



Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

24 December 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 Salons 1 and 2, Level 1, MGM Macau*, Avenida Dr. Sun Yat Sen, NAPE, Macau on Wednesday, 16 January 2013 at 11:00 am to consider and, if thought fit, approve (with or without amendments) the following resolution (*Shuttle buses of MGM Macau will depart from the New Macau Maritime Ferry Terminal from time to time):

AS AN ORDINARY RESOLUTION

“THAT:

- (a) the disposal (the **“Future Disposal”**) by the Company of up to 24,002,698 shares (**“BCI Share(s)”**) in the share capital of BC Iron Limited, a limited liability company incorporated in Australia, whose securities are listed on ASX Limited (**“ASX”**) during the period of 12 months from the date of passing of this Resolution (unless revoked or varied by an ordinary resolution passed by the shareholders in a general meeting of the Company) (the **“Mandate Period”**) on the following conditions:



- (i) apart from disposal in the open market on ASX, the Company may also dispose of its holding of BCI Shares during the Mandate Period through block trade(s) by entering into placing agreement(s) with reputable investment banks as placing agents, with the terms and conditions of such block trade(s) negotiated on an arms' length basis; and
- (ii)
 - (1) the selling price per BCI Share that is to be sold through block trade(s) shall represent no more than a 7 per cent. discount to the average closing price of BCI Shares on ASX in the five (5) trading days immediately prior to the date of the relevant sale and purchase agreement; and
 - (2) whether the disposal is made in the open market or through block trade(s), the minimum selling price per BCI Share shall not be less than A\$3.20,

be and is hereby approved; and

- (b) the directors of the Company (the "**Directors**") be and are hereby authorised for and on behalf of the Company (the "**Disposal Mandate**") to exercise all the powers of the Company to effect the Future Disposal from time to time during the Mandate Period and the Directors be and are hereby authorised to do all such acts and things, including but not limited to execution of all documents, which the Directors deem necessary, appropriate or desirable to implement and give effect to the Future Disposal and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate."

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, 24 December 2012



Notes:

1. Shareholders are recommended to read the shareholders' circular dated 24 December 2012 issued by the Company (the "**Circular**"), which contains important information concerning the resolution proposed at the extraordinary general meeting 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. 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.