation of the Group and make recommendations leveraging on his own skills and experience. Mark Searle has demonstrated strong independence by providing impartial views and comments at the Board and/or Board committee meetings during his tenure of office. Having considered the above and reviewed the structure, size, composition and diversity of the Board from a number of aspects, in particular the length of service, professional experience, skills and expertise of each Director, the Board, with the recommendation of the Nomination Committee, is of the view that Mark Searle should be re-elected for a further term at the AGM. The Board thus recommends the Shareholders to vote in favour of the resolution to re-elect Mark Searle as an independent non-executive Director as he has been making valuable contribution to the Company by providing balanced and objective views to the Board.

LETTER FROM THE BOARD

Re-election of Independent Non-Executive Director Appointed Since Last Annual General Meeting

The Nomination Committee considers that Ihsan Al Chalabi possesses extensive knowledge and experience in finance and management and the Board will also get benefit from Ihsan Al Chalabi's background and valuable insights. The Nomination Committee is of the view that the nomination of Ihsan Al Chalabi will facilitate board diversity and bring new and valuable perspectives, skills and experiences to the Board. As Ihsan Al Chalabi has not taken part in the day-to-day management of the Company, he has no conflict of interest or material interest in the Group's businesses and affairs.

Recommendation

The Nomination Committee has considered the skills, regional and industry experience, background, race, gender and other qualities of the retiring Directors, namely Jayne Sutcliffe, Mark Searle and Ihsan Al Chalabi, (collectively, the "**Retiring Directors**") in accordance with the Board Diversity Policy. In addition, Mark Searle and Ihsan Al Chalabi have confirmed that they have satisfied all the criteria for independence as set out in Rule 3.13 of the Listing Rules.

After due evaluation and assessment, the Nomination Committee is of the opinion that (i) the Retiring Directors have extensive knowledge, experience, skills and expertise; (ii) the performance of each of the Retiring Directors was satisfactory and contributed effectively to the operation of the Board; and (iii) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mark Searle and Ihsan Al Chalabi have fulfilled the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules. In view of the above, the Nomination Committee believes that the re-election of the Retiring Directors, namely Jayne Sutcliffe, Mark Searle and Ihsan Al Chalabi, is in the best interests of the Company and the Shareholders as a whole and has agreed to recommend to the Board the re-election of the Retiring Directors at the AGM.

The Board has considered and accepted the recommendations of the Nomination Committee following a review of the Retiring Directors' skills, experience, overall contribution, time commitment and service to the Company including their attendance of Board meetings, Board committee meetings and general meeting, the level of participation and performance on the Board, and whether they continue to satisfy the selection criteria, as applicable. In consideration of the background, expertise, time commitment and experience of the Retiring Directors, the Board believes that the extensive experience and expertise of each of the Retiring Directors could bring an invaluable insight, contribution and diversity to the Board. In addition, the Board believes that Mark Searle and Ihsan Al Chalabi will provide independent, balanced and objective view to the affairs of the Company and bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. In view of the above, the Board considers that the re-election of the Retiring Directors, namely Jayne Sutcliffe, Mark Searle and Ihsan Al Chalabi, is in the best interests of the Company and the Shareholders as a whole and therefore has resolved to propose the re-election of the Retiring Directors at the AGM.

The Retiring Directors had abstained from voting regarding their respective re-election at the meeting of the Nomination Committee and the Board as appropriate. The re-election of each of the Retiring Directors will be subject to a separate resolution to be approved at the AGM.

LETTER FROM THE BOARD

According to Code Provision B.2.4(a) of the Corporate Governance Code set out in Appendix C1 of the Listing Rules, the Company should disclose the length of tenure of each existing independent non-executive Director on a named basis if all of them have served more than nine years on the Board. As at the Latest Practicable Date, only Mark Searle has served the Board as an independent non-executive Director for more than nine years and his length of tenure was more than 22 years. The remaining two independent non-executive Directors, namely Adrian Chan and Ihsan Al Chalabi, were appointed during the year ended 31 December 2023.

