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If you have sold or otherwise transferred all your shares in Regal Partners Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



REGAL PARTNERS HOLDINGS LIMITED

皇庭智家控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1575)

(1) GENERAL MANDATES FOR THE ISSUE AND BUY-BACK OF SHARES

(2) RE-ELECTION OF DIRECTORS

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “**Annual General Meeting**”) to be held at Conference Room, Unit 3103, 31 Floor, Trendy Centre, 682 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 20 June 2025 at 4:30 p.m. is set out pages 15 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Company (www.theregalpartners.com) and on the website of the Stock Exchange (www.hkexnews.hk). If you intend to appoint proxy(ies) to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

6 May 2025

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, Unit 3103, 31 Floor, Trendy Centre, 682 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 20 June 2025 at 4:30 p.m. or any adjournment thereof
“Articles of Association” or “Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Regal Partners Holdings Limited (皇庭智家控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange with stock code: 1575
“Director(s)”	the director(s) of the Company
“Extended Issue Mandate”	the mandate proposed to be granted to the Directors at the Annual General Meeting to extend the Share Issue Mandate by the addition thereto the number of Shares bought-back by the Company pursuant to the Share Buy-back Mandate
“General Mandates”	collectively, the Share Issue Mandate, the Share Buy-back Mandate and the Extended Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary shares in the share capital of the Company of US\$0.001 each
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to buy-back such number of Shares up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



REGAL PARTNERS HOLDINGS LIMITED
皇庭智家控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1575)

Executive Directors:

Mr. Tse Kam Pang (*Chairman*)
Mr. Chong Tsz Ngai (*Chief Executive Officer*)

Non-executive Director:

Mr. Tse Hok Kan

Independent Non-Executive Directors:

Professor Kwan Pun Fong Vincent
Professor Lee Chack Fan
Ms. Chen Jianhua
Professor Sit Wing Hang, Alfred

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Headquarters in PRC:

No. 258, Shengli Road, Maqiao Street
Haining City, Jiaxing City
Zhejiang Province, PRC

Principal place of business in

Hong Kong:

Unit 3103, 31 Floor
Trendy Centre
682 Castle Peak Road
Cheung Sha Wan
Kowloon, Hong Kong

6 May 2025

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES FOR THE ISSUE AND BUY-BACK OF SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting, and information on matters to be dealt at the Annual General Meeting, *inter alia*:

- (a) the grant to the Directors of the General Mandates; and
- (b) the re-election of the Directors.

2. GENERAL MANDATES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 21 June 2024, general mandates were granted to the Directors to issue and buy-back Shares and an extended mandate was granted to extend the share issue mandate by the number of shares bought-back under the share buy-back mandate. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to seek approval of the Shareholders to:

- (i) grant to the Directors the Share Issue Mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution at the Annual General Meeting;
- (ii) grant to the Directors the Share Buy-back Mandate to repurchase such number of Shares up to 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution at the Annual General Meeting; and
- (iii) subject to passing of the ordinary resolutions in respect of items (i) and (ii) above, extend the Share Issue Mandate by the addition of such number of Shares as are bought-back by the Company pursuant to the Share Buy-back Mandate, provided that this Extended Issue Mandate shall not exceed 10% of the number of the Shares in issue as at the date of passing of the proposed ordinary resolution at the Annual General Meeting.

The General Mandates will continue to be in force until whichever is the earlier of: (i) the conclusion of the next annual general meeting of the Company, unless the authority is renewed conditionally or unconditionally at such meeting; or (ii) the revocation or variation by ordinary resolution of the Shareholders in general meeting.

On the basis of 3,300,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to allot and issue a maximum of 660,000,000 Shares under the Share Issue Mandate and buy-back a maximum of

LETTER FROM THE BOARD

330,000,000 Shares under the Share Buy-back Mandate. The Directors wish to state that they have no immediate plan to buy-back any Shares pursuant to the Share Buy-back Mandate.

Pursuant to the Listing Rules, the Company is required to provide Shareholders with the requisite information which is reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Share Buy-back Mandate. An explanatory statement for such purpose is contained in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of two executive Directors, namely Mr. Tse Kam Pang and Mr. Chong Tsz Ngai, a non-executive Director, namely Mr. Tse Hok Kan and four independent non-executive Directors, namely Professor Kwan Pun Fong Vincent, Professor Lee Chack Fan, Ms. Chen Jianhua and Professor Sit Wing Hang, Alfred.

Pursuant to Article 84 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if the number of the Directors is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Director or the number of Directors who are to retire by rotation.

