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If you have sold or transferred all your shares in Regent Pacific Group Limited, you should, without delay, hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0575)

**US\$20 MILLION 12% GUARANTEED
CONVERTIBLE BOND DUE 2009,
PROPOSED GRANT OF OPTIONS,
RENEWAL OF THE SCHEME MANDATE LIMIT AND
CHANGE OF AUDITORS**

Financial Adviser to the Company



A notice convening an Extraordinary General Meeting of Regent Pacific Group Limited to be held at The Lagoon Ballroom, The Landmark Macau, 555 Avenida da Amizade, Macau on Friday, 16 June 2006 at 11:00 am is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy accompanying this circular in accordance with the instructions printed on it and return it to the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

25 May 2006

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	5
2. Purchase Agreement	6
3. Principal terms of the Convertible Bonds	9
4. General Mandate	13
5. Use of proceeds	14
6. Capital raising in the past twelve months	14
7. Application for listing	14
8. Changes of shareholding	15
9. Proposed grant of options	16
10. Renewal of the Scheme Mandate Limit	18
11. Change of auditors	19
12. Extraordinary General Meeting	19
13. Recommendation	20
14. General	21
Appendix — Notice of Extraordinary General Meeting	22

DEFINITIONS

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

“Agency Agreement”	a fiscal agency agreement dated 31 March 2006 between the Company, the Agent and J.P. Morgan Bank Luxembourg S.A. under which the Agent was appointed as the fiscal agent, principal payment and conversion agent, and transfer agent in relation to the Convertible Bonds and J.P. Morgan Bank Luxembourg S.A. was appointed as registrar in respect of the Convertible Bonds;
“Agent”	JPMorgan Chase Bank, N.A.;
“associates”	has the meaning ascribed to it in the Listing Rules;
“Bondholders”	holders of the Convertible Bonds;
“Board”	the board of Directors;
“Company” or “Issuer”	Regent Pacific Group Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the HK Stock Exchange and the Frankfurt Stock Exchange;
“Conversion Shares”	the Shares to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds;
“Convertible Bonds”	a US\$20 million 12% guaranteed convertible bond due 2009, comprising the Tranche A Convertible Bonds and the Tranche B Convertible Bonds;
“Date of Grant”	4 April 2006, the date on which options to subscribe for an aggregate of 89.2 million Shares were granted to, among others, Mr. Jamie Gibson and Mr. Kaiqiang Fan, which was approved by the Directors, including the independent non-executive Directors (such grant being conditional on the approval of shareholders in the case of Mr. Jamie Gibson and Mr. Kaiqiang Fan);
“Directors”	the directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at The Lagoon Ballroom, The Landmark Macau, 555 Avenida da Amizade, Macau on Friday, 16 June 2006 at 11:00 am at which the ordinary resolutions set out in this circular will be proposed, the notice of which is set out on pages 22 to 24 of this circular;

DEFINITIONS

“General Mandate”	the general mandate given to the Directors to allot, issue and deal with the Shares by a resolution approved by the Shareholders at the annual general meeting of the Company held on 14 September 2005;
“Group”	the Company and its subsidiaries;
“Guarantee”	a guarantee dated 31 March 2006 given by RML in favour of the Security Agent guaranteeing the due payment of all sums to be payable by the Company in respect of the Convertible Bonds;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“HK Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Issue Date”	31 March 2006;
“JV Company”	Yunnan Simao Shanshui Copper Company Limited, an equity joint venture enterprise established by YRC, RML and SSM pursuant to the JV Contract;
“JV Contract”	the joint venture agreement dated 14 February 2006 between YRC, RML and SSM in relation to the establishment of the JV Company;
“Latest Practicable Date”	19 May 2006;
“Listing Rules”	the Rules Governing the Listing of Securities on the HK Stock Exchange, as amended from time to time;
“Maturity Date”	31 March 2009;
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“Purchase Agreement”	the purchase agreement dated 30 March 2006 entered into between the Company and the Purchasers in relation to the issue of the Convertible Bonds;
“Purchasers”	MLP Investments (Caymans), Ltd., Highbridge International LLC, Highbridge Asia Opportunities Fund LP and J.P. Morgan Securities Ltd.;
“PwC”	PricewaterhouseCoopers;