Pursuant to Rule 13.74 of the Listing Rules, the biographical details of the Retiring Directors, namely Jayne Sutcliffe, Mark Searle and Ihsan Al Chalabi, are set out in Appendix II to this circular.

4. THE 2024 ANNUAL GENERAL MEETING

The AGM will be convened at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Thursday, 30 May 2024 at 3:00 p.m. for the purposes of considering and, if thought fit, approving, the proposed resolutions set out in the AGM Notice on pages 17 to 20 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will demand, pursuant to Article 66 of the Article of Association of the Company, that all resolutions set out in the AGM Notice be voted by poll. On a poll, every Shareholder presents in person or by proxy shall have one vote for every Share held by that Shareholder. An explanation of the detailed procedures of voting by poll will be provided to the Shareholders at the AGM. Announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use in connection with the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, please complete the accompanying proxy form 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 in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish. No corporate gifts or refreshments will be provided at the AGM.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholder has a material interest in the proposed resolutions. Accordingly, it is expected that no Shareholder is required to abstain from voting on the proposed resolutions at the AGM.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Board believes that (i) the proposed granting of the Issue Mandate and the Repurchase Mandate, the proposed extension of the Issue Mandate; and (ii) the proposed re-election of the Retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the proposed resolutions set out in the AGM Notice.

7. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully
For and on behalf of the Board
Regent Pacific Group Limited
James Mellon
Chairman

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision as to whether or not to vote in favour of the resolution in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company was 228,392,286 Shares.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase up to a maximum of 22,839,228 Shares under the Repurchase Mandate.

The Repurchase Mandate, if approved by the Shareholders at the AGM, will continue until whichever is the earliest 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the Company's constitutive documents, including the amended and restated memorandum and articles of association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Such funds may include capital paid up on the purchased Shares, profits otherwise available for dividends or the proceeds of a new issue of Shares.

4. STATUS OF REPURCHASED SHARES

The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

5. IMPACT ON WORKING CAPITAL POSITION OR GEARING LEVELS

In the event that the Repurchase Mandate is exercised in full, there might be a material adverse impact on the Company's working capital position or the gearing levels (as compared with the position disclosed in the audited financial statements as at 31 December 2023). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital position or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

6. DIRECTORS' CONFIRMATION

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

7. GENERAL

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. THE TAKEOVERS CODE

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or groups of Shareholders acting in concert could, depending upon the level of increase in Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the Register of Interests in Shares and Short Positions of Substantial Shareholders being kept by the Company pursuant to Part XV of the SFO, James Mellon (and his associates) held an approximately 56.56% interest in the existing issued voting shares of the Company. Further, Mr Mellon held an outstanding Option, which was granted on 14 October 2020, entitling him to subscribe, in stages, for an aggregate of 91,557 Shares at the exercise price of HK\$3.000 per Share, of which the first, the second and the last one-third of the Options (being 30,519 Shares, 30,519 Shares and 30,519 Shares) had been vested on 14 October 2021, 14 October 2022 and 14 October 2023 respectively. Upon full exercise of his vested Options, Mr Mellon (and his associates) would hold an approximately 56.57% interest in the enlarged issued voting Shares of the Company.

In addition, James Mellon (being a substantial Shareholder and a Director), Jayne Sutcliffe (being a Director) and Anderson Whamond (a former Director but not being a Director as at the Latest Practicable Date) (the "**Concert Party Group**") are regarded as acting in concert for the purpose of the Takeovers Code and had registered their aggregate holding as at 19 October 2001 pursuant to Rule 26.6 of the Takeovers Code. In this respect, as at the Latest Practicable Date:

- according to the Register of Directors' and Chief Executive's Interests and Short Positions being kept by the Company pursuant to Part XV of the SFO, Jayne Sutcliffe held: (i) an approximately 0.04% personal interest in the existing issued voting Shares of the Company; and (ii) an outstanding Option, which was granted on 14 October 2020, entitling her to subscribe, in stages, for an aggregate of 91,557 Shares at the exercise price of HK\$3.000 per Share, of which the first, the second and the last one-third of the Options (being 30,519 Shares, 30,519 Shares and 30,519 Shares) had been vested on 14 October 2021, 14 October 2022 and 14 October 2023 respectively; and
- Anderson Whamond, through the trustee of a pension fund, of which he is the sole beneficiary, held an approximately 0.06% interest in the existing issued voting Shares of the Company.