Professor Kwan Pun Fong Vincent, Professor Lee Chack Fan and Ms. Chen Jianhua will retire from office at the Annual General Meeting, and being eligible, offer themselves for re-election.

The Nomination Committee of the Company has reviewed and assessed the background, expertise and experience of the retiring Directors, having regard to the Board Diversity Policy of the Company taking into consideration different diversity factors such as gender, age, cultural and educational background, skills and professional experience, knowledge, length of service and time devotion with reference to the nomination principles and criteria set out in the Company's policy for the nomination of Directors ("**Nomination Policy**"). The Nomination Committee recommends all Directors retiring at the Annual General Meeting to stand for re-election.

Each of Professor Kwan Pun Fong Vincent, Professor Lee Chack Fan and Ms. Chen Jianhua has confirmed that he/she (i) meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) does not have any financial or other interest in the business of the Group, nor is connected with any core connected person (as defined in the Listing Rules) of the Company, either currently or historically; and (iii) there are no other factors that may affect his/her independence at the time of his/her re-election.

Particulars of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 15 to 20 of this circular. Shareholders are advised to read the notice of the Annual General Meeting and to complete and return the enclosed form of proxy, which is also published on the website of the Company (www.theregalpartners.com) and on the website of the Stock Exchange (www.hkexnews.hk), for use at the Annual General Meeting (or any adjournment thereof) in accordance with the instructions printed thereon and deposit the same with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the Annual General Meeting's notice will be decided 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. An announcement of the poll results will be made after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. CLOSURE OF REGISTER OF MEMBERS

To determine the eligibility to attend and vote at the Annual General Meeting, the Company's transfer books and register of members will be closed from Tuesday, 17 June 2025 to Friday, 20 June 2025, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending and voting at the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 16 June 2025.

6. RECOMMENDATIONS

The Directors are of the opinion that the proposed resolutions referred to in this circular and the notice of Annual General Meeting, including those in relation to the General Mandates and the re-election of retiring Directors, are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions set out in the notice of the Annual General Meeting.

7. 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 enquires, 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

LETTER FROM THE BOARD

there are no other matters the omission of which would make any statement herein or this circular misleading.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By order of the Board
Regal Partners Holdings Limited
Chong Tsz Ngai
Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

EXERCISE OF THE SHARE BUY-BACK MANDATE

As at the Latest Practicable Date, a total of 3,300,000,000 Shares were issued. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the Annual General Meeting, the Company will be allowed under the Share Buy-back Mandate to buy-back a maximum of 330,000,000 Shares, being 10% of the total number of issued Shares as at the date of the passing of the relevant resolution at the Annual General Meeting.

REASONS FOR BUY-BACKS

Whilst the Directors do not at present intend to immediately buy-back any Shares, they believe that the flexibility afforded by the Share Buy-back Mandate granted to them if the relevant ordinary resolution to approve the same is passed would be beneficial to the Company.

Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Company intends to cancel the repurchased shares following settlement of any share buy-backs under the Share Buy-back Mandate.

FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such buy-backs in accordance with its memorandum of association and the Articles of Association, the laws of the Cayman Islands and the Listing Rules. The Company may not buy-back Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

To the extent that a buy-back is funded entirely from the available cash flow or working capital facilities of the Company, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2024) in the event that the Share Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent that would, in the circumstances, have a material

adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time not appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors and, to the best of the knowledge of the Directors having made all reasonable enquiries, none of their close associates (as defined in the Listing Rules) have any present to sell any Shares to the Company, if and when the Share Buy-back Mandate is exercised.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, if the Share Buy-back Mandate is exercised.

DIRECTORS' UNDERTAKING

The Directors will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the laws of the Cayman Islands.

The Directors confirm that neither this explanatory statement nor the proposed share repurchase(s) under the Share Buy-back Mandate has any unusual features.

SHARE BUY-BACKS MADE BY THE COMPANY

No buy-backs of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the last six (6) months immediately preceding the Latest Practicable Date.

TAKEOVERS CODE

If, as a result of a buy-back of Shares 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. As a result, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

To the best knowledge and belief of the Company, and as recorded in the registers required to be kept by the Company under section 336 of the SFO, as at the Latest Practicable Date, Century Icon Holdings Limited, a controlling Shareholder which is owned as to 100% by Mr. Tse Kam Pang (the chairman of the Company and an executive Director), has an interest in 1,300,038,000 shares, representing approximately 39.39% of the issued share capital of the Company and Morris Capital Limited, a substantial shareholder which is owned as to 85% by Ms. Wu Bingyu and 15% by Ms. Wu Xiangfei, has an interest in 666,500,000 Shares,

representing approximately 20.20% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy-back Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, the shareholding of Century Icon Holdings Limited and Morris Capital Limited would be increased to approximately 43.3% and 22.2% of the then total issued Shares. Such increases will give rise to an obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

The Listing Rules prohibit a company from making a buy-back on the Stock Exchange if such buy-back would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of a company be held by the public.