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the People’s Republic of China;
“RMJ”	Regent Metals (Jersey) Limited, a company incorporated in Jersey with limited liability, an indirect wholly-owned subsidiary of the Company;
“RMJ Charge”	a share charge dated 31 March 2006 given by RMJ in favour of the Security Agent to secure RML’s obligations under the Guarantee;
“RML”	Regent Metals Limited, a company incorporated in Barbados with limited liability, an indirect wholly-owned subsidiary of the Company;
“RML Charge”	a floating charge given by RML in favour of the Security Agent over all its assets and undertaking and a charge over a specified bank account into which all dividend payments and other distributions, including without limitation, proceeds of sale of assets made by the JV Company, will be made;
“Scheme Mandate Limit”	the limit on the maximum number of Shares issuable upon the exercise of all options which may be granted under the Share Option Scheme;
“Security Agent”	Pacific Alliance Investment Management Limited, holding the security interests created by the Guarantee and the Security Documents for and on behalf of the holder(s) of the Convertible Bonds;
“Security Documents”	mean the RML Charge and the RMJ Charge;
“Share Option Scheme”	the share option scheme, namely the Share Option Scheme (2002), adopted by the Company pursuant to an ordinary resolution passed at an extraordinary general meeting of the Company held on 15 November 2002;
“Share(s)”	share(s) of a nominal value of US\$0.01 each in the capital of the Company or shares of any class or classes resulting from any subdivision, consolidation or re-classification of those shares, which as between themselves have no preference in respect of dividends or of amounts payable in the event of any voluntary or involuntary liquidation or dissolution of the Company;
“Shareholders”	holders of the Shares;
“SSM”	Simao Shanshui Minerals Ltd, a company with independent legal person status established under the laws of the PRC;

DEFINITIONS

“Tranche A Convertible Bonds”	convertible bonds with a principal amount of US\$7.4 million (approximately HK\$57.73 million) issued by the Company to the Purchasers;
“Tranche A Shares”	the Shares to be issued by the Company on conversion of the Tranche A Convertible Bonds;
“Tranche B Convertible Bonds”	convertible bonds with a principal amount of US\$12.6 million (approximately HK\$98.30 million) issued by the Company to the Purchasers;
“Tranche B Shares”	the Shares to be issued by the Company on conversion of the Tranche B Convertible Bonds;
“US\$”	US dollars, the lawful currency of the United States of America;
“YRC”	Yuxi Resources Corporation, a company with independent legal person status established under the laws of the PRC;
“%”	per cent.

Note: Unless otherwise specified herein, amounts denominated in RMB and HK\$ have been translated, for the purpose of illustration only, into US\$ using the rate of US\$1 = RMB8 and US\$1 = HK\$7.8014. No representation is made that any amount in US\$, HK\$ or RMB could have been or could be converted at the above rates or at any other rates at all.

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 (*Chairman*)
David Comba[#]
Julie Oates[#]
Patrick Reid[#]
Mark Searle[#]
Jayne Sutcliffe
Anderson Whamond

[#] *Independent Non-Executive Directors*

Registered Office:

Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal place of business in Hong Kong:

Suite 1401
Henley Building
5 Queen's Road Central
Hong Kong Special Administrative Region
People's Republic of China

25 May 2006

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam,

**US\$20 MILLION 12% GUARANTEED
CONVERTIBLE BOND DUE 2009
PROPOSED GRANT OF OPTIONS,
RENEWAL OF THE SCHEME MANDATE LIMIT AND
CHANGE OF AUDITORS**

1. INTRODUCTION

As set out in the Company's announcement dated 30 March 2006, the Company entered into the Purchase Agreement on 30 March 2006 with the Purchasers in relation to the issue of the Convertible Bonds to raise US\$20 million (approximately HK\$156.03 million) before expenses. The Convertible Bonds are secured by the security interests created under the Guarantee and the Security Documents.

LETTER FROM THE BOARD

The Convertible Bonds were issued in two tranches on the Issue Date, namely the Tranche A Convertible Bonds and the Tranche B Convertible Bonds. Under the terms of the Convertible Bonds, (a) the Tranche A Shares to be issued upon the conversion of the Tranche A Convertible Bonds will be issued under the General Mandate and (b) the Tranche B Convertible Bonds may not be converted into Tranche B Shares unless Shareholders' approval is obtained in relation to the issue of the Tranche B Shares.

