

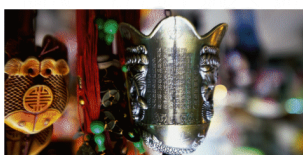


Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

7 February 2012



ANNOUNCEMENT

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company will be held at Harbour Room, Mandarin Oriental, Macau*, Avenida Dr Sun Yat Sen, NAPE, Macau on Wednesday, 28 March 2012 at 11:00 am for the following purposes (* Shuttle buses of Mandarin Oriental, Macau will depart from the New Macau Maritime Ferry Terminal from time to time):

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

AS AN ORDINARY RESOLUTION

“THAT the unconditional general mandate granted to the directors of the Company at the Company’s annual general meeting held on 1 June 2011 (the **“2011 Annual General Meeting”**) to repurchase, on The Stock Exchange of Hong Kong Limited, up to a maximum of 387,247,052 shares of US\$0.01 each in the Company (**“Shares”**), being 10 per cent of the fully paid voting Shares in issue as at the date of the 2011 Annual General Meeting, before the conclusion of the next annual general meeting of the Company be revoked to the extent that it has not been exercised at the date of the passing of this Resolution.”



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

AS AN ORDINARY RESOLUTION

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

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

By Order of the Board of
Regent Pacific Group Limited

Jamie Gibson
Director



Directors of the Company:

James Mellon (*Co-Chairman*)^{*}

Stephen Dattels (*Co-Chairman*)^{*}

Jamie Gibson (*Chief Executive Officer*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 7 February 2012

Notes:

1. The general mandate granted to the Directors of the Company at its last annual general meeting held on 1 June 2011 (the “**2011 Annual General Meeting**”) to repurchase, on The Stock Exchange of Hong Kong Limited, the Company’s shares up to a maximum of 10 per cent of the Company’s then issued and fully paid voting share capital (the “**2011 Repurchase Mandate**”) is about to be fully exercised. Accordingly, the Directors propose Ordinary Resolutions numbered 1 and 2 to revoke the 2011 Repurchase Mandate to the extent that it has not been exercised and to approve the grant of a new repurchase mandate (the “**New Repurchase Mandate**”) respectively.

The New Repurchase Mandate, if approved at the extraordinary general meeting being convened by this notice, 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 shareholders’ circular dated 7 February 2012 issued by the Company, which contains important information concerning Ordinary Resolutions numbered 1 and 2 in respect of the revocation of the 2011 Repurchase Mandate and the grant of the New Repurchase Mandate.

2. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting if he so wishes.
3. In order for it to be valid, the form of proxy, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power



or authority, must be deposited with the Company Secretary at the Company's principal place of business in Hong Kong at 8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for the meeting or its adjourned meeting.

4. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Register of Members of the Company in respect of such joint holding.
5. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.