The Directors do not propose to buy-back the Shares which would result in an obligation for a Shareholder to make a mandatory offer under Rule 26 of the Takeovers Code and/or less than the prescribed minimum percentage of the Shares be held by the public.

MARKET PRICES

The highest and lowest market prices at which the Shares have been traded on the Stock Exchange during the previous 12 months and up to the Latest Practicable Date were as follows:

	Traded Market Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.188	0.142
May	0.180	0.142
June	0.149	0.099
July	0.103	0.093
August	0.108	0.070
September	0.077	0.070
October	0.083	0.069
November	0.072	0.069
December	0.072	0.061
2025		
January	0.065	0.058
February	0.075	0.054
March	0.012	0.060
April (up to the Latest Practicable Date)	0.083	0.038

Set out below are the biographical information of the Directors proposed to be re-elected at the Annual General Meeting:

DIRECTORS

Professor Kwan Pun Fong Vincent, aged 74, was appointed as an independent non-executive Director on 17 October 2022. He is mainly responsible for supervising and providing independent judgement to the Board. He is also the chairman of each of the Audit Committee, Nomination Committee and Remuneration Committee.

He served as the vice president of the Hong Kong Shipping Department (香港區航船舶部) of Citibank (花旗銀行), the vice president of the Asia Pacific Elevator Department of United Technologies Company (聯合技術公司), the managing director of Hintful Capital Group (興科融資集團), professor of Beijing Normal University – Hong Kong Baptist University (北京師範大學 – 香港浸會大學) United International College, executive dean of the HKU Zhejiang Institute of Research and Innovation (香港大學浙江科學技術研究院). He is currently a member of the Executive Committee of Hong Kong Economic Association (香港經濟學會), the chief advisor of the think tank of Qingshanhu Scitech City in Hangzhou, Zhejiang (浙江杭州青山湖科技城), the president of Zhuhai Chuangke Yinlian Business Consulting Co., Ltd (珠海創科引聯商務諮詢有限公司), the vice chairman of Shanghai Qiaoyue IoT Technology Co., Limited (橋悅(上海)物聯網科技有限公司), a Director of Hong Kong Economic Trading International Association (香港國際經貿合作協會) and the chairman of the Education and Training Committee (教育培訓委員會).

Professor Kwan was an independent director of China Zheshang Bank Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 601916) and the Stock Exchange (stock code: 2016) from 2021 to 2023. He was the chief financial officer of Yew Chung Education Foundation in Hong Kong from 2001 to 2013. From 2010 to 2015, he served as an independent nonexecutive director of Link-Asia International MedTech Group Limited, a company listed on the Stock Exchange (stock code: 1143). Professor Kwan Pun Fong Vincent was an independent director of Jiangling Motors Corporation Limited, a company listed on the Shenzhen Stock Exchange from 2008 to 2012 and a non-executive director of Finet Group Limited (stock code: 8317), a company listed on the GEM of the Stock Exchange from 2002 to 2008. Professor Kwan Pun Fong Vincent is a Certified Practicing Accountant of CPA Australia. Professor Kwan Pun Fong Vincent obtained a Doctoral Degree in Business Administration from the University of Western Sydney in Australia in May 2004, a Master's Degree in Commerce from the University of Hitotsubashi in Japan in March 1981, and a Bachelor's Degree in Social Sciences from The University of Hong Kong in November 1973.

Professor Kwan Pun Fong Vincent, as an independent non-executive Director, has entered into a letter of appointment with the Company. There is no specific term or proposed length of service for an independent non-executive Director under the letter of appointment. Professor Kwan Pun Fong Vincent is subject to retirement by rotation and re-election at general meetings of the Company.

Pursuant to his letter of appointment, Professor Kwan Pun Fong Vincent is entitled to a director's fee of HK\$20,000 per month, which was determined by the Board based on the recommendation by the Remuneration Committee and with reference to his qualifications, experience, and duties and responsibilities in the Company and the remuneration policy of the Company and prevailing market rates.

