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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)

**Re-election of Directors;
General Mandate to Issue New Shares;
General Mandate to Repurchase the Company's Own Shares;
and Annual General Meeting for Year 2010**

A notice convening the annual general meeting of Regent Pacific Group Limited for Year 2010 is set out in Pages 16 to 21 of this document. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 am on Tuesday, 8 June 2010. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

20 April 2010

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DEFINITIONS

In this document, the following expressions have the following meanings unless the context requires otherwise:

“2009 Annual General Meeting”	the last annual general meeting of the Company held on 12 June 2009
“2010 AGM Notice”	the notice convening the 2010 Annual General Meeting as set out in Pages 16 to 21 of this document
“2010 Annual General Meeting”	the annual general meeting of the Company for Year 2010 convened to be held on Thursday, 10 June 2010, the notice of which is set out in Pages 16 to 21 of this document
“Annual Report 2009”	the annual report of the Company for the year ended 31 December 2009, which accompanies this document
“Articles of Association”	the articles of association of the Company
“Audited Financial Statements 2009”	the audited financial statements of the Company for the year ended 31 December 2009 as set out in the Annual Report 2009, which accompanies this document
“Auditors”	Grant Thornton, being the auditors of the Company
“Board”	the board of directors of the Company
“Company”	Regent Pacific Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange
“connected person(s)”	shall have the meaning defined in Chapter 14A of the HK Listing Rules
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK Listing Rules”	The Rules Governing the Listing of Securities on the HK Stock Exchange, as amended from time to time
“HK Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the Hong Kong Securities and Futures Commission, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong

DEFINITIONS

“Latest Practicable Date”	Monday, 12 April 2010, being the latest practicable date prior to the printing of this document for ascertaining certain information for inclusion in this document
“Long Term Incentive Plan 2007”	the long term incentive plan of the Company named the “Long Term Incentive Plan 2007” established on 8 December 2007
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“Option(s)”	the options granted and exercisable under the Share Option Scheme (2002)
“Performance Bonus Plan”	the performance bonus plan of the Group established on 18 October 2002
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	an unconditional general mandate to be granted to the Directors, authorising them to repurchase, on the HK Stock Exchange, up to a maximum of 10 per cent of the fully paid voting Shares in issue as at the date of the 2010 Annual General Meeting or otherwise as at the date when the relevant resolution is passed
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the ordinary shares, with voting rights, of US\$0.01 each in the capital of the Company, which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange
“Share Issue Mandate”	an unconditional general mandate to be granted to the Directors, authorising them to issue, allot and otherwise deal with additional Shares up to a maximum of 20 per cent of the issued voting share capital of the Company as at the date of the 2010 Annual General Meeting or otherwise as at the date when the relevant resolution is passed
“Share Option Scheme (2002)”	the share option scheme of the Company named the “Share Option Scheme (2002)” established on 15 November 2002
“US\$”	United States dollars, the lawful currency in the United States

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 1001
Henley Building
5 Queen's Road Central
Hong Kong

20 April 2010

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam,

**Re-election of Directors;
General Mandate to Issue New Shares;
General Mandate to Repurchase the Company's Own Shares;
and Annual General Meeting for Year 2010**

1 INTRODUCTION

This document 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 following resolutions proposed at the 2010 Annual General Meeting, as set out in detail in the 2010 AGM Notice:

- a. To receive the Audited Financial Statements 2009 and the relevant reports of the Directors and Auditors.
- b. To declare a final dividend.

LETTER FROM THE BOARD

- c. To re-elect the Directors who will retire at the 2010 Annual General Meeting pursuant to the Articles of Association.
- d. To re-appoint the retiring Auditors.
- e. To approve the Share Issue Mandate.
- f. To approve the Repurchase Mandate.
- g. To approve the extension of the Share Issue Mandate.

2 AUDITED FINANCIAL STATEMENTS 2009

The Audited Financial Statements 2009 and the relevant reports of the Directors and the Auditors to be received under Resolution numbered 1 at the 2010 Annual General Meeting are set out in the Annual Report 2009, which accompanies this document.

