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If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Regent Pacific Group Limited, you should, without delay, hand this document, together with the accompanying proxy form, to the purchaser or to the stockbroker, bank manager or other agent through whom the sale was effected for transmission to the purchaser.

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REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

SUPPLEMENTAL CIRCULAR

**MAJOR TRANSACTION:
DISPOSAL OF THE ZHUN DONG COAL PROJECT**

A notice convening the extraordinary general meeting of Regent Pacific Group Limited, together with instructions as to how to complete the form of proxy, was set out on Pages 33-35 of the circular dated 11 September 2009. As announced on 30 September 2009, at the extraordinary general meeting held on 30 September 2009 an ordinary resolution was proposed and duly passed to adjourn the meeting until further notice. Accordingly, please refer to the notice convening the adjourned extraordinary general meeting of Regent Pacific Group Limited set out in Pages 13-15 of this document. Shareholders please note that the proxy forms lodged for the extraordinary general meeting held on 30 September 2009 are still valid for the adjourned extraordinary general meeting. Unless shareholders wish to change their voting instructions given in the proxy forms lodged, they need not lodge a new proxy form for the adjourned meeting. New proxy forms (in the form accompanying this document) shall be deposited with the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible but in any event not later than 11:00 a.m. on Saturday, 7 November 2009. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any further adjourned meeting if you so wish.

22 October 2009

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DEFINITIONS

Capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular unless the context otherwise requires. Moreover, in this Supplemental Circular, the following expressions have the following meanings unless the context requires otherwise:

“Adjourned EGM Notice”	the notice convening the Adjourned Extraordinary General Meeting set out in Pages 13-15 of this Supplemental Circular
“Adjourned Extraordinary General Meeting”	the adjourned extraordinary general meeting to be held on Monday, 9 November 2009, pursuant to the Adjourned EGM Notice, to consider and approve the Disposal
“Amendment Agreement”	the amendment agreement to the Share Purchase Agreement entered into between (i) Regent Coal (BVI), as seller, (ii) the Purchaser, as purchaser, and (iii) Wang Xiaoxu (being the controlling shareholder of the Purchaser), as guarantor, on 14 October 2009 to amend certain provisions of the Share Purchase Agreement, further details of which are set out in this Supplementary Circular
“Circular”	the circular dated 11 September 2009 issued by the Company to the Shareholders in respect of the Disposal
“EGM Notice”	the notice convening the Extraordinary General Meeting, which was adjourned until further notice
“Extraordinary General Meeting”	the extraordinary general meeting held on 30 September 2009, at which an ordinary resolution was passed to adjourn the meeting until further notice
“Latest Practicable Date”	Friday, 16 October 2009, being the latest practicable date before the printing of this Supplemental Circular for ascertaining certain information for the purpose of inclusion in this Supplemental Circular
“Supplemental Circular”	this supplemental circular issued by the Company for the purpose of providing the Shareholders with further information concerning the Disposal

Note: Unless otherwise specified herein, amounts dominated in US\$ have been translated, for the purpose of illustration only, into HK\$ and RMB using the exchange rate of US\$1.00 = HK\$7.80 and RMB 6.8265 and vice versa.

LETTER FROM THE BOARD



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

Executive Directors:

Jamie Gibson (*Chief Executive Officer*)
Clara Cheung

Non-Executive Directors:

James Mellon (*Co-Chairman*)
Stephen Dattels (*Co-Chairman*)
David Comba[#]
Julie Oates[#]
Mark Searle[#]
Jayne Sutcliffe

[#] *Independent Non-Executive Directors*

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal place of business in Hong Kong:

Suite 1401
Henley Building
5 Queen's Road Central
Hong Kong

22 October 2009

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam

SUPPLEMENTAL CIRCULAR

MAJOR TRANSACTION: DISPOSAL OF THE ZHUN DONG COAL PROJECT

1 INTRODUCTION

Reference is made to the announcements dated 21 August 2009, 28 and 30 September 2009 and 14 October 2009 and the Circular dated 11 September 2009 each issued by the Company in respect of the Disposal.

