



# Regent Pacific Group Limited

*(Incorporated in the Cayman Islands with Limited Liability)*

Stock Code: 0575

8 December 2007

## ANNOUNCEMENT

### POLL RESULTS AT EXTRAORDINARY GENERAL MEETING AND EXPECTED COMPLETION OF SHARE PURCHASE AGREEMENT AND OFFER

#### SUMMARY

Ordinary Resolutions numbered 1 to 5 proposed at the Extraordinary General Meeting, as set out in the EGM Notice, have been duly passed by way of poll. The poll results are set out in detail in this announcement.

Subject to satisfaction or, to the extent capable of being waived, waiver of, the relevant conditions precedent, completion of the Share Purchase Agreement and the Offer is expected to take place in or around mid December 2007.

#### Poll results

The directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**”) are pleased to announce that Ordinary Resolutions numbered 1 to 5 proposed at the Company’s extraordinary general meeting held on Saturday, 8 December 2007 at 11:00 am (the “**Extraordinary General Meeting**” or the “**Meeting**”), as set out in the notice of the Meeting dated 22 November 2007 (the “**EGM Notice**”), have been duly passed.





Shareholders are recommended to refer to the circular dated 22 November 2007 issued by the Company (the “**Circular**”) for details of the ordinary resolutions proposed at the Extraordinary General Meeting. All capitalised terms in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

The chairman of the Meeting demanded a poll on Ordinary Resolutions numbered 1 to 5 proposed at the Extraordinary General Meeting, which were duly passed by the following votes:

		Number of votes (approximate % of total votes cast at the Meeting)			
		For		Against	
	<b>Ordinary Resolutions</b>				
(1)	To approve the Share Purchase Agreement, the Amendment Agreement, the Offer, the Finder’s Fee Agreement, the ACIL Project SPA and the Ji Ri Ga Lang Project SPA, including the consummation of any and all transactions under or incidental to such agreements	817,961,145	(97.67%)	19,500,000	(2.33%)
(2)	To approve the consummation of the Possible Project 3 Further Acquisition under the ACIL Project SPA	817,961,145	(97.67%)	19,500,000	(2.33%)
(3)	To approve the exercise of the option under the Yuke Coal Option Agreement and the performance of the Yuke Coal Acquisition Agreement	817,961,145	(97.67%)	19,500,000	(2.33%)
(4)	To approve the Authorised Share Capital Increase	817,961,145	(97.67%)	19,500,000	(2.33%)
(5)	To approve the Proposed Specific Mandate	360,222,096	(94.86%)	19,500,000	(5.14%)

As at the date of the Meeting, the Company’s total issued voting share capital consists of 2,053,278,401 Shares. Shareholders please note that:

- (i) Stephen Dattels and Adrian Lungan, both directors of CCEC Ltd, together with each of their associates, were required to abstain from voting in respect of Ordinary Resolutions numbered 1, 2 and 3 approving the Transaction at the Extraordinary General Meeting. The Directors have been informed that Stephen Dattels and Adrian Lungan hold 49,775,534 Shares and 4,000,000 Shares respectively. Both Stephen Dattels and Adrian Lungan have declared before the Meeting that they (and their respective associates) have abstained from voting in respect of Ordinary Resolutions numbered 1, 2 and 3 at the Meeting.

The Concert Party Group, comprising James Mellon, Jayne Sutcliffe and Anderson Whamond, have undertaken to the Excluded Investors (other than GCM) that it would vote in favour of Ordinary Resolutions numbered 1, 2 and 3 approving the Transaction at the Extraordinary General Meeting. According to the Register of Directors’ and Chief Executive’s Interests and Short Positions being kept by the Company pursuant to the SFO, the Concert Party Group hold, in aggregate, 473,489,090 Shares. James Mellon, Jayne Sutcliffe and Anderson Whamond have declared before the Meeting that they (and their respective associates) have voted in favour of Ordinary Resolutions numbered 1, 2 and 3 at the Meeting.



The remaining 1,526,013,777 Shares entitle their holders to vote at their will in respect of Ordinary Resolutions numbered 1, 2 and 3 at the Meeting.

- (ii) There were no restrictions on any Shareholders to abstain from voting in respect of Ordinary Resolution numbered 4 at the Meeting in relation to the Authorised Share Capital Increase or to cast their votes either only in favour of or only against the proposed resolution.
- (iii) Stephen Dattels and Adrian Lungan, together with each of their associates, were required to abstain from voting in respect of Ordinary Resolution numbered 5 approving the Proposed Specific Mandate at the Extraordinary General Meeting. Both Stephen Dattels and Adrian Lungan have declared before the Meeting that they (and their respective associates) have abstained from voting in respect of Ordinary Resolution numbered 5 at the Meeting.

The Directors (including the Concert Party Group), have undertaken to the Stock Exchange that they would abstain from voting in respect of Ordinary Resolution numbered 5 approving the Proposed Specific Mandate at the Extraordinary General Meeting. According to the Register of Directors' and Chief Executive's Interests and Short Positions being kept by the Company pursuant to the SFO, Directors hold, in aggregate, 483,352,672 Shares. All Directors have declared before the Meeting that they (and their respective associates) have abstained from voting in respect of Ordinary Resolution numbered 5 at the Meeting.

The remaining 1,516,150,195 Shares entitle their holders to vote at their will in respect of Ordinary Resolution numbered 5 at the Meeting.

Tricor Tengis Limited, the Company's Branch Share Registrars in Hong Kong, was appointed as the scrutineers in respect of the poll at the Meeting.



## Expected completion of Share Purchase Agreement and Offer

Subject to satisfaction or, to the extent capable of being waived, waiver of, the relevant conditions precedent, completion of the Share Purchase Agreement and the Offer is expected to take place in or around mid December 2007.

On Behalf of the Board of  
**Regent Pacific Group Limited**

Jamie Gibson  
*Director*

### **Directors of the Company:**

James Mellon (*Chairman*)<sup>\*</sup>  
Jamie Gibson (*Chief Executive Officer*)  
Clara Cheung  
David Comba<sup>#</sup>  
Julie Oates<sup>#</sup>  
Patrick Reid<sup>#</sup>  
Mark Searle<sup>#</sup>  
John Stalker<sup>\*</sup>  
Jayne Sutcliffe<sup>\*</sup>  
Dr Youzhi Wei<sup>\*</sup>  
Anderson Whamond<sup>\*</sup>

<sup>\*</sup> *Non-Executive Directors*

<sup>#</sup> *Independent Non-Executive Directors*

Hong Kong, 8 December 2007