3 FINAL DIVIDEND

(a) Proposed final dividend

The Directors have proposed, subject to approval by the shareholders of Resolution numbered 2 at the 2010 Annual General Meeting, a final dividend in respect of the year ended 31 December 2009 of HK\$0.01 per share, payable on **Friday, 9 July 2010** in cash, either in Hong Kong dollars or in United States dollars at the exchange rate quoted by Citibank NA, Hong Kong at **4:00 pm (Hong Kong time) on Thursday, 10 June 2010**, to those shareholders whose names are recorded on the Principal or Branch Register of Members of the Company on **Thursday, 10 June 2010**.

(b) Closure of Registers of Members

The Registers of Members of the Company will be closed from **Monday, 7 June 2010 to Thursday, 10 June 2010, both days inclusive**, during which period no transfers of shares will be effected. In order for shareholders to qualify for the final dividend, all completed and stamped transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration **not later than 4:30 pm (Hong Kong time) on Friday, 4 June 2010**.

LETTER FROM THE BOARD

(c) Election by shareholders

It is expected that an election form (the “**Election Form(s)**”) will be despatched to shareholders on Friday, 11 June 2010 for them to elect the currency (Hong Kong dollars or United States dollars) in which they wish to receive their dividend. In order for their election to be applicable to the final dividend, shareholders are required to return their Election Forms to Tricor Tengis Limited at the above address **not later than 4:00 pm (Hong Kong time) on Monday, 5 July 2010**.

Those shareholders who do not have their Election Form properly completed and returned to Tricor Tengis Limited by the designated time will only be entitled to receive their final dividend in the currency indicated in the last election form they returned to Tricor Tengis Limited or, if no form was ever returned, in the currency in which their last dividend was paid. New shareholders registered after the collection of the election form in respect of the last dividend paid by the Company who do not return the Election Form will receive the final dividend in Hong Kong dollars (if they have a Hong Kong registered address on the Company’s Registers of Members) or in United States dollars (if they have an overseas registered address on the Company’s Registers of Members).

Dividend cheques in relation to the final dividend are expected to be despatched at the risk of those entitled thereto on or about **Friday, 9 July 2010**.

4 RE-ELECTION OF DIRECTORS

In accordance with Article 86(3) of the Articles of Association, any Director appointed after the close of the last annual general meeting of the Company shall retire at the next annual general meeting of the Company but shall then be eligible for re-election. Any Director who so retires shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

In accordance with Article 87 of the Articles of Association, at each annual general meeting of the Company 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), who have been longest in office since their last re-election or appointment, shall retire from office by rotation. A retiring Director shall be eligible for re-election.

No Directors will retire pursuant to Article 86(3) at the 2010 Annual General Meeting, and Clara Cheung and Jayne Sutcliffe will retire by rotation pursuant to Article 87 at the 2010 Annual General Meeting. Both of them, being eligible, offer themselves for re-election under Resolution numbered 3 at the 2010 Annual General Meeting.

LETTER FROM THE BOARD

Biographical details of the retiring Directors are as follows:

- a. **Cheung Mei Chu, Clara**, aged 36, Chinese, joined Regent Pacific Group in March 2002 and was appointed as the Finance Director of the Company in January 2004. Ms Cheung is a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants and a Fellow Member of The Association of Chartered Certified Accountants in the United Kingdom. She has a Master's degree in Business Administration from The Hong Kong University of Science and Technology. Prior to joining the Company, she has gained extensive experience in auditing and accounting with Deloitte Touche Tohmatsu. She is also director of: (i) certain subsidiaries of Regent Pacific Group, including Regent Coal (BVI) Limited ("**Regent Coal (BVI)**", formerly CCEC Ltd), which became a wholly owned subsidiary of the Company on 14 December 2007, and Amerinvest Coal Industry Holding Company Limited, which became a wholly owned subsidiary of Regent Coal (BVI) before 14 December 2007; (ii) Yunnan Simao Shanshui Copper Company Limited, which is the Sino-foreign equity joint venture enterprise established for the Dapingzhang Mine and is a 40 per cent owned associate of the Company; and (iii) West China Coking & Gas Company Limited (a 25 per cent owned associated company of the Company).

