
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**General Mandate to
Repurchase the Company's Own Shares**

A notice convening the extraordinary general meeting of Regent Pacific Group Limited is set out in Page 11 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 Monday, 26 March 2012. 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.

7 February 2012

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DEFINITIONS

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

| | |
|--|---|
| “2011 Annual General Meeting” | the last annual general meeting of the Company held on 1 June 2011 |
| “2011 Extended Share Issue Mandate” | the general mandate granted to the Directors, authorising them to add the aggregate number of Shares which may from time to time be repurchased by the Company pursuant to the 2011 Repurchase Mandate to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the 2011 Share Issue Mandate |
| “2011 Repurchase Mandate” | the unconditional general mandate granted to the Directors, authorising them to repurchase, on the HK Stock Exchange, up to a maximum of 387,247,052 Shares, being 10 per cent of the fully paid voting Shares in issue as at the date of the 2011 Annual General Meeting |
| “2011 Share Issue Mandate” | the unconditional general mandate granted to the Directors, authorising them to issue, allot and otherwise deal with additional Shares up to a maximum of 774,494,104 Shares, being 20 per cent of the issued voting share capital of the Company as at the date of the 2011 Annual General Meeting |
| “Articles of Association” | the articles of association 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 |
| “EGM Notice” | the notice convening the Extraordinary General Meeting as set out in Page 11 of this document |
| “Extraordinary General Meeting” | the extraordinary general meeting of the Company convened to be held on Wednesday, 28 March 2012, the notice of which is set out in Page 11 of this document |

DEFINITIONS

| | |
|---|---|
| “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 |
| “Latest Practicable Date” | Tuesday, 31 January 2012, being the latest practicable date prior to the printing of this document for ascertaining certain information for inclusion in this document |
| “Memorandum and Articles of Association” | the memorandum and articles of association of the Company, as amended from time to time |
| “New 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 Extraordinary General Meeting or otherwise as at the date when the relevant resolution is passed |
| “Option(s)” | the options granted and exercisable under the Share Option Scheme (2002) |
| “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 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 Director:

Jamie Gibson (*Chief Executive Officer*)

Registered office:

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

Non-Executive Directors:

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

Principal place of business in Hong Kong:

8th Floor
Henley Building
5 Queen's Road Central
Hong Kong

[#] *Independent Non-Executive Directors*

7 February 2012

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam

General Mandate to Repurchase the Company's Own Shares

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 Extraordinary General Meeting, as set out in detail in the EGM Notice:

- a. To revoke the 2011 Repurchase Mandate to the extent it has not been exercised.
- b. To approve the grant of the New Repurchase Mandate.

2 New Repurchase Mandate

The general mandate granted to the Directors at the 2011 Annual General Meeting to repurchase, on the HK Stock Exchange, up to a maximum of 387,247,052 Shares, being 10 per cent of the

LETTER FROM THE BOARD

Company's then issued and fully paid voting share capital, will expire at the conclusion of the next annual general meeting of the Company if it is not revoked or varied by a shareholders' resolution before then. Given that the 2011 Repurchase Mandate is about to be fully exercised and that as announced by the Company on 13 January 2012, in light of the significant premium of the unaudited net asset value per share to the current price of the Shares on the HK Stock Exchange, the Company intends to seek approval from its shareholders for a new mandate to repurchase up to a further 10 per cent of its current issued share capital, the Directors have proposed Ordinary Resolutions numbered 1 and 2 at the Extraordinary General Meeting to revoke the 2011 Repurchase Mandate to the extent that it has not been exercised and to approve the grant of the New Repurchase Mandate respectively. The Directors consider that a further repurchase mandate is in the best interests of the Company and its shareholders as a whole.

The proposed Ordinary Resolution numbered 1 set out in the EGM Notice will revoke the 2011 Repurchase Mandate to the extent that it has not been exercised before the passing of the relevant resolution at the Extraordinary General Meeting. As at the Latest Practicable Date, 507,052 Shares are to be repurchased under the 2011 Repurchase Mandate.

The proposed Ordinary Resolution numbered 2 set out in the EGM Notice will, if passed, grant the New 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 New Repurchase Mandate, if approved at the Extraordinary 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 3,485,730,523 voting Shares in issue. Accordingly, on the assumption that prior to the date of the Extraordinary 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 New Repurchase Mandate would result in up to 348,573,052 Shares being repurchased by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 2 in the EGM Notice).

The Directors have confirmed to the HK Stock Exchange that the proposed New 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 New Repurchase Mandate in accordance with the HK Listing Rules and the laws of the Cayman Islands.

(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.

LETTER FROM THE BOARD

(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 New 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 its audited financial statements for the year ended 31 December 2010). The Directors therefore do not propose to exercise the New 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
- (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 New 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.