To the best knowledge of the Directors having made all reasonable enquiries, upon full exercise of the vested Options by James Mellon and Jayne Sutcliffe and the Repurchase Mandate were exercised in full, the Concert Party Group would hold an approximately 62.98% interest in the enlarged issued voting Shares of the Company. In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

9. SHARES REPURCHASE MADE BY THE COMPANY

No Shares were repurchased by the Company or any of its subsidiaries, either on the Stock Exchange or otherwise, during the six months immediately preceding the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest closing prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Price Per Share	
	Highest HK\$	Lowest HK\$
2023		
April	1.28	0.84
May	1.12	0.80
June	0.84	0.60
July	1.05	0.58
August	1.19	0.94
September	1.04	0.82
October	0.95	0.80
November	0.86	0.76
December	0.72	0.59
2024		
January	0.70	0.49
February	0.52	0.445
March	0.47	0.43
April (up to the Latest Practicable Date)	0.51	0.425

Details of the Directors who will retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM, are set out below:

1. **Jayne Allison Sutcliffe (maiden name: Jayne Allison Wigley)**, Non-Executive Director, aged 60, British, was appointed as the Group Corporate Finance Director in August 1991 and was re-designated as a Non-Executive Director in June 2000. Mrs Sutcliffe has spent most of her professional career in the fund management industry specialising in sales and marketing initially at Thornton Management and then at Tyndall Holdings Plc. Mrs Sutcliffe co-founded the Group in 1990 where she established, and was responsible for, the Group's corporate finance activities. She has a Master's degree in Theology from Oxford University. Mrs Sutcliffe is a non-executive director and chairperson of WHEB Asset Management LLP, which is a boutique asset management company. She was formerly the Group Chief Executive of Charlemagne Capital Limited ("CCL", which was de-listed from the London Stock Exchange AIM on 15 December 2016 upon completion of the 100% acquisition of CCL by Fiera Capital Corporation (which is listed on the Toronto Stock Exchange) by a scheme of arrangement on 14 December 2016).

Save as disclosed above, Mrs Sutcliffe did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mrs Sutcliffe is subject to retirement and re-election at annual general meetings in accordance with the Articles of Association and relevant laws and regulations and pursuant to the letter of appointment. Mrs Sutcliffe is entitled to a Director's fee of US\$14,000 per annum, which is recommended by the Remuneration Committee and determined by the Board with reference to, amongst others, her qualification, experience and responsibilities to the Company and the prevailing market situation, and is subject to review by the Board and the Remuneration Committee from time to time. Details of Mrs Sutcliffe's Director emoluments for the year ended 31 December 2023 are set out in the 2023 Annual Report.

As at the Latest Practicable Date, Mrs Sutcliffe had interested, within the meaning of Part XV of the SFO, in (i) beneficial interests of 85,802 Shares, representing approximately 0.04% of the total number of Shares in issue; and (ii) an Option for an aggregate of 91,557 Shares at the exercise price of HK\$3.000 which was granted on 14 October 2020, of which Options for 30,519 Shares, 30,519 Shares and 30,519 Shares were vested on 14 October 2021, 14 October 2022 and 14 October 2023 respectively.