According to the Register of Directors' and Chief Executive's Interests and Short Positions required to be kept by the Company under Part XV of the SFO, as at the Latest Practicable Date, Ms Cheung held:

- personal interests in 1,200,000 Shares, being 0.03 per cent of the Company's existing issued voting share capital; and
- (i) an Option, which was granted on 4 April 2006, entitling her to subscribe for an aggregate of 8,000,000 Shares at the exercise price of HK\$0.300 per Share; (ii) an Option, which was granted on 14 December 2006, entitling her to subscribe for an aggregate of 6,000,000 Shares at the exercise price of HK\$0.325 per Share; and (iii) an Option, which was granted on 2 October 2007, entitling her to subscribe for an aggregate of 7,000,000 Shares at the exercise price of HK\$1.152 per Share.

The Options entitle the optionholders to exercise one-third of the Option at each of the first, second and third anniversary dates after the date of grant. Any entitlements unexercised in any prior period may be carried forward to the following periods but, in any event, must be exercised within 10 years from the date of grant. All entitlements then remain unexercised will lapse.

In addition, on 7 January 2009, a unit in respect of 20,000,000 Shares was granted under the Long Term Incentive Plan 2007 to Ms Cheung, who received her entitlement on 7 January 2009 in the full cash equivalent of HK\$3,140,000 (equivalent to US\$402,564 at the exchange rate of HK\$7.80 to US\$1.00), being at HK\$0.157 per Share. Such cash equivalent was made available to Ms Cheung for allowing her to buy the number of Shares which she was entitled under the plan in the market in accordance with the amendment to the

LETTER FROM THE BOARD

extension of the “black out” period for dealing in securities by Directors that was then being introduced by the HK Stock Exchange, and such payments will be amortised over three years in line with the share scheme starting in the financial year ended 31 December 2009.

Pursuant to her service contract, Ms Cheung received a basic salary of US\$250,000 (equivalent to HK\$1,950,000 at the exchange rate of HK\$7.80 to US\$1.00) from the Company during the year ended 31 December 2009 in respect of her position as Finance Director. The Company determined the amount of salary payable to Ms Cheung on what it believes a comparable company would pay to its finance director. In addition, she is also entitled to participate in the Performance Bonus Plan from time to time. In respect of each financial year, a maximum of 20 per cent of the Group’s consolidated operating profits before tax for the relevant year shall be retained as the bonus pool. However, the determination of a discretionary bonus award may be subject to performance targets as set by the Remuneration Committee that oversees the administration of the Performance Bonus Plan. During the year ended 31 December 2009, the Company paid in aggregate HK\$2,173,115 (equivalent to US\$278,604 at the exchange rate of HK\$7.80 to US\$1.00) in respect of a discretionary bonuses to Ms Cheung. Ms Cheung’s service contract does not specify a term for her appointment. However, either the Company or Ms Cheung may terminate her service contract by giving not less than three months’ written notice to the other, and she is also subject to the directors’ retirement provisions as set out in the Articles of Association.

- b. **Jayne Allison Sutcliffe**, aged 46, British, was appointed as the Group Corporate Finance Director in August 1991 and was re-designated as a Non-Executive Director in June 2000. Mrs Sutcliffe has spent most of her professional career in the fund management industry specialising in sales and marketing initially at Thornton Management and then at Tyndall Holdings Plc. Mrs Sutcliffe co-founded Regent Pacific Group in 1990 where she established, and was responsible for, the Group’s corporate finance activities. She has a Master’s degree in Theology from Oxford University. Mrs Sutcliffe is also director of a subsidiary of Regent Pacific Group. She is also the Group Chief Executive of Charlemagne Capital Limited, which is listed on the Alternative Investment Market (AIM) of the London Stock Exchange.