In addition, the Directors announced on 18 May 2006 that they would like to propose that Grant Thornton be appointed as the auditors of the Company in place of the resigning auditors, PricewaterhouseCoopers, subject to approval by shareholders of the Company at a general meeting.

The purpose of this circular is to set out information regarding the Convertible Bonds and to set out the notice convening the EGM at which resolutions will be proposed to consider and, if thought fit, approve (a) the grant of a specific mandate for the issue of the Tranche B Shares upon conversion of the Tranche B Convertible Bonds, (b) the grant of options to Mr. Jamie Gibson and Mr. Kaiqiang Fan, (c) the renewal of the Scheme Mandate Limit and (d) the change of auditors.

Principal terms of the Convertible Bonds and the Purchase Agreement are set out below.

2. THE PURCHASE AGREEMENT

Date : 30 March 2006

Parties : Between the Company and:

- (a) MLP Investments (Caymans), Ltd. (subscribing for US\$4.44 million of the Tranche A Convertible Bonds and US\$7.56 million of the Tranche B Convertible Bonds);
- (b) Highbridge International LLC (subscribing for US\$0.925 million of the Tranche A Convertible Bonds and US\$1.575 million of the Tranche B Convertible Bonds);
- (c) Highbridge Asia Opportunities Fund LP (subscribing for US\$0.925 million of the Tranche A Convertible Bonds and US\$1.575 million of the Tranche B Convertible Bonds);
- (d) J.P. Morgan Securities Ltd. (subscribing for US\$1.11 million of the Tranche A Convertible Bonds and US\$1.89 million of the Tranche B Convertible Bonds).

To the best of the Directors' knowledge, the Purchasers, and their respective ultimate beneficial owners, are not connected persons of the Company and are independent of, and not connected with, the directors, chief executive and substantial shareholders of the Company or its subsidiaries or any of their respective associates.

LETTER FROM THE BOARD

Principal amount

US\$20 million (approximately HK\$156.03 million)

Consideration

The Purchasers paid the Company in cash on the Issue Date the aggregate sum of US\$20 million (approximately HK\$156.03 million), being (a) 100% of the principal amount of the Tranche A Convertible Bonds (US\$7.4 million or approximately HK\$57.73 million) and (b) 100% of the principal amount of the Tranche B Convertible Bonds (US\$12.6 million or approximately HK\$98.30 million). After deducting the relevant commissions and estimated expenses, net proceeds of approximately US\$18.4 million (approximately HK\$143.55 million) will be available to the Company.

Conditions

The obligations of the Purchasers to pay the subscription amount for the Convertible Bonds are subject to certain conditions, including, among others:

1. the Agency Agreement and the Security Documents, each in a form reasonably satisfactory to the Purchasers, being executed by all parties thereto;
2. the HK Stock Exchange having (a) approved (by way of approving the publication of the announcement in relation to the issue of the Convertible Bonds) the issue of the Convertible Bonds, and (b) agreed, subject to any conditions reasonably satisfactory to the Purchasers, to list the Tranche A Shares (or the Purchasers being reasonably satisfied that such approval or listing will be granted); and
3. each of James Mellon, Jayne Sutcliffe and Anderson Whamond having given irrevocable undertaking to exercise the voting rights attached to their Shares to vote in favour of the proposed resolution in relation to the issue of the Tranche B Shares upon conversion of the Tranche B Convertible Bonds.

All conditions set out in the Purchase Agreement have been satisfied.

Issue of the Convertible Bonds

The Convertible Bonds were issued by the Company on 31 March 2006.

Transfer of Convertible Bonds

The Purchasers may not transfer any of the Convertible Bonds to any party other than to its affiliate, any other Purchaser or the Issuer unless (a) it has previously offered the Convertible Bonds to the Issuer on terms no less favourable than the offer that it made to such other party; and (b) the Issuer or its nominee does not accept such offer within 1 business day of the receipt of such offer.