The purpose of this Supplemental Circular is to provide the Shareholders with the details of the amendments agreed in respect of the Share Purchase Agreement by way of the Amendment Agreement.

LETTER FROM THE BOARD

2 UPDATE ON DEPOSIT

By way of an update, the Company is pleased to report that the Purchaser has paid the US\$ Equivalent of RMB 24,000,000 (being approximately US\$3,515,711 or HK\$27,422,546), the Deposit required under the Share Purchase Agreement. Of the Deposit, the US\$ Equivalent of RMB 20,000,000 (being approximately US\$2,929,759 or HK\$22,852,120) has now been released to Regent Coal (BVI) (or as it may direct) to discharge the registered capital obligations of Regent Coal (HK) in respect of the registered capital of Xin Jiang Regent Coal.

3 SUPPLEMENTAL CIRCULAR

As stated in the announcement dated 14 October 2009 issued by the Company in respect of the Disposal, on 14 October 2009 (and after Hong Kong market close), Regent Coal (BVI) entered into the Amendment Agreement, pursuant to which Regent Coal (BVI) agreed with the Purchaser, as purchaser, and Wang Xiaoxu, as guarantor, to vary certain of the provisions of the Share Purchase Agreement in respect of the Disposal.

This Supplemental Circular, together with the Circular, provides Shareholders with all the information reasonably necessary to enable them to make an informed decision as to whether to vote in favour of the resolution proposed at the Adjourned Extraordinary General Meeting to approve the Disposal (including the payment of the Finder's Fee), as set out in detail in the Adjourned EGM Notice.

4 AMENDMENT AGREEMENT

(a) **Date**

14 October 2009

(b) **Parties**

Seller : Regent Coal (BVI)
Purchaser : Creative International (HK) Limited
Guarantor : Wang Xiaoxu

(c) **Subject Matter**

Certain amendments to the Share Purchase Agreement.

(d) **Material Amendments to the Share Purchase Agreement**

Set out below are the substantive amendments to the Share Purchase Agreement set out in the Amendment Agreement.

LETTER FROM THE BOARD

The Amendment Agreement has increased the total consideration payable in respect of the Disposal to an amount equal to the aggregate sum of: (i) the US\$ Equivalent of RMB 380,000,000 (being approximately US\$55,665,422 or HK\$434,190,292) in cash (the “**Consideration**”); (ii) the Shareholder Loans Amount; and (iii) the Cash and Drilling Adjustment (now increased to a maximum of the US\$ Equivalent of RMB 9,500,000 (being approximately US\$1,391,636 or HK\$10,854,761), from the previously disclosed sum of RMB 7,300,000 (being approximately US\$1,069,362 or HK\$8,341,024)). Previously, the Consideration was the US\$ Equivalent of RMB 240,000,000 (being approximately US\$35,157,108 or HK\$274,225,442), so the Amendment Agreement has increased the total Consideration payable by the US\$ Equivalent of RMB 140,000,000 (being approximately US\$20,508,313 or HK\$159,964,841).

Of the Consideration, the US\$ Equivalent of RMB 304,000,000 (being approximately US\$44,532,337 or HK\$347,352,229) is payable at Completion through the same Joint Account construct as previously disclosed, of which RMB 20,000,000 (being approximately US\$2,929,759 or HK\$22,852,120) has already been released to Regent Coal (BVI) (or as it may direct). The remaining US\$ Equivalent of RMB 76,000,000 (being approximately US\$11,133,084 or HK\$86,838,055) is payable on the next Business Day following the earlier of: (i) completion of the third party sale as contemplated in the new condition set out below; and (ii) the day which is six months from the day on which Completion takes place (but no more than six months).