According to the Register of Directors’ and Chief Executive’s Interests and Short Positions required to be kept by the Company under Part XV of the SFO, as at the Latest Practicable Date, Mrs Sutcliffe held:

- (i) personal interests in 17,160,465 Shares, being 0.44 per cent of the Company’s existing issued voting share capital; and (ii) through a discretionary trust under which she and members of her family may become beneficiaries, interests in 27,965,226 Shares, being 0.72 per cent of the Company’s existing issued voting share capital; and
- personal interests in 150,000 shares in the capital of AstroEast.com Limited (a 51 per cent owned subsidiary of the Company), being 0.54 per cent of its existing issued share capital.

LETTER FROM THE BOARD

Pursuant to her letter of appointment, Mrs Sutcliffe receives an annual fee of US\$20,000 (equivalent to HK\$156,000 at the exchange rate of HK\$7.80 to US\$1.00) from the Company in respect of her position as a Non-Executive Director. The Company determined the amount of fee payable to Mrs Sutcliffe on what it believes a comparable company would pay to a non-executive director. In addition, she is also entitled to participate in the Performance Bonus Plan (details as set out in sub-paragraph (a) above). During the year ended 31 December 2009, the Company did not pay any discretionary bonus to Mrs Sutcliffe. Mrs Sutcliffe's letter of appointment does not specify a term for her appointment. However, her appointment may be terminated by either party giving 30 calendar days' notice, and she is also subject to the directors' retirement provisions as set out in the Articles of Association.

Save for disclosed above, none of the retiring Directors:

- (1) holds any directorships in any listed company; or
- (2) has any relationships (either financial or business or family or other material/relevant relationship(s)) with any other Directors, senior management or substantial or controlling shareholders of the Company; or
- (3) has any connections (either being a director or an employee) with any company which has an interest in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or
- (4) has to disclose any issues under Rule 13.51(2)(h) to 2(v) of the HK Listing Rules.

There are no other matters, to the best knowledge of the Directors, that need to be brought to the attention of the holders of securities of the Company.

5 RE-APPOINTMENT OF AUDITORS

Grant Thornton will retire at the 2010 Annual General Meeting and, being eligible, offer themselves for re-appointment under Resolution numbered 4.

6 SHARE ISSUE MANDATE

The general mandate granted to the Directors at the 2009 Annual General Meeting to issue, allot and otherwise deal with additional Shares up to a maximum of 20 per cent of the Company's then issued voting share capital will expire at the conclusion of the 2010 Annual General Meeting provided that it is not revoked or varied by a shareholders' resolution before then. Accordingly, the Directors have proposed Ordinary Resolution numbered 5 at the 2010 Annual General Meeting to renew the share issue mandate.

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The proposed Ordinary Resolution numbered 5 set out in the 2010 AGM Notice will, if passed, grant the Share Issue Mandate to the Directors authorising them to issue, allot and otherwise deal with additional Shares up to a maximum of 20 per cent of the issued voting share capital of the Company as at the date when the relevant resolution is passed. The Share Issue Mandate, if approved at the 2010 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.

As at the Latest Practicable Date, there were 3,910,990,523 voting Shares in issue. Accordingly, on the assumption that prior to the date of the 2010 Annual General Meeting, (i) no additional Shares will be issued either upon exercise of any Options or otherwise; and (ii) no Shares will be repurchased by the Company, exercise in full of the Share Issue Mandate would result in up to 782,198,104 Shares being issued by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 5 in the 2010 AGM Notice). Approval has been obtained from the HK Stock Exchange for the listing of and permission to deal in the new Shares to be issued upon exercise of the Options. Any other issue of new Shares is subject to approval from the HK Stock Exchange for the listing of and permission to deal in such new Shares.

7 REPURCHASE MANDATE

The general mandate granted to the Directors at the 2009 Annual General Meeting to repurchase, on the HK Stock Exchange, 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 2010 Annual General Meeting provided that it is not revoked or varied before then. Accordingly, the Directors have proposed Ordinary Resolution numbered 6 at the 2010 Annual General Meeting to renew the repurchase mandate.

The proposed Ordinary Resolution numbered 6 set out in the 2010 AGM Notice will, if passed, grant the Repurchase Mandate to the Directors authorising them to repurchase, on the HK Stock Exchange, up to a maximum of 10 per cent of the fully paid voting Shares in issue as at the date when the relevant resolution is passed. The Repurchase Mandate, if approved at the 2010 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.