LETTER FROM THE BOARD

Undertaking

The Issuer undertakes, among others, that:

1. it will use its best endeavours to obtain Shareholders' approval, at or before the annual general meeting of the Shareholders immediately after the date of the Purchase Agreement (such general meeting expected to be held before 30 September 2006), for the delivery of such number of Tranche B Shares as are required to satisfy in full the conversion rights in respect of all of the Tranche B Convertible Bonds. The Issuer will use its best endeavours to obtain such approval not later than 30 June 2006; and
2. neither the Issuer nor any of its subsidiaries or affiliates over which it exercises management or voting control, nor any person acting on its or their behalf will, for a period from the date of the Purchase Agreement up to 90 days after the Issue Date, without the prior written consent of the Purchasers, issue, offer, sell, contract to sell, pledge or otherwise dispose of (or publicly announce any such issuance, offer, sale, pledge or disposal), any Shares or securities convertible or exchangeable into or exercisable for Shares or warrants or other rights to purchase Shares or any security or financial product whose value is determined directly or indirectly by reference to the price of the Shares, including equity derivatives, equity swaps, forward sales and options representing the right to receive any Shares (whether or not such contract is to be settled by delivery of Shares or such other securities, in cash or otherwise) save for Shares issued pursuant to the conversion provisions of the Convertible Bonds.

Termination

The Purchasers may, at any time prior to payment of the subscription monies for the Convertible Bonds, terminate the Purchase Agreement upon occurrence of certain events as set out in the Purchase Agreement.

LETTER FROM THE BOARD

3. PRINCIPAL TERMS OF THE CONVERTIBLE BONDS

Maturity Date

31 March 2009

Redemption

Unless previously redeemed, converted or purchased and cancelled, the Company will redeem each Convertible Bond at its principal amount on the Maturity Date. The Company may not redeem the Convertible Bonds at its option prior to the Maturity Date except as provided in paragraphs 1 and 2 below.

Subject to certain conditions, the Convertible Bonds may be redeemed by the Company:

1. at any time on or after 31 March 2008 and prior to the Maturity Date, in whole but not in part, by giving not less than 30 but not more than 60 days' notice to the Bondholders and the Agent, at their principal amount together with interest accrued to the date fixed for such redemption provided that, for at least 20 of 30 consecutive trading days, the last trading day of which period falls within 5 trading days prior to the date on which the relevant notice of redemption is given to the Bondholders, the closing price of the Shares shall have been at least 150% of the conversion price in effect on each of such trading days; or
2. at any time, in whole but not in part, by giving not less than 14 but not more than 60 days' notice to the Bondholders, at their principal amount together with accrued and unpaid interest, in the event of certain changes in Cayman Islands or Hong Kong taxation regulations on or after the Issue Date that would require the Issuer to pay additional amounts of tax and such obligation cannot be avoided by the Company taking reasonable measures available to it provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Convertible Bonds then due.

Conversion price

The conversion price of the Convertible Bonds is HK\$0.2615 per Share, subject to adjustment upon the occurrence of certain events, among others, including:

- (i) any alteration to the nominal value of the Shares as a result of consolidation, subdivision or reclassification;
- (ii) capitalization of profits or reserves;

LETTER FROM THE BOARD

- (iii) where the aggregate of interim and final distributions in respect of a financial year produces a yield greater than 0%, 10%, 13% and 15% for the financial years ended 31 March 2006, 2007, 2008 and 2009 respectively;
- (iv) rights issues of Shares or options over Shares;
- (v) rights issues of other securities of the Company;
- (vi) issues at less than the then current market price;
- (vii) modification of rights of conversion;
- (viii) other offers to Shareholders.

The Company will publish an announcement upon adjustment of the conversion price.

The initial conversion price of HK\$0.2615 per Share represents:

- (i) a premium of approximately 27.56% over the closing price per Share as quoted on the HK Stock Exchange of HK\$0.205 on 29 March 2006, being the last closing market price immediately prior to suspension of the Shares on 30 March 2006 which was also the day of signing of the Purchase Agreement;
- (ii) a premium of approximately 29.58% over the average closing price per Share for the last 5 trading days ended on 29 March 2006 of HK\$0.2018;
- (iii) a premium of approximately 29.26% over the average closing price per Share for the last 10 trading days ended on 29 March 2006 of HK\$0.2023; and
- (iv) a discount of approximately 52.45% to the closing price per Share at the Latest Practicable Date of HK\$0.55.