LETTER FROM THE BOARD

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 New 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 New 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**

During the six months immediately preceding the Latest Practicable Date, an aggregate of 386,740,000 Shares were repurchased under the 2011 Repurchase Mandate by the Company on the HK Stock Exchange, details of which are set out below:

| Date (DD/MM/YYYY) | Number of Shares Repurchased | Highest price paid per Share (HK\$) | Lowest price paid per Share (HK\$) | Total amount paid (HK\$) |
|------------------------------|---|--|---|-------------------------------------|
| 27/06/2011 | 8,040,000 | 0.285 | 0.270 | 2,262,400 |
| 28/06/2011 | 3,490,000 | 0.290 | 0.290 | 1,012,100 |
| 29/06/2011 | 3,000,000 | 0.295 | 0.295 | 885,000 |
| 30/06/2011 | 200,000 | 0.295 | 0.295 | 59,000 |
| 04/07/2011 | 3,770,000 | 0.305 | 0.305 | 1,149,850 |
| 05/07/2011 | 700,000 | 0.310 | 0.310 | 217,000 |
| 06/07/2011 | 5,500,000 | 0.315 | 0.310 | 1,729,800 |
| 07/07/2011 | 5,650,000 | 0.320 | 0.315 | 1,798,750 |
| 08/07/2011 | 7,890,000 | 0.330 | 0.325 | 2,600,500 |
| 11/07/2011 | 3,940,000 | 0.335 | 0.330 | 1,318,650 |
| 12/07/2011 | 15,000,000 | 0.340 | 0.325 | 5,049,100 |
| 13/07/2011 | 10,340,000 | 0.345 | 0.340 | 3,561,250 |
| 14/07/2011 | 10,000,000 | 0.350 | 0.345 | 3,495,700 |

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| Date (DD/MM/YYYY) | Number of Shares Repurchased | Highest price paid per Share (HK\$) | Lowest price paid per Share (HK\$) | Total amount paid (HK\$) |
|------------------------------|---|--|---|-------------------------------------|
| 15/07/2011 | 9,580,000 | 0.360 | 0.350 | 3,434,150 |
| 18/07/2011 | 9,440,000 | 0.365 | 0.365 | 3,445,600 |
| 19/07/2011 | 15,000,000 | 0.365 | 0.360 | 5,468,100 |
| 20/07/2011 | 20,000,000 | 0.375 | 0.370 | 7,410,200 |
| 21/07/2011 | 21,770,000 | 0.380 | 0.375 | 8,270,550 |
| 23/08/2011 | 10,000,000 | 0.280 | 0.248 | 2,712,160 |
| 29/08/2011 | 9,090,000 | 0.275 | 0.260 | 2,486,900 |
| 30/08/2011 | 8,940,000 | 0.280 | 0.280 | 2,503,200 |
| 31/08/2011 | 4,450,000 | 0.280 | 0.280 | 1,246,000 |
| 01/09/2011 | 5,000,000 | 0.285 | 0.280 | 1,421,350 |
| 02/09/2011 | 5,000,000 | 0.285 | 0.280 | 1,422,500 |
| 05/09/2011 | 5,000,000 | 0.285 | 0.280 | 1,414,850 |
| 06/09/2011 | 5,000,000 | 0.285 | 0.275 | 1,399,500 |
| 20/09/2011 | 450,000 | 0.240 | 0.230 | 106,820 |
| 21/09/2011 | 6,900,000 | 0.250 | 0.239 | 1,680,960 |
| 22/09/2011 | 10,000,000 | 0.233 | 0.223 | 2,273,720 |
| 26/09/2011 | 10,000,000 | 0.228 | 0.208 | 2,170,700 |
| 27/09/2011 | 5,000,000 | 0.222 | 0.219 | 1,102,820 |
| 30/09/2011 | 5,000,000 | 0.196 | 0.192 | 968,800 |
| 03/10/2011 | 10,000,000 | 0.187 | 0.176 | 1,800,550 |
| 06/10/2011 | 5,000,000 | 0.180 | 0.171 | 882,860 |
| 07/10/2011 | 5,000,000 | 0.195 | 0.184 | 954,980 |
| 14/10/2011 | 10,000,000 | 0.182 | 0.175 | 1,787,480 |
| 17/10/2011 | 8,900,000 | 0.190 | 0.187 | 1,687,370 |
| 19/10/2011 | 20,000,000 | 0.192 | 0.187 | 3,797,470 |
| 20/10/2011 | 20,000,000 | 0.194 | 0.187 | 3,803,990 |
| 21/10/2011 | 10,150,000 | 0.195 | 0.194 | 1,978,470 |
| 24/10/2011 | 4,320,000 | 0.200 | 0.200 | 864,000 |
| 25/10/2011 | 36,230,000 | 0.200 | 0.194 | 7,172,870 |
| 27/10/2011 | 14,000,000 | 0.204 | 0.199 | 2,828,740 |
| | <u>386,740,000</u> | | | <u>103,636,760</u> |

All of the above repurchases were duly reported in the Next Day Disclosure Return pursuant to the requirements of the HK Listing Rules.