Given the 3,910,990,523 voting Shares in issue as at the Latest Practicable Date and on the same assumptions set out in (i) and (ii) of Paragraph 6 above, exercise in full of the Repurchase Mandate would result in up to 391,099,052 Shares being repurchased by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 6 in the 2010 AGM Notice).

The Directors have confirmed to the HK Stock Exchange that the proposed Repurchase Mandate has no unusual features, and have undertaken to the HK Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the HK Listing Rules and the laws of the Cayman Islands.

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(a) **Reasons for repurchases**

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

(b) **Funding of repurchases**

In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with its Memorandum and Articles of Association and the laws of the Cayman Islands. Such funds may include capital paid up on the purchased Shares, profits otherwise available for dividends or the proceeds of a new issue of Shares.

If the Repurchase Mandate were exercised in full, there could be a material adverse impact on the Group's working capital position or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Group (as compared with the position disclosed in the Audited Financial Statements 2009). The Directors therefore do not propose to exercise the Repurchase Mandate to such an extent unless the Directors determine that such repurchases are, taking account of all relevant factors, in the best interests of the Group.

(c) **Dealing restrictions**

The Company shall not purchase its Shares on the HK Stock Exchange if the purchase price is higher by 5 per cent or more than the average closing market price for the five preceding trading days on which its Shares were traded on the HK Stock Exchange. In addition, the Company shall not purchase its Shares on the HK Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the HK Stock Exchange from time to time.

The Company shall not purchase its Shares on the HK Stock Exchange at any time after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information is made publicly available. In particular, unless the circumstances are exceptional, the Company may not purchase its Shares on the HK Stock Exchange during the period of one month immediately preceding the earlier of:

- (i) the date of the Board meeting of the Company (as such date is first notified to the HK Stock Exchange in accordance with the HK Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the HK Listing Rules); and

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- (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the HK Listing Rules, or quarterly or any other interim period (whether or not required under the HK Listing Rules),

and ending on the date of the results announcement.

The Company may not purchase its Shares on HK Stock Exchange if that purchase would result in the number of its Shares in the hands of the public being reduced to less than 25 per cent of the Shares then in issue. However, shareholders please note that exercise of the Repurchase Mandate in full will not result in the Company's public float being reduced to less than the requirement prescribed in the HK Listing Rules for the Company.

The Company shall not knowingly purchase its Shares from a connected person and a connected person shall not knowingly sell his Shares to the Company, on the HK Stock Exchange. None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has a present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such mandate is approved by shareholders. No other connected persons have notified the Company that they intend to sell Shares to the Company. However, none of the Directors (or any of their associates) or other connected persons has undertaken to the Company not to do so, in the event that the Repurchase Mandate is approved by shareholders.

(d) **Status of repurchased securities**

The listing of all securities repurchased by a listed company (whether on the HK Stock Exchange or otherwise) shall be automatically cancelled upon repurchase and the corresponding certificates will be cancelled and destroyed as soon as reasonably practicable following the settlement of any such purchases. Under the Cayman Islands law, the Shares so repurchased will be treated as having been cancelled.

Repurchase of Shares will not cause any change in the authorised share capital of the Company.

(e) **Repurchase of Shares**

The Company announced on 21 December 2009 that subject to market conditions and the Directors' absolute discretion, the Company intended to use up to HK\$78 million (approximately US\$10 million) for undertaking an on-market share repurchase plan pursuant to the exercise of the repurchase mandate granted at the 2009 Annual General Meeting (which authorised the repurchase of up to 394,869,052 Shares). The funds used for such plan will be financed from the Company's internal and existing cash reserves.