Conversion period

The period during which the Convertible Bonds may be converted, in whole or in part in the amounts of US\$10,000 (HK\$78,014) or multiples thereof, at the option of Bondholder(s) shall commence:

- (i) on or after 9 May 2006 (in the case of the Tranche A Convertible Bonds); or
- (ii) after Shareholders' approval has been obtained and the HK Stock Exchange has approved in principle for the listing of and permission to deal in the Tranche B Shares (in the case of the Tranche B Convertible Bonds),

LETTER FROM THE BOARD

and shall continue until the close of business on 23 March 2009 (or the close of business on such earlier date which is 7 business days before any date fixed for redemption of the Convertible Bonds by the Issuer).

The Conversion Shares to be issued under Tranche A Convertible Bonds will be issued under the General Mandate. If the adjustment of the conversion price leads to an increase in the number of the Conversion Shares over the maximum number of Shares issueable under the General Mandate and the Company fails to obtain approval from the Shareholders for a specific mandate to allot, issue and deal with the additional Conversion Shares, the Company will not issue the additional Conversion Shares. For the information of Shareholders, J.P. Morgan Securities Ltd filed a notice on 12 May 2006 electing to convert US\$1.11 million of its Tranche A Convertible Bonds into 33,114,929 fully-paid Shares on 15 May 2006. On 19 May 2006, a notice was received from Barclays Capital Securities Ltd for and on behalf of MLP Investments (Caymans), Ltd. electing to convert US\$2 million of its Tranche A Convertible Bonds into 59,666,539 fully-paid Shares.

The holder(s) of the Tranche B Convertible Bonds can only convert the Tranche B Convertible Bonds into Shares if the approval of the Shareholders is obtained in relation to the issue of the Tranche B Shares. If the Company fails to obtain such Shareholders' approval, the Company may need to redeem the Tranche B Convertible Bonds at the Maturity Date (unless previously redeemed).

The Company shall notify the Bondholders upon obtaining such Shareholders' approval and the HK Stock Exchange's approval in principal for the listing of and permission to deal in the Tranche B Shares.

Conversion Shares

The number of Shares to be issued on conversion of a Convertible Bond will be calculated according to the following formula:

$$A = \frac{B \times 7.8014}{C}$$

A = number of Shares to be issued on conversion

B = principal amount of the Convertible Bonds to be converted

C = the conversion price in effect at the conversion date

The Convertible Bonds were issued in two tranches on the Issue Date.

Upon the conversion of the Tranche A Convertible Bonds in full and assuming there is no adjustment, a maximum of approximately 220.77 million Shares will be allotted and issued which would represent (i) approximately 16.08% of the existing issued share capital of the Company; (ii) approximately 13.86 % of the enlarged issued share capital of the Company, assuming no Tranche B Convertible Bond is converted and only the Tranche A Convertible Bonds are converted; and (iii) approximately 11.21% of the enlarged issued share capital of the Company, assuming all the Convertible Bonds are converted.

LETTER FROM THE BOARD

Assuming Shareholders' approval has been obtained to issue the Tranche B Shares and assuming there is no adjustment, upon the conversion of the Tranche B Convertible Bonds in full, a maximum of approximately 375.90 million Shares will be allotted and issued which would represent (i) approximately 27.39% of the existing issued share capital of the Company; (ii) approximately 21.50% of the enlarged issued share capital of the Company, assuming no Tranche A Convertible Bond is converted and only the Tranche B Convertible Bonds are converted; and (iii) approximately 19.09% of the enlarged issued share capital of the Company, assuming all the Convertible Bonds are converted.

The Conversion Shares will rank *pari passu* in all respects with the Shares then in issue. Transfer of the Conversion Shares will not be subject to any restrictions on sale other than those which are generally applicable to the then existing Shares.

Interest

The Convertible Bonds bear interest from and including 31 March 2006. The rate of interest of the Convertible Bonds is 12% per annum, or if the Company has not given a notice to the Bondholders notifying them that it has obtained Shareholders' approval and the HK Stock Exchange's approval in principle for the listing of and permission to deal in the Tranche B Shares by 30 September 2006, the rate of interest applicable thereafter shall be 18% per annum. Interest is payable semi-annually in arrears on 31 March and 30 September each year commencing on 30 September 2006.

Security

The Convertible Bonds are secured by the Guarantee, the RML Charge and the RMJ Charge.