Professor Lee Chack Fan, G.B.M., G.B.S., S.B.S., J.P., aged 79, was appointed as an independent non-executive Director on 9 November 2022. He is mainly responsible for supervising and providing independent judgement to the Board. He is also a member of each of the Audit Committee, Nomination Committee and Remuneration Committee. He taught at the University of Western Ontario and the University of Toronto, before starting a long career with Ontario Hydro in Canada more than 20 years, where he worked on a variety of projects that included water resources management, hydropower and nuclear power. He joined the University of Hong Kong in 1994 as a professor of the Department of Civil Engineering, and successively as chair professor of geotechnical engineering, Pro-Vice-Chancellor (Vice-President) and Director of the School of Professional and Continuing Education (HKU SPACE). He has also served as a specialist consultant or an advisor to many international bodies such as the United Nations Development Plan, World Bank and Asian Development Bank on numerous energy and infrastructure projects in many parts of the world. Professor Lee Chack Fan is an internationally renowned expert in geotechnical engineering. He served as a consultant and technical adviser to numerous energy and infrastructure projects in China and overseas, including the construction of the Three Gorges Dam of the Yangtze River. Professor Lee Chack Fan's eminent achievement in civil engineering has been highly recognised. He was awarded the K. Y. Lo Medal in 2001 by the Engineering Institute of Canada, was elected a Fellow of the Canadian Academy of Engineering and a Fellow of the Hong Kong Academy of Engineering Science in 2001, and an Academician of the Chinese Academy of Engineering in 2003. Professor Lee Chack Fan is also the Chairman of the Board of the Hong Kong Institute for Promotion of Chinese Culture; the Jao Tsung-I Academy Management Board; Director of the Jao Tsung-I Petite Ecole, University of Hong Kong; member of the Commission on Strategic Development; etc. He previously served as the Chairman of the Council of the Lord Wilson Heritage Trust; the Harbourfront Enhancement Committee and the Veterinary Surgeons Board and was a member of the Board of the West Kowloon Cultural District Authority and the Culture and Heritage Commission. Professor Lee Chack Fan was appointed a Justice-of-the-Peace in 2003 and awarded the Silver Bauhinia Star, the Gold Bauhinia Star and Grand Bauhinia Medal in 2005, 2013 and 2024 respectively. He was also a recipient of the K.Y. Lo Medal of the Engineering Institute of Canada in 2001; Fulbright Distinguished Scholar in 2005; Gold Medal of the Hong Kong Institution of Engineers in 2008; Queen Elizabeth II's Diamond Jubilee Medal in 2012; as well as honorary Doctor of Science degrees from the University of Western Ontario (2006), Plymouth University (2012), Edinburgh Napier University (2012) and the University of Macau (2014).

Professor Lee Chack Fan is currently an independent non-executive director of Hui Xian Real Estate Investment Trust (stock code: 87001) which is listed on the Stock Exchange. He also served in the following companies the shares of which are or were listed on the Stock Exchange, as a non-executive director of Zhaobangji Properties Holdings Limited (stock code: 1660) from 2018 to 2023, an independent non-executive director of South Shore Holdings Limited (stock

code: 577) from 2005 to 2021, AID Life Science Holdings Limited (known as 8088 Investment Holdings Limited when it was delisted in 2022) (stock code: 8088) from 2015 to 2017 and Shimao International Holdings Limited (stock code: 649) from 2004 to its withdrawal of listing in 2007. Professor Lee Chack Fan graduated from the University of Hong Kong with a Bachelor's degree in Civil Engineering in 1968, and a Master's degree in 1970. He received his Doctor of Philosophy degree from the University of Western Ontario in 1972, in the field of geotechnical engineering.

Professor Lee Chack Fan, as an independent non-executive Director, has entered into a letter of appointment with the Company. There is no specific term or proposed length of service for an independent non-executive Director under the letter of appointment. Professor Lee Chack Fan is subject to retirement by rotation and re-election at general meetings of the Company.

Pursuant to his letter of appointment, Professor Lee Chack Fan is entitled to a director's fee of HK\$20,000 per month, which was determined by the Board based on the recommendation by the Remuneration Committee and with reference to his qualifications, experience, and duties and responsibilities in the Company and the remuneration policy of the Company and prevailing market rates.

Ms. Chen Jianhua, aged 55, was appointed as an independent nonexecutive Director on 17 October 2022. She is mainly responsible for supervising and providing independent judgement to the Board. She is also a member of each of the Audit Committee, Nomination Committee and Remuneration Committee.

Ms. Chen has vast experience in the furniture and household business. Ms. Chen Jianhua has held management positions in Nantong Eastern Yisidun Furniture Co., Ltd.* (南通東方伊斯頓傢具有限公司) since 2000, during which she has accumulated experience and gained knowledge in operations and sales and marketing fields.

Ms. Chen specializes in franchising operations and has represented various furniture brands in the PRC. She has gained deep knowledge and understanding in retail distribution and business management and valuable insight in the furniture industry.