LETTER FROM THE BOARD

Subsequent to the said announcement and during the six months immediately preceding the Latest Practicable Date, an aggregate of 37,700,000 shares were repurchased by the Company on the HK Stock Exchange, details of which are set out below:

Date	Number of Shares Repurchased	Highest price paid per Share (HK\$)	Lowest price paid per Share (HK\$)	Total amount paid (HK\$)
19 January 2010	14,960,000	0.250	0.237	3,632,170
20 January 2010	10,000,000	0.250	0.249	2,499,750
5 February 2010	<u>12,740,000</u>	0.224	0.207	<u>2,782,190</u>
	<u>37,700,000</u>			<u>8,914,110</u>

(f) **Market prices**

The highest and lowest prices at which the Shares were traded on the HK Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

Month	Highest traded price per Share (HK\$)	Lowest traded price per Share (HK\$)
2009		
April	0.161	0.121
May	0.227	0.138
June	0.330	0.217
July	0.310	0.245
August	0.305	0.205
September	0.265	0.218
October	0.255	0.217
November	0.247	0.200
December	0.235	0.189
2010		
January	0.270	0.212
February	0.260	0.205
March	0.265	0.234

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(g) **HK Takeovers Code**

If, as a result of a share repurchase by the Company, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purpose of the HK Takeovers Code. Accordingly, a shareholder, or groups of shareholders acting in concert, could, depending upon the level of increase in shareholding interest(s), obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the HK Takeovers Code. However, according to the Register of Interests in Shares and Short Positions of Substantial Shareholders being kept by the Company pursuant to Part XV of the SFO, even if the Repurchase Mandate were exercised in full, no substantial shareholder or any groups of shareholders acting in concert would hold more than 30 per cent of the Company's total issued voting share capital and become obliged to make a mandatory general offer under the HK Takeovers Code.

In respect of the above, shareholders please note that James Mellon and Jayne Sutcliffe (both being Directors) and Anderson Whamond (together the "**Concert Party Group**") have registered their aggregate holding as at 19 October 2001 pursuant to Rule 26.6 of the HK Takeovers Code, and the mandatory general offer threshold under Rule 26 of the HK Takeovers Code applicable to the Concert Party Group is 35 per cent. According to Register of Directors' and Chief Executive's Interests and Short Positions and the Register of Interests in Shares and Short Positions of Substantial Shareholders being kept by the Company pursuant to Part XV of the SFO, as at the Latest Practicable Date, the Concert Party Group held, in aggregate, 12.72 per cent in the total issued voting share capital of the Company. Even if the Repurchase Mandate were exercised in full, the Concert Party Group would not hold more than 35 per cent of the Company's total issued voting share capital and become obliged to make a mandatory general offer under the HK Takeovers Code.

8 EXTENSION OF SHARE ISSUE MANDATE

The proposed Ordinary Resolution numbered 7 set out in the 2010 AGM Notice will, if passed, extend the Share Issue Mandate to include the aggregate number of Shares which may from time to time be repurchased by the Company pursuant to, and in accordance with, the Repurchase Mandate.

If the Repurchase Mandate is exercised in full, the Directors would, under the extended Share Issue Mandate and on the basis of the assumptions set out in (i) and (ii) of Paragraph 6 above in respect of the total issued voting share capital of the Company as at the date of the 2010 Annual General Meeting, be authorised to issue up to 1,173,297,156 Shares during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 5 in the 2010 AGM Notice).

9 THE 2010 ANNUAL GENERAL MEETING

The 2010 AGM Notice is set out in Pages 16 to 21 of this document. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it, accompanied by the power of attorney (if applicable)

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or other authority (if any) under which it is signed or a certified copy of that power of attorney, to 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 am on Tuesday, 8 June 2010. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

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
- 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 2010 Annual General Meeting will demand a poll on all resolutions proposed at the meeting.

LETTER FROM THE BOARD

10 DIRECTORS' RECOMMENDATION

Shareholders are encouraged to study the information contained in this document and the Annual Report 2009 relevant to the resolutions proposed at the 2010 Annual General Meeting so as to make decision as to whether to vote in favour of the resolutions.

The Directors consider that the re-election of the retiring Directors, the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate are in the best interests of the Group and the shareholders of the Company as a whole. Accordingly, the Directors recommend that all shareholders vote in favour of Ordinary Resolutions numbered 3, 5, 6 and 7 proposed at the 2010 Annual General Meeting.