Negative pledge, covenant and undertaking

The Company has given certain undertakings and covenants under the terms of the Convertible Bonds which, among others, include:

1. the Company undertakes that, so long as any of the Convertible Bonds remain outstanding or any amount is due under or in respect of any Convertible Bonds, it will not, and will procure that none of its subsidiaries will, create or permit to subsist or arise any encumbrance upon the whole or any part of its or their respective present or future assets or revenues other than certain encumbrances set out in the terms of the Convertible Bonds, including, any encumbrance in respect of indebtedness (i) in aggregate principal amount not exceeding US\$5 million created by a subsidiary of the Company which is without recourse to the Company and is to finance or refinance the acquisition of assets after the date of the Purchase Agreement provided that the indebtedness meets the criterion specified in paragraph 2 below may be secured as long as such security is junior to that in respect of the Guarantee or (ii) not exceeding US\$15 million in aggregate principal amount of project finance without recourse or with recourse to the JV Company;

LETTER FROM THE BOARD

2. the Company will not create any intra-group indebtedness (other than that arising as a result of the lending of the proceeds of the issue of the Convertible Bonds to fund investment in the JV Company), unless (i) the terms of which have been approved by Bondholders holding more than 50% of the principal amount of Convertible Bonds for the time being outstanding and which indebtedness is subordinated to the Convertible Bonds and the Guarantee or (ii) it comprises not more than US\$15 million in aggregate principal amount of project finance without recourse or with recourse to the JV Company.

Transferability

Save for the restrictions set out in the Purchase Agreement which are applicable to the Purchasers, the Convertible Bonds are freely transferable in multiples of US\$10,000.

The Company will inform the HK Stock Exchange upon the Company becoming aware that any of the Convertible Bonds has been or is to be transferred to any connected person of the Company (as defined in the Listing Rules) and will comply with the applicable Listing Rules.

Voting

The Bondholder(s) will not be entitled to attend or vote at any meetings of the Company by reason only of being the Bondholder(s).

Default

Upon occurrence of an event of default, which is defined in the terms and conditions of the Convertible Bonds, the Convertible Bonds may become immediately due and payable.

4. GENERAL MANDATE

The Tranche A Shares will be issued under the General Mandate. No new Shares have been issued under the General Mandate from its date of grant up to and including 30 March 2006. The maximum number of Shares that can be issued under the General Mandate is 221,380,017 Shares.

The issue of the Tranche B Shares will be subject to a specific mandate to be approved by the Shareholders at the EGM.

If the adjustment of the conversion price leads to an increase in the number of the Conversion Shares over the maximum number of Shares issueable under the General Mandate or the specific mandate, and the Company fails to obtain approval from the Shareholders for the specific mandate to allot, issue and deal with the additional Conversion Shares, the Company will not issue the additional Conversion Shares.

LETTER FROM THE BOARD

5. USE OF PROCEEDS

After deducting the relevant commissions and estimated expenses payable in relation to the issue of the Convertible Bonds, net proceeds of approximately US\$18.4 million (equivalent to approximately HK\$143.55 million) will be available to the Company.

Instead of disposing of an interest in RML and using the proceeds from the disposal to fund RML's capital commitment of RMB 160 million (equivalent to approximately US\$20 million) under the JV Contract as set out in the Company's circular dated 20 January 2006, the Company intends to use approximately US\$17 million from the proceeds of the Convertible Bonds to fund the remainder of RML's capital commitment under the JV Contract.

The remaining proceeds from the Convertible Bonds will be used to pay costs and expenses incurred in connection with the issue of the Convertible Bonds and for general working capital of the Group.

6. CAPITAL RAISING IN THE PAST TWELVE MONTHS

The Company has not undertaken any capital raising activity during the past twelve months immediately before 30 March 2006.

7. APPLICATION FOR LISTING

No application will be made for listing of, or permission to deal in, the Convertible Bonds on the HK Stock Exchange or any other stock exchange. Approval has been obtained from the HK Stock Exchange on 4 April 2006 for the listing of, and permission to deal in, the Tranche A Shares, and the Company will make an application for the listing of, and permission to deal in, the Tranche B Shares after obtaining Shareholders' approval to issue the Tranche B Shares.