Against agreement to increase the total consideration payable in respect of the Disposal in the above stated amount, the Amendment Agreement also provides for the inclusion of a new condition precedent to Completion, that the Purchaser and/or Xin Jiang Regent Coal has or have entered into an agreement, letter of intent, memorandum of understanding, term sheet or other similar binding or non-binding, written or oral, arrangement with a third party on or prior to the 15th Business Day from completion of the registration of the change of legal representative (further details of which are referred to below and which deadline the parties may agree to extend) in respect of its on-sale, at or following Completion (but conditional on Completion having taken place), to such third party of Xin Jiang Regent Coal and/or any or all of the Exploration Licences on terms satisfactory to Regent Coal (BVI) (in its sole discretion) (the “**New Condition**”).

For the sole purpose of facilitating the satisfaction of the New Condition, Regent Coal (BVI) has agreed to replace the existing legal representative of Xin Jiang Regent Coal with a representative of the Purchaser to negotiate the third party sale contemplated in the New Condition, with such replacement to be effected as soon as practicable following the signing of the Amendment Agreement. Wang Xiaoxu was appointed as the legal representative of Xin Jiang Regent Coal on 15 October 2009, subject to approval by the PRC authorities. Regent Coal (BVI) may revoke such appointment and replace the legal representative at any time and shall retain possession and control over the chops, seals and all other instruments of authority.

Given that the Due Diligence Period has now expired and the related condition in respect of access to the Data Room satisfied, the parties agreed to remove this condition from the Share Purchase Agreement.

LETTER FROM THE BOARD

However, the Amendment Agreement did also provide that, in the event that the New Condition has not been satisfied, and irrespective of blame, the transactions contemplated under the Share Purchase Agreement (as amended) shall proceed as if such condition had been satisfied, provided that: (i) the legal representative of Xin Jiang Regent Coal shall revert back to a nominee of Regent Coal (BVI); and (ii) the Share Purchase Agreement shall be interpreted and construed as providing for the total Consideration payable by the Purchaser to the Seller to be the US\$ Equivalent of RMB 300,000,000 (being approximately US\$43,946,385 or HK\$342,781,803), all of which is payable at Completion through the same Joint Account construct as previously disclosed, of which RMB 20,000,000 (being approximately US\$2,929,759 or HK\$22,852,120) has already been released to Regent Coal (BVI) (or as it may direct). Under this construct, there is no deferred consideration payable post Completion. The remaining provisions of Share Purchase Agreement shall, except as expressly amended by this Amendment Agreement, continue in full force and effect in accordance with its terms.

Irrespective of whether the New Condition has been satisfied or not, the Purchaser has agreed to indemnify and pay on Regent Coal (BVI)'s behalf, in full, the 5 per cent. commission that Regent Coal (BVI) is or may be required to make to Du Yu Xin (the finder under the Finder's Fee Agreement) in respect of any consideration that it may receive in respect of the Disposal in excess of the US\$ Equivalent of RMB 240,000,000 previously agreed.

Completion will continue to take place on the day that is three Business Days after the satisfaction or, where capable of waiver, waiver of the last of the conditions and in any event by 31 December 2009 (or such date as may be agreed between the parties).

It is now expected that Completion will take place in or around late November 2009, subject to change due to various factors, including shareholder and regulatory approvals. The Company will notify Shareholders of any material changes to the expected date of Completion if and when appropriate.

The obligations of the Purchaser are now guaranteed by Wang Xiaoxu, its controlling shareholder.

5 BASIS OF TOTAL CONSIDERATION

The revised total consideration payable pursuant to the Amendment Agreement was determined on the basis of normal commercial terms and arm's length negotiations between the parties. While the Directors were comfortable with the previous quantum of consideration agreed under the Share Purchase Agreement (and as previously disclosed in the Circular), the Directors are delighted to have successfully negotiated such a significant increase in the total consideration payable by the Purchaser. Such an increase is a reflection of the improving market conditions for similar quality coal, also requiring underground mining, in this specific region of the PRC.

Accordingly, the Directors believe that the total consideration is fair and reasonable and in the interest of Shareholders as a whole.

