



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0575)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held at The Lagoon Ballroom, The Landmark Macau*, 555 Avenida da Amizade, Macau on Wednesday, 8 February 2006 at 11:00 am to consider and, if thought fit, pass (with or without amendments) the following resolutions (*Shuttle buses of The Landmark Macau will depart from the New Macau Maritime Ferry Terminal at 10:15 am and 10:45 am):

AS AN ORDINARY RESOLUTION

1. “(a) **THAT** the Transaction as defined in the circular dated 20 January 2006 issued by the Company (the “**Circular**”) (a copy of which, accompanied by the executed copy of the Commitment Agreement and an initialled copy of the Joint Venture Contract as referred to in the Circular, are produced at the meeting marked “A”, “B” and “C” respectively and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, subject to approval of the Joint Venture Contract by the relevant governmental authorities in the People’s Republic of China **AND THAT** any two directors of Regent Metals Limited (“**RML**”) be and are hereby authorised on behalf of RML at any time(s) to agree, complete, and sign such document(s) effecting such amendment(s) to any provision of the Joint Venture Contract as required by the relevant authorities in the People’s Republic of China as such directors may approve as being necessary or desirable and in the interests of RML, such approval to be conclusively evidenced by any such directors’ signing of the same **AND THAT** the Company procure RML to enter into all agreements and/or documents incidental or ancillary to the Transaction; and

(b) **THAT** there be granted to the directors of the Company a specific mandate to issue, allot and otherwise deal with 70,653,197 Ordinary Shares upon Further Completion of the Cooperation Agreement (as defined in the Circular).”

AS AN ORDINARY RESOLUTION

2. “**THAT** conditional upon (a) the passing of Resolution No. 3 below; and (b) the shareholders of the Target Company (as defined in Resolution No. 3 below) approving at a general meeting the adoption of a new share option scheme, namely the Share Option Scheme (2006) (the “**Target Company Scheme**”, a copy of the rules of which has been produced at the meeting marked “D” and signed by the chairman of the meeting for the purpose of identification), and subject to such amendments to the Target Company Scheme as The Stock Exchange of Hong Kong Limited may request, the

Target Company Scheme be and is hereby approved for adoption by the Target Company as a new share option scheme of the Target Company **AND THAT** the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Target Company Scheme, notwithstanding that they or any of them may be interested in the same.”

AS AN ORDINARY RESOLUTION

3. “**THAT** the disposal (whether by way of allotment or transfer) by the Company of an interest (the “**Disposal**”) in a wholly-owned subsidiary (the “**Target Company**”) of Regent Metals Holdings Limited, a subsidiary of the Company, as the directors of the Company may in their absolute discretion determine, to any person(s) who is/are independent of (a) the Company and its subsidiaries (the “**Group**”), (b) any director, chief executive or substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Group or any of their respective associates (as defined in the Listing Rules), or (c) any connected person (as defined in the Listing Rules) of the Company, of such number of securities of the Target Company (including without limitation preferred equity, common equity or convertible debt or equity securities of the Target Company) at such price, on such terms and at such time or times as the directors of the Company think fit in order to raise US\$20,000,000 (approximately HK\$156,000,000), provided that (i) the Target Company shall be valued at not less than US\$40,000,000 (approximately HK\$312,000,000); (ii) the Target Company shall remain a subsidiary of the Company following the Disposal; and (iii) the Disposal shall be completed within twelve months from the date of this resolution be and is hereby approved, **AND THAT** the directors of the Company be and are hereby authorised to do any act or execute any document so as to give effect to and implement the Disposal as they may in their absolute discretion consider desirable and in the interest of the Company.”

By Order of the Board of
Regent Pacific Group Limited

Stella Fung
Company Secretary

Directors of the Company:

James Mellon (*Chairman*)*
Jamie Gibson (*Chief Executive Officer*)
Clara Cheung
David Comba#
Julie Oates#
Patrick Reid#
Mark Searle#
Jayne Sutcliffe*
Anderson Whamond*

* *Non-Executive Directors*

Independent Non-Executive Directors

Hong Kong, 20 January 2006

Notes:

1. Shareholders are recommended to read the shareholders' circular dated 20 January 2006 issued by the Company, which contains detailed information concerning the resolutions proposed for the meeting being convened by this notice.
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 Suite 1401, 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.

Please also refer to the published version of this announcement in *The Standard*.