LETTER FROM THE BOARD

(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\$) |
|--------------|--|---|
| 2011 | | |
| February | 0.420 | 0.365 |
| March | 0.430 | 0.325 |
| April | 0.355 | 0.320 |
| May | 0.340 | 0.280 |
| June | 0.330 | 0.260 |
| July | 0.385 | 0.305 |
| August | 0.355 | 0.234 |
| September | 0.290 | 0.191 |
| October | 0.260 | 0.168 |
| November | 0.265 | 0.213 |
| December | 0.266 | 0.260 |
| 2012 | | |
| January | 0.280 | 0.203 |

(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 New 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.

LETTER FROM THE BOARD

3 **2011 Share Issue Mandate and 2011 Extended Share Issue Mandate**

For the avoidance of doubt, the 2011 Share Issue Mandate and the 2011 Extended Share Issue Mandate granted at the 2011 Annual General Meeting remain valid, notwithstanding the revocation of the 2011 Repurchase Mandate and the approval of the grant of the New Repurchase Mandate.

The 2011 Share Issue Mandate authorises the Directors to issue, allot and otherwise deal with additional Shares up to a maximum of 774,494,104 Shares, being 20 per cent of the issued voting share capital of the Company as at the date of the 2011 Annual General Meeting, before the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then.

The 2011 Extended Share Issue Mandate authorises the Directors to add the aggregate number of Shares which may from time to time be repurchased by the Company pursuant to the 2011 Repurchase Mandate to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the 2011 Share Issue Mandate. On the assumption that no Shares will be repurchased by the Company prior to the revocation of the 2011 Repurchase Mandate at the Extraordinary General Meeting, exercise in full of the 2011 Extended Share Issue Mandate would result in up to 1,161,234,104 Shares being issued and allotted by the Company before the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then.

4 **The Extraordinary General Meeting**

The EGM Notice is set out in Page 11 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) 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 Monday, 26 March 2012. 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.

LETTER FROM THE BOARD

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 Extraordinary General Meeting will demand a poll on all resolutions proposed at the meeting.

5 **Directors' recommendation**

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

The Directors consider that the New Repurchase Mandate is 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 1 and 2 proposed at the Extraordinary General Meeting.

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

James Mellon
Co-Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



Regent Pacific Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company will be held at Harbour Room, Mandarin Oriental, Macau*, Avenida Dr Sun Yat Sen, NAPE, Macau on Wednesday, 28 March 2012 at 11:00 am for the following purposes (*Shuttle buses of Mandarin Oriental, Macau will depart from the New Macau Maritime Ferry Terminal from time to time):

1. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution

As an Ordinary Resolution

“**THAT** the unconditional general mandate granted to the directors of the Company at the Company’s annual general meeting held on 1 June 2011 (the “**2011 Annual General Meeting**”) to repurchase, on The Stock Exchange of Hong Kong Limited, up to a maximum of 387,247,052 shares of US\$0.01 each in the Company (“**Shares**”), being 10 per cent of the fully paid voting Shares in issue as at the date of the 2011 Annual General Meeting, before the conclusion of the next annual general meeting of the Company be revoked to the extent that it has not been exercised at the date of the passing of this Resolution.”

2. 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;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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.”

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

* *Non-Executive Directors*

Independent Non-Executive Directors

Hong Kong, 7 February 2012

Notes:

1. The general mandate granted to the Directors of the Company at its last annual general meeting held on 1 June 2011 (the “**2011 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 (the “**2011 Repurchase Mandate**”) is

NOTICE OF EXTRAORDINARY GENERAL MEETING

about to be fully exercised. Accordingly, the Directors propose Ordinary Resolutions numbered 1 and 2 to revoke the 2011 Repurchase Mandate to the extent that it has not been exercised and to approve the grant of a new repurchase mandate (the “**New Repurchase Mandate**”) respectively.

The New Repurchase Mandate, if approved at the extraordinary general meeting being convened by this notice, 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 shareholders’ circular dated 7 February 2012 issued by the Company, which contains important information concerning Ordinary Resolutions numbered 1 and 2 in respect of the revocation of the 2011 Repurchase Mandate and the grant of the New Repurchase Mandate.

2. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting if he so wishes.
3. In order for it to be valid, the form of proxy, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited with the Company Secretary at the Company’s principal place of business in Hong Kong at 8th Floor, 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.