



REGENT PACIFIC GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 0575)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company for Year 2005 will be held at Guia Room, 1st Floor, Hyatt Regency Macau*, 2 Estrada Almirante Marques Esparteiro, Taipa Island, Macau on Wednesday, 14 September 2005 at 11:00 am for the following purposes (*A coach of Hyatt Regency Macau will be arranged to pick up attendees of the meeting at the New Macau Maritime Ferry Terminal at 10:20 am):

1. To receive and consider the audited financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2005.
2. To re-elect directors of the Company and to confirm their remuneration.
3. To re-appoint auditors of the Company and to authorise the directors of the Company to fix their remuneration.
4. 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 issue, allot and otherwise deal with additional shares of US\$0.01 each in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period save that the Directors may, during the Relevant Period, make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or any other securities issued by the Company carrying rights to subscribe for or purchase or convert into Shares; or (iii) the exercise of share options under any employee share 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, shall not exceed 20 per cent of the issued voting share capital of the Company as at the date of the passing of this Resolution;

- (c) for the avoidance of doubt, the non-voting convertible deferred shares of US\$0.01 each in issue in the capital of the Company shall not be counted in the Company's issued voting share capital for the purpose of calculating the 20 per cent limit referred to in (b) above;
- (d) such mandate shall be additional to the authority given to the Directors at any time to allot and issue additional Shares pursuant to the exercise of subscription rights under any warrants or any options under any employee share option scheme of the Company; and
- (e) 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.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer (open for a period fixed by the Directors) made to holders of the Shares or any class thereof on the Register of Members of the Company on a fixed record date pro rata to their then holdings of such Shares or class thereof (subject to such exclusions 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, any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

5. 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;
 - (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;
 - (d) for the avoidance of doubt, the non-voting convertible deferred shares of US\$0.01 each in issue in the capital of the Company shall not be counted in the Company's issued voting share capital for the purpose of calculating the 10 per cent limit referred to in sub-paragraph (c) above; and
 - (e) 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."
6. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution

AS AN ORDINARY RESOLUTION

"**THAT**, conditional upon the passing of Ordinary Resolutions numbered 4 and 5 above, the aggregate number of Shares which may from time to time be repurchased by the Company pursuant to, and in accordance with, the general mandate granted under Ordinary Resolution numbered 5 shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to, and in accordance with, the general mandate granted under Ordinary Resolution numbered 4."

7. As special business, to consider and, if thought fit, pass the following resolution

AS A SPECIAL RESOLUTION

"**THAT** the articles of association of the Company be amended by deleting the existing Article 87 in its entirety and replacing the following new article:

- 87 (1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation.

- (2) A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.”

By Order of the Board of
Regent Pacific Group Limited

Stella Fung
Company Secretary

Directors of the Company:

Anthony Baillieu (*Chairman*)*
Jamie Gibson (*Chief Executive Officer*)
Clara Cheung
James Mellon*
Julie Oates#
Mark Searle#
Jayne Sutcliffe*
Anderson Whamond*
Robert Whiting#

* *Non-Executive Directors*

Independent Non-Executive Directors

Hong Kong, 29 July 2005

Notes:

1. The audited financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2005 are set out in the Company’s annual report.
2. The directors standing for re-election under Resolution numbered 2 are Julie Oates, Mark Searle and Jayne Sutcliffe. Biographical details of the retiring Directors are set out in the shareholders’ circular dated 29 July 2005 issued by the Company (the “**Circular**”), which accompanies the Company’s annual report for the year ended 31 March 2005.
3. PricewaterhouseCoopers will retire at the Company’s annual general meeting for Year 2005 being convened by this notice (the “**2005 Annual General Meeting**”) and, being eligible, offer themselves for re-appointment under Resolution numbered 3.
4. The Directors propose Ordinary Resolution numbered 4 to seek shareholders’ approval for the grant of a general mandate to the Directors to issue, allot and otherwise deal with additional shares in the capital of the Company.

The share issue mandate, if approved at the 2005 Annual General Meeting, 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 Circular, which contains important information concerning Ordinary Resolution numbered 4 in respect of the share issue mandate.

5. The general mandate granted to the Directors of the Company at its last annual general meeting held on 26 August 2004 to repurchase, on The Stock Exchange of Hong Kong Limited (the “**HK Stock Exchange**”), the Company’s shares up to a maximum of 10 per cent of the Company’s then issued and fully paid voting share capital will expire at the conclusion of the 2005 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 5 to renew the repurchase mandate.

The repurchase mandate, if approved at the 2005 Annual General Meeting, 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 Circular, which contains important information concerning Ordinary Resolution numbered 5 in respect of the repurchase mandate.

6. The proposed Ordinary Resolution numbered 6 is to seek shareholders’ approval to extend the share issue mandate to be granted under Ordinary Resolution numbered 4 to include the shares from time to time repurchased by the Company under the repurchase mandate pursuant to the repurchase mandate to be granted under Ordinary Resolution numbered 5.
7. The Directors propose Special Resolution numbered 7 to amend the articles of association of the Company in order for the provision relating to Directors’ rotational retirement to be in compliance of the newly-introduced Code on Corporate Governance Practices set out in Appendix 14 to The Rules Governing the Listing of Securities on the HK Stock Exchange. Shareholders are recommended to check the proposed amendment as set out in the Circular.
8. 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.
9. 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.
10. 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.
11. 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.