Ms. Chen Jian Hua, as an independent non-executive Director, has entered into a letter of appointment with the Company. There is no specific term or proposed length of service for an independent non-executive Director under the letter of appointment. Ms. Chen Jian Hua is subject to retirement by rotation and re-election at general meetings of the Company.

Pursuant to her letter of appointment, Ms. Chen is entitled to a director's fee of HK\$20,000 per month, which was determined by the Board based on the recommendation by the Remuneration Committee and with reference to her qualifications, experience, and duties and responsibilities in the Company and the remuneration policy of the Company and prevailing market rates.

GENERAL

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of the Directors to be re-elected confirmed that save as disclosed above, as at the Latest Practicable Date (a) he/she did not hold, and has not in the last three years held, any directorship in other public listed companies in Hong Kong or overseas; (b) he/she did not hold any other positions in the Company or its subsidiaries; (c) he/she did not have any relationships with any other Directors, senior management, substantial or controlling shareholders of the Company; and (d) he/she did not have any other interest or deemed interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to the Directors to be re-elected that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter relating to their re-elections that needs to be brought to the attention of the Shareholders.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



REGAL PARTNERS HOLDINGS LIMITED

皇庭智家控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1575)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of Regal Partners Holdings Limited (the “**Company**”) will be held at Conference Room, Unit 3103, 31 Floor, Trendy Centre, 682 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Friday, 20 June 2025 at 4:30 p.m. for the purposes of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company, the reports of the directors (the “**Directors**”) and Independent Auditor of the Company for the year ended 31 December 2024;
2. To approve the re-election of Professor Lee Chack Fan as an independent non-executive Director;
3. To approve the re-election of Professor Kwan Pun Fong Vincent as an independent non-executive Director;
4. To approve the re-election of Ms. Chen Jianhua as an independent non-executive Director;
5. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
6. To re-appoint HLB Hodgson Impey Cheng Limited as Independent Auditor and authorize the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraphs (c) and (d) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company (the **“Share Issue Mandate”**) to allot, issue and deal with additional shares of the Company or securities convertible or exchangeable into shares, or options, warrants or similar rights to subscribe for shares or such convertible or exchangeable into securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options, securities convertible or exchangeable into shares or similar rights, the making, issuing or granting of which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the option scheme of the Company or any other 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 of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (d) the Share Issue Mandate shall be limited by the applicable rules and requirements of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time, including the restrictions for using the Share Issue Mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration;

for the purpose of this resolution:

- (i) “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of: (i) the conclusion of the next annual general meeting of the Company, unless the authority is renewed conditionally or unconditionally at such meeting; or (ii) the revocation or variation by ordinary resolution of the shareholders in general meeting;
- (ii) “Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company); and
- (iii) “Benchmarked Price” means the higher of: (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Share Issue Mandate; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the Share Issue Mandate; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the Share Issue Mandate; and (iii) the date on which the placing or subscription price is fixed.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, to pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company (the “**Share Buy-back Mandate**”) to buy-back its shares on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and subject to and in accordance with all applicable laws and regulations, and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of: (i) the conclusion of the next annual general meeting of the Company, unless the authority is renewed conditionally or unconditionally at such meeting; or (ii) the revocation or variation by ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and, if thought fit, to pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolution nos. 7 and 8 above, the Share Issue Mandate be and is hereby extended by the addition thereto of the total number of shares of the Company bought back by the Company under the Share Buy-back Mandate, provided that such aggregate number of shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

By order of the Board
Regal Partners Holdings Limited
Tse Kam Pang
Chairman

Hong Kong, 6 May 2025

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business in
Hong Kong:*

Unit 3103, 31 Floor
Trendy Centre
682 Castle Peak Road
Cheung Sha Wan
Kowloon, Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and on a poll, vote instead of him/her/it at the Annual General Meeting. A proxy need not be a shareholder of the Company.
- (ii) A form of proxy for use at the Annual General Meeting is enclosed herewith. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under seal or the hand of an officer, attorney or other person duly authorised.
- (iii) In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish.
- (iv) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share of the Company as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.

NOTICE OF ANNUAL GENERAL MEETING

- (v) For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 17 June 2025 to Friday, 20 June 2025, both days inclusive, during which no share transfers can be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 16 June 2025.
- (vi) If a tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in effect any time after 8:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will not be held on that date but will be postponed to a later date. If the Annual General Meeting is postponed, the Company will post an announcement on the website of the Company and the Stock Exchange to notify Shareholders of the date, time and venue of the rescheduled meeting.