LETTER FROM THE BOARD

6 FINANCIAL EFFECTS OF THE TRANSACTION ON THE GROUP

To consider the financial effects of the Disposal on a standalone basis, the Group would expect to realise a net loss before expenses and a decrease of assets for the Disposal of approximately US\$6,334,577 (or approximately HK\$49,409,701), calculated by deducting the Consideration and the Shareholder Loans Amount (but ignoring the Cash and Drilling Adjustment, if any) from the value (book value) of the Zhun Dong Project as included in the Company's latest audited accounts for the year ended 31 December 2008, being US\$62 million (or approximately HK\$483.60 million), comprising goodwill of approximately US\$38 million (or approximately HK\$296.40 million) and exploration and evaluation assets of approximately US\$24 million (or approximately HK\$187.20 million). Regent Coal (HK) has produced a consolidated net loss (both before and after taxation and extraordinary items) of approximately US\$0.94 million (or approximately HK\$7.33 million) for the year ended 31 December 2008 and approximately US\$0.22 million (or approximately HK\$1.72 million) for the period from 29 November 2006 (date of incorporation) to 31 December 2007, and Regent Coal (HK) had consolidated net liabilities of US\$0.95 million (or approximately HK\$7.41 million) at 31 December 2008 and consolidated net assets of US\$0.02 million (or approximately HK\$0.16 million) at 31 December 2007. The net loss of approximately US\$6.33 million (or approximately HK\$49.41 million) realised from the Disposal is a result of writing down the goodwill in full, on the Group's consolidation, which is a non cash item. Shareholders shall note that the Company paid approximately US\$26.06 million (or approximately HK\$203.27 million) in cash for acquiring the Zhun Dong Project, of which approximately US\$22.12 million (or approximately HK\$172.54 million) (excluding interest) comprises the Shareholder Loans, and injected a further approximately US\$4.86 million (or approximately HK\$37.91 million) in cash for undertaking certain exploration activities. In addition to paying cash, the Company also issued a number of consideration shares in respect of all of Regent Coal (BVI)'s then assets, including people and goodwill associated with its assets and business, and not just the Zhun Dong Project (which was only one of Regent Coal (BVI)'s assets). The goodwill component of the value (book value) of the Zhun Dong Project, being approximately US\$38 million (or approximately HK\$296.40 million), represents the excess of the cost of the investment over the Group's interest in the net fair value of the Zhun Dong Project's identifiable assets, liabilities and contingent liabilities, less impairment. Therefore the Company will receive back a total net cash contribution of approximately US\$24.75 million (or approximately HK\$193.05 million).

The Disposal does not have any effect on the liabilities of the Company.

Following Completion, the Company will cease to have any interests in Regent Coal (HK) and, in turn, Xin Jiang Regent Coal.

LETTER FROM THE BOARD

7 MAJOR TRANSACTION

Despite the increase in total consideration now payable by the Purchaser under the Share Purchase Agreement (as amended by the Amendment Agreement), the Disposal continues to constitute a major transaction for the Company and is subject to reporting, announcement and shareholders' approval requirements under the HK Listing Rules.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Purchaser, Wang Xiaoxu and its/their ultimate respective beneficial owner(s) is a third party independent of the Company and is not a connected person of the Group.

Completion of the Disposal remains conditional upon, inter alia, the approval of the Shareholders voting at the Adjourned Extraordinary General Meeting.

8 REASONS FOR ENTERING INTO THE TRANSACTION

The Group remains of the view that the divestment of its interest in the Zhun Dong Project is in the best interests of its Shareholders as the mining of the vast majority of the coal in respect of this project will be by way of underground methods, which will imply significant capital costs associated with this project. As such, the underground coal mining required to exploit this project remains inconsistent with the overall investment strategy of the Group.

The enhanced proceeds of the Disposal will also be used by the Group to explore other potential business opportunities in order to enhance Shareholders' value.