Save as disclosed above, Mrs Sutcliffe did not have any relationship with any Directors, senior management or substantial or controlling Shareholder, nor did she have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. There are no other matters or information in relation to Mrs Sutcliffe that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

2. **Stawell Mark Searle (alias: Sam Searle)**, Independent Non-Executive Director, aged 80, British, has been an Independent Non-Executive Director of the Company since October 2001. He has over 30 years' experience in the investment management industry. Having trained with Jardine Matheson, the Far Eastern trading house in London, he was seconded to Samuel Montagu where he worked for two years in their Investment Department. Subsequently, Mr Searle joined Investment Intelligence Limited becoming Investment Director responsible for management of a stable of open ended funds. Between 1982 and 1987, he was Managing Director of Richards Longstaff Limited, a privately owned investment consultancy. In the following ten years, he was Investment Director of Gerrard Asset Management. Mr Searle has been a director of a number of closed-ended funds during his career.

Save as disclosed above, Mr Searle did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr Searle is subject to retirement and re-election at annual general meetings in accordance with the Articles of Association and relevant laws and regulations and pursuant to the letter of appointment. Mr Searle is entitled to a Director's fee of US\$28,000 per annum, which is recommended by the Remuneration Committee and determined by the Board with reference to, amongst others, his qualification, experience and responsibilities to the Company and the prevailing market situation, and is subject to review by the Board and the Remuneration Committee from time to time. Details of Mr Searle's Director emoluments for the year ended 31 December 2023 are set out in the 2023 Annual Report.

As at the Latest Practicable Date, Mr Searle had interested, within the meaning of Part XV of the SFO, in (i) beneficial interests of 23,561 Shares, 163,778 Shares held to the order of a pension fund of which Mr Searle was the sole beneficiary and 31,415 Shares held by his spouse, Juliet Mary Druce Searle, representing approximately 0.10% of the total number of Shares in issue; and (ii) an Option for an aggregate of 91,557 Shares at the exercise price of HK\$3.000 which was granted on 14 October 2020, of which Options for 30,519 Shares, 30,519 Shares and 30,519 Shares were vested on 14 October 2021, 14 October 2022 and 14 October 2023 respectively.

Save as disclosed above, Mr Searle did not have any relationship with any Directors, senior management or substantial or controlling Shareholder, nor did he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. There are no other matters or information in relation to Mr Searle that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

- Ihsan Al Chalabi**, Independent Non-Executive Director, aged 54, British, was appointed as an Independent Non-Executive Director of the Company since 15 August 2023. He graduated from University of Hartford Business School in France and the United States with a master degree of business administration, specialising in finance and management, in July 1995, and from University of Southampton in England with a bachelor degree of engineering in aeronautics & astronautics in July 1991. Mr Al Chalabi has over 30 years of experience, working in engineering, management consulting and finance. From December 2008 to present, Mr Al Chalabi worked as a director in CASP-R Limited, a Hong Kong based independent advisory and consulting firm primarily serving the tech sector, especially fintech, SaaS, agtech, healthcare, and sustainability, which is beneficially owned by Mr Al Chalabi. From July 2005 to April 2008, Mr Al Chalabi worked as the regional operations and finance director in CBRE, a global corporate services company. From August 2001 to July 2005, Mr Al Chalabi worked as the principal consultant in Alfa-labs Limited, an Asia-based management consulting firm providing advisory services on strategy, benchmarking, financial modelling and programme management. From 1999 to 2001, Mr Al Chalabi worked at the Company in the role of director of strategy and business development responsible for overseeing the Company's portfolio of technology investments and as tasked with establishing relationships with fund management companies in Mainland China and exploring collaborative opportunities.

Save as disclosed above, Mr Al Chalabi did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr Al Chalabi is subject to retirement and re-election at annual general meetings in accordance with the Articles of Association and relevant laws and regulations and pursuant to the letter of appointment. Mr Al Chalabi is entitled to a Director's fee of US\$28,000 per annum, which is recommended by the Remuneration Committee and determined by the Board with reference to, amongst others, his qualification, experience and responsibilities to the Company and the prevailing market situation, and is subject to review by the Board and the Remuneration Committee from time to time. Details of Mr Al Chalabi's Director emoluments of the year ended 31 December 2023 are set out in the 2023 Annual Report.

As at the Latest Practicable Date, Mr Al Chalabi had interested, within the meaning of Part XV of the SFO, in the beneficial interests of 15,750 Shares, representing approximately 0.01% of the total number of Shares in issue.