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

James Mellon
Co-Chairman

NOTICE OF ANNUAL GENERAL MEETING



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 2010 will be held at Meeting Room 3, 1st Floor, Wynn Macau^{*}, Rua Cidade de Sintra, Nape, Macau on Thursday, 10 June 2010 at 11:00 am for the following purposes (*Shuttle buses of Wynn Macau will depart from the New Macau Maritime Ferry Terminal at 10:30 am and 10:45 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 December 2009.
2. To declare a final dividend.
3. To re-elect directors of the Company and to confirm their remuneration.
4. To re-appoint auditors of the Company and to authorise the directors of the Company to fix their remuneration.
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 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 (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save that the Directors may, during the Relevant Period, make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any

NOTICE OF ANNUAL GENERAL MEETING

securities which carry rights to subscribe for and are convertible into Shares) 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 (as hereinafter defined); or (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities issued by the Company carrying rights to subscribe for or purchase or convert into Shares; or (iii) an issue of Shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (iv) an issue of Shares upon the exercise of share options under any 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 and/or other eligible participants 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; and

- (c) 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).”

NOTICE OF ANNUAL 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** 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 (as defined below);
 - (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; and
 - (d) 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.”
7. 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 5 and 6 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 6 shall be added to the aggregate number of Shares that may be

NOTICE OF ANNUAL GENERAL MEETING

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 5.”

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, 20 April 2010

Notes:

1. The audited financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2009 are set out in the Company’s annual report (the “**Annual Report 2009**”).
2. The Directors have proposed, subject to approval by the shareholders at the Company’s annual general meeting for Year 2010 being convened by this notice (the “**2010 Annual General Meeting**”), a final dividend in respect of the year ended 31 December 2009 of HK\$0.01 per share, payable on **Friday, 9 July 2010** in cash to those shareholders whose names are recorded on the Principal or Branch Register of Members of the Company on **Thursday, 10 June 2010**. Shareholders are recommended to check details of the proposed dividend from the shareholders’ circular dated 20 April 2010 issued by the Company (the “**Circular**”), which accompanies the Annual Report 2009.

NOTICE OF ANNUAL GENERAL MEETING

Shareholders please note that the Registers of Members of the Company will be closed from **Monday, 7 June 2010 to Thursday, 10 June 2010, both days inclusive**, during which period no transfers of shares will be effected. In order for shareholders to qualify for the final dividend, all completed and stamped transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration **not later than 4:30 pm (Hong Kong time) on Friday, 4 June 2010**.

It is expected that an election form (the "**Election Form(s)**") will be despatched to shareholders on Friday, 11 June 2010 for them to elect the currency (Hong Kong dollars or United States dollars) in which they wish to receive their dividend. In order for their election to be applicable to the final dividend, shareholders are required to return their Election Forms to Tricor Tengis Limited at the above address **not later than 4:00 pm (Hong Kong time) on Monday, 5 July 2010**.

3. The directors standing for re-election under Resolution numbered 3 are Clara Cheung and Jayne Sutcliffe. Biographical details of the retiring Directors are set out in the Circular.
4. Grant Thornton will retire at the 2010 Annual General Meeting and, being eligible, offer themselves for re-appointment under Resolution numbered 4.
5. The general mandate granted to the Directors of the Company at its last annual general meeting held on 12 June 2009 (the "**2009 Annual General Meeting**") to issue, allot and otherwise deal with additional shares up to a maximum of 20 per cent of the Company's then issued voting share capital will expire at the conclusion of the 2010 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 5 to renew the share issue mandate.

The share issue mandate, if approved at the 2010 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 share issue mandate.

6. The general mandate granted to the Directors of the Company at the 2009 Annual General Meeting to repurchase, on The Stock Exchange of Hong Kong Limited, 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 2010 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 6 to renew the repurchase mandate.

The repurchase mandate, if approved at the 2010 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 6 in respect of the repurchase mandate.

NOTICE OF ANNUAL GENERAL MEETING

7. The proposed Ordinary Resolution numbered 7 is to seek shareholders' approval to extend the share issue mandate to be granted under Ordinary Resolution numbered 5 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 6.
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 1001, 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.