The Directors are of the view that the terms of the Disposal are fair and reasonable and in the interest of the Company and Shareholders as a whole. The Directors unanimously recommend the Shareholders to vote in favour of the Disposal at the Adjourned Extraordinary General Meeting.

9 ADJOURNED EXTRAORDINARY GENERAL MEETING

Further to the announcement dated 30 September 2009, the Extraordinary General Meeting to approve the Disposal held on Wednesday, 30 September 2009 was adjourned until further notice without any resolution being considered other than a resolution to adjourn the Extraordinary General Meeting.

The Adjourned Extraordinary General Meeting will be held on Monday, 9 November 2009. The resolution previously put forward to the Shareholders in the EGM Notice to consider and, if thought fit, approve the Disposal (including the payment of the Finder's Fee) remains substantially the same.

The Adjourned Extraordinary General Meeting is convened by the Company for the Shareholders to consider and, if thought fit, approve the Disposal (including the payment of the Finder's Fee) as amended by the Amendment Agreement (the material terms of which are disclosed herein).

LETTER FROM THE BOARD

As noted above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Purchaser, Wang Xiaoxu and its/their ultimate respective beneficial owner(s) is a third party independent of the Company and is not a connected person of the Group. Accordingly, no Shareholders shall be required to abstain from voting in respect of the proposed resolution.

The Adjourned EGM Notice is set out in Pages 13-15 of this document. Shareholders please note that the proxy forms lodged for the Extraordinary General Meeting held on 30 September 2009 are still valid for the Adjourned Extraordinary General Meeting. Unless Shareholders wish to change their voting instructions given in the proxy forms lodged, they need not lodge a new proxy form. New proxy forms (in the form accompanying this document) shall be deposited with the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible but in any event not later than 11:00 a.m. on Saturday, 7 November 2009. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any further adjourned meeting if you so wish.

Shareholders are again reminded that under Article 66 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares by or in accordance with the Articles of Association, at any general meeting on a show of hands every member present in person (or being a corporation, present by a representative duly authorised), or by proxy shall have one vote and on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder but so that no amount paid up or credited as paid up on a Share in advance of calls or instalments is treated for the foregoing purposes as paid up on the Share. Where a member is, under the HK Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is required under the HK Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- a. by the chairman of such meeting; or
- b. by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- c. by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or

LETTER FROM THE BOARD

- d. by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal not less than one-tenth of the total sum paid up on all Shares conferring that right.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.

According to Rule 13.39(4) of the HK Listing Rules, the chairman of the Adjourned Extraordinary General Meeting will demand a poll on all resolutions proposed at the meeting.

Shareholders and potential investors should note that the Share Purchase Agreement (as amended by the Amendment Agreement) is subject to a number of conditions to be fulfilled, including the New Condition. As the conditions may or may not be fulfilled, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

10 DIRECTORS' RECOMMENDATION

The Directors continue to consider that the Disposal is fair and reasonable and in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolution proposed at the Adjourned Extraordinary General Meeting.

Yours faithfully
On behalf of the Board of
Regent Pacific Group Limited

James Mellon
Co-Chairman

1 RESPONSIBILITY STATEMENT

This Supplemental Circular includes particulars given in compliance with the HK Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Supplemental Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

2 PROSPECTS OF THE GROUP

Please refer to the “Prospects of the Group” set out in the Circular.

The Board continues to have increasing confidence in the Company’s ability to enjoy and actively participate in a sustained general economic recovery in 2010 and beyond, which the Board expects will continue to be fuelled by government stimulus packages around the world, some of which may begin to be unwound, a general improvement in business confidence and, with that, an enhanced appetite for risk.

The Company will continue to manage for medium to long term success, based on the Company’s proximity to key markets, growth opportunities and its low costs. All of the Company’s current initiatives remain directed towards underpinning the performance of the business, providing a solid platform for growth and delivering value for all Shareholders.