Save as disclosed above, Mr Al Chalabi did not have any relationship with any Directors, senior management or substantial or controlling Shareholder, nor did he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. There are no other matters or information in relation to Mr Al Chalabi that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 575)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Regent Pacific Group Limited (the “**Company**”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Thursday, 30 May 2024 at 3:00 p.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited financial statements of the Company and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2023.
2. To re-appoint RSM Hong Kong as the independent auditor of the Company and to authorise the Board to fix their remuneration.
3. To re-elect the following Directors, each as a separate ordinary resolution, and to authorise the Board to fix the remuneration of the Directors for the year ending 31 December 2024:
 - (a) Mrs Jayne Sutcliffe as a Non-Executive Director;
 - (b) Mr Mark Searle as an Independent Non-Executive Director; and
 - (c) Mr Ihsan Al Chalabi as an Independent Non-Executive Director.
4. 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 an unconditional general mandate to issue, allot and otherwise deal with additional 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 or similar arrangement pursuant to the Articles of Association 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% 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 earliest 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 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 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. 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 an unconditional general mandate to repurchase the Shares on The Stock Exchange of Hong Kong Limited, 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 hereinafter defined);

NOTICE OF ANNUAL GENERAL MEETING

- (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% 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 earliest 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 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 at a general meeting.”
6. 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
Regent Pacific Group Limited
Jamie Gibson
Executive Director

Hong Kong, 26 April 2024

Notes:

1. Shareholders are recommended to read the Shareholders’ circular dated 26 April 2024 issued by the Company (the “**Circular**”), which contains important information concerning the resolutions proposed at the AGM being convened by this notice. Unless the context requires otherwise, capitalised terms used in this notice shall have the same meaning given to them in the Circular, of which this notice forms part.
2. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder. If more than one proxy is appointed, the relevant proxy form(s) must specify the number of Shares in respect of which each such proxy is appointed.
3. In order to be valid, the proxy form, 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’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy will not preclude a Shareholder from attending and voting in person at the AGM or at any adjournment thereof (as the case may be) if he/she so wishes.

NOTICE OF ANNUAL GENERAL MEETING

4. In order to ascertain the entitlements to attend and vote at the AGM, all duly completed share transfer document(s) and share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 24 May 2024.
5. 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 registered holder(s). For this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant holding.
6. The general mandate granted to the Directors at its last annual general meeting held on 1 June 2023 (the "Last AGM") to issue, allot and otherwise deal with additional shares up to a maximum of 20% of the then issued Shares will expire at the conclusion of the AGM. Accordingly, the Directors propose ordinary resolution numbered 4 to renew the share issue mandate.

The Issue Mandate, if approved at the AGM, 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 Issue Mandate.
7. The general mandate granted to the Directors at the Last AGM to repurchase, on the Stock Exchange, the Shares up to a maximum of 10% of the then issued Shares will expire at the conclusion of the AGM. Accordingly, the Directors propose ordinary resolution numbered 5 to renew the repurchase mandate.

The Repurchase Mandate, if approved at the AGM, 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.
8. The proposed ordinary resolution numbered 6 is to seek Shareholders' approval to extend the general mandate to issue Shares by adding repurchased Shares to the Issue Mandate.
9. The voting on the proposed resolutions as set out in this notice will be taken by poll at the AGM.
10. If at any time after 7:00 a.m. on the date of the AGM, Typhoon Signal Number 8 or above or a Black Rainstorm Warning is hoisted or remains hoisted, the AGM will be postponed or adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.regentpac.com) 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.
11. No corporate gifts or refreshments will be provided at the AGM.
12. In the case of any discrepancy, the English version of this notice shall prevail over the Chinese version.
13. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors comprises of six Directors:

Executive Director:

Jamie Gibson (*Chief Executive Officer*)

Non-Executive Directors:

James Mellon (*Chairman*)

Jayne Sutcliffe

Independent Non-Executive Directors:

Mark Searle

Adrian Chan

Ihsan Al Chalabi