The increased Consideration, the financial impact of which is further highlighted in the “Financial Effects of the Transaction on the Group” in the Letter from the Board in this Supplementary Circular, will only serve to further consolidate the Company’s financial stability and platform for growth.

3 INDEBTEDNESS OF THE GROUP

As at the close of business on 30 September 2009, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had outstanding obligation under finance lease of approximately US\$43,000. Save as aforesaid, and apart from intra-group liabilities, the Group did not have as at 30 September 2009 any material outstanding liabilities in respect of mortgages, charges, debentures or other loan capital, bank overdrafts, loans or similar indebtedness or hire purchases commitments.

As at 30 September 2009, the Group had no material contingent liabilities.

4 SUFFICIENCY OF WORKING CAPITAL

The Directors are of the opinion, after making due and careful enquiry into the financial resources available to the Group (including internally generated funds), that, following the Disposal, the Group has sufficient working capital for its present requirements for at least 12 months from the date of this circular, in the absence of unforeseeable circumstances.

5 LITIGATION

Save as otherwise set out below, the Directors are not aware of any litigation or claims pending or threatened against the Company or any subsidiary of the Group as at the Latest Practicable Date.

As previously disclosed in the Circular, ACMC (a subsidiary of the Company) had been joined as a party to arbitration proceedings in the PRC in respect of a third party claim against it for a success or transaction fee associated with Regent Coal (BVI)'s existing and any future equity stake in ACMC. By way of an update, an arbitration decision notice was issued against ACMC on 30 September 2009, pursuant to which ACMC was required to: (i) pay the claimant a commission of RMB 14,196,864 (or approximately US\$2,079,670 or HK\$16,221,426); (ii) penalty interest of RMB 1,774,608 (or approximately US\$259,959 or HK\$2,027,680); (iii) legal fees of the claimant of RMB 300,000 (or approximately US\$43,946 or HK\$342,779); and (iv) bear up to RMB 37,692.50 (or approximately US\$5,521 or HK\$43,064) of the associated arbitration fee. On 9 October 2009, ACMC filed an objection with the relevant court in the PRC having jurisdiction in respect of the arbitration decision notice. The Company is pleased to report that on 15 October 2009 the relevant court ruled entirely in favour of ACMC, and dismissed the claimant's case and previous award completely. Moreover, as the claim relates to an undisclosed agreement entered into prior to Regent Coal (BVI)'s acquisition of its stake in ACMC, Regent Coal (BVI) is fully indemnified (on a contractual basis) by the remaining shareholders of ACMC should it or ACMC be required to make any payment in connection therewith. In light of the favourable court ruling and the contractual protections in place in favour of Regent Coal (BVI), the Directors do not consider these proceedings material, but acknowledge that the claimant may file an appeal. Accordingly, no provision has yet been made in the financial statements of the Group in respect of these arbitration proceedings.

6 UPDATES

Shareholders please note the following updates since the publication of the Circular on 11 September 2009 and before the Latest Practicable Date:

(a) **Directors' Interests in Securities and Options**

On 2 October 2009, 4,333,333 Shares, 4,333,333 Shares and 2,333,333 Shares were vested under the respective Options granted to James Mellon, Jamie Gibson and Clara Cheung on 2 October 2007.

(b) **Directors' Interests in Competing Businesses**

Stephen Dattels resigned as a non-executive director of Berkeley Resources Limited on 14 September 2009.

As at the Latest Practicable Date:

- (i) Kalahari Minerals plc and Polo Resources Limited held approximately 40.88 per cent. and 9.44 per cent. of the total issued share capital of Extract Resources Limited respectively;
- (ii) The Company held approximately 3.51 per cent. of the total issued share capital of Kalahari Minerals plc;
- (iii) The Company did not hold any interests in the total issued share capital of Niger Uranium Limited; and
- (iv) Trustees of discretionary trusts, under which Stephen Dattels and members of his family may become beneficiaries, held approximately 11.56 per cent. and 12.38 per cent. of the total issued share capital of Red Dragon Resources Corporation and Templar Minerals Limited respectively.

(c) **Material Contracts**

The contracts (not being contracts entered into in the ordinary course of business) entered into by the Group within two years immediately preceding the Latest Practicable Date shall include the Amendment Agreement.

Save for the above, there were no changes in the Directors' and substantial shareholders' interests since the publication of the Circular on 11 September 2009 and before the Latest Practicable Date, which are required to be disclosed in this Supplemental Circular pursuant to the HK Listing Rules.

7 MISCELLANEOUS

- (a) The registered office of the Company is at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, and the principal place of business of the Company is at Suite 1401, Henley Building, 5 Queen's Road Central, Hong Kong.
- (b) The Company Secretary of the Company is Ms Fung Yuk Bing (Stella), who is an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Company Secretaries.
- (c) This Supplemental Circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.

8 DOCUMENTS AVAILABLE FOR INSPECTION

During the period from the date of this Supplemental Circular to the date prior to the Adjourned Extraordinary General Meeting and at the Adjourned Extraordinary General Meeting, the Company will also make available a copy of the Amendment Agreement for inspection at the Company's principal place of business in Hong Kong, in addition to the other display documents set out in the Circular.

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

The Company announced on 30 September 2009 that at the Extraordinary General Meeting held on 30 September 2009 an ordinary resolution was proposed and duly passed to adjourn the meeting until further notice.

NOTICE IS HEREBY GIVEN THAT the adjourned Extraordinary General Meeting of the Company will be held at Meeting Room 3, 1st Floor, Wynn Macau*, Rua Cidade de Sintra, Nape, Macau on Monday, 9 November 2009 at 11:00 a.m. to consider and, if thought fit, approve (with or without amendments) the following resolution (*Shuttle buses of Wynn Macau will depart from the New Macau Maritime Ferry Terminal at 10:30 a.m. and 10:45 a.m.):

AS AN ORDINARY RESOLUTION

“THAT:

- (A) (i) the Disposal and the transactions and agreements contemplated under or incidental to the Disposal (including the Finder’s Fee Agreement, the Share Purchase Agreement and the Amendment Agreement and the documents and agreements contemplated in each of them) (the aforementioned documents collectively defined as the **“Disposal Documents”**); and
- (ii) the execution, performance and implementation of the Disposal Documents and ancillary matters contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (B) any Director be and is hereby authorised on behalf of the Company to exercise, perfect and deliver all such documents and do all such acts and things and any two Directors or any Director and the company secretary of the Company be and are hereby authorized to affix the Company’s seal to all such documents and deliver the same as deeds of the Company, in any such case as may be necessary or desirable to implement or give effect to the terms of the Disposal Documents and the transactions and ancillary agreements or documents contemplated thereunder (including, without limitation, the execution of any deed and/or documents in connection with the transactions and agreements contemplated in resolution (A) above and the exercise or enforcement of any rights thereunder) and to make and agree

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

such variations to the terms of the Disposal Documents and ancillary agreements or documents contemplated thereunder as he or she or they, in his or her or their absolute discretion, may consider to be desirable, appropriate or necessary and in the interests of the Company.”

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*)
Clara Cheung
David Comba#
Julie Oates#
Mark Searle#
Jayne Sutcliffe*

* *Non-Executive Directors*

Independent Non-Executive Directors

Hong Kong, 22 October 2009

Notes:

1. Shareholders are recommended to read the shareholders’ circular dated 11 September 2009 and the supplemental circular dated 22 October 2009 issued by the Company (together, the “**Circulars**”), which contain important information concerning the resolution proposed at the adjourned 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 Circulars, 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. As always, 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. Shareholders please note that the proxy forms lodged for the extraordinary general meeting held on 30 September 2009 are still valid for its adjourned meeting being convened by this notice. Unless shareholders wish to change their voting instructions given in the proxy forms lodged, they need not lodge a new proxy form for the adjourned meeting.

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

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.