LETTER FROM THE BOARD

8. CHANGES OF SHAREHOLDING

Based on the information available to the Company as at the Latest Practicable Date, the impact of the Convertible Bonds on the shareholdings of the Company would be as follows:

Name of Shareholder	Number of shares currently held	Approximate % of holding in existing issued share capital	Number of shares held upon issue of the Tranche A Shares at the initial conversion price	Approximate % of holding in enlarged share capital after issue of the Tranche A Shares at the initial conversion price	Number of shares held upon issue of the Tranche B Shares at the initial conversion price	Approximate % of holding in enlarged share capital after full conversion of the Convertible Bonds at the initial conversion price
James Mellon (<i>notes 1, 3 & 4</i>)	406,115,576	29.59%	406,115,576	25.49%	406,115,576	20.62%
The State of Wisconsin Investment Board (<i>note 1</i>)	82,567,940	6.01%	82,567,940	5.18%	82,567,940	4.19%
Finistere Limited (<i>notes 1 & 2</i>)	70,653,197	5.15%	70,653,197	4.43%	70,653,197	3.59%
Jayne Sutcliffe (<i>note 3</i>)	45,125,691	3.29%	45,125,691	2.83%	45,125,691	2.29%
Anderson Whamond (<i>note 3</i>)	5,826,088	0.42%	5,826,088	0.37%	5,826,088	0.30%
Directors other than James Mellon, Jayne Sutcliffe and Anderson Whamond	4,244,444	0.31%	4,244,444	0.27%	4,244,444	0.22%
Bondholders	—	—	220,766,195	13.86%	596,661,718	30.30%
Public	<u>758,066,920</u>	<u>55.23%</u>	<u>758,066,920</u>	<u>47.57%</u>	<u>758,066,920</u>	<u>38.49%</u>
Total	<u>1,372,599,856</u>	<u>100.00%</u>	<u>1,593,366,051</u>	<u>100.00%</u>	<u>1,969,261,574</u>	<u>100.00%</u>

Notes:

- (1) These Shareholders are recorded in the Register of Interests in Shares and Short Positions of Substantial Shareholders being kept by the Company pursuant to the Securities and Futures Ordinance. The latest notice from The State of Wisconsin Investment Board was filed before the dilution of its interests by (i) the scrip dividend paid by the Company on 16 December 2005; (ii) the issue and allotment of the consideration shares upon Further Completion of the Cooperation Agreement dated 23 June 2005 (each as defined in the shareholders' circular issued by the Company on 20 January 2006) on 15 March 2006; and (iii) the issue and allotment of 86,728,147 ordinary shares upon conversion of all issued non-voting convertible deferred shares on 18 March 2006.
- (2) 70,653,197 ordinary shares were issued and allotted to Finistere Limited on 15 March 2006 upon Further Completion of the Cooperation agreement (as referred to in note 1 above), representing approximately 5.15% of the Company's existing issued share capital.

LETTER FROM THE BOARD

- (3) James Mellon, Jayne Sutcliffe and Anderson Whamond have registered their combined shareholding as a concert party group under Rule 26.6 of the Code on Takeovers and Mergers of Hong Kong.
- (4) Subsequent to the announcement dated 30 March 2006, James Mellon acquired on the market an aggregate of 2,037,000 Shares on 3 April 2006.
- (5) Subsequent to the announcement dated 30 March 2006, Peter Everington and The Gladiator Fund filed notices with respect to cessation of holding discloseable interests in the Company.

Assuming (a) there is no adjustment and (b) none of the Purchasers has transferred its Convertible Bonds or Conversion Shares, upon full conversion of the Convertible Bonds, (i) MLP Investments (Caymans), Ltd. will hold more than 10% of the enlarged share capital of the Company, and (ii) the remaining Purchasers will individually hold less than 10% of the enlarged share capital of the Company and therefore will be considered to be public shareholders.

9. PROPOSED GRANT OF OPTIONS

On 4 April 2006, the Directors, including the independent non-executive Directors, have approved the grant of options to certain Directors and employees of the Company for them to subscribe for an aggregate of 89.2 million Shares with an exercise price of HK\$0.30 per Share under the Share Option Scheme, representing approximately 6.5% of the Shares in issue at the Date of Grant.

Among such options, options were granted to Mr. Jamie Gibson and Mr. Kaiqiang Fan, conditional upon obtaining the Shareholders' approval of such grant at the EGM, for them to subscribe for 45.6 million Shares and 20 million Shares respectively (assuming no adjustment), representing approximately 3.32% and 1.46% of the Shares in issue at the Date of Grant. Mr. Jamie Gibson is the Company's Chief Executive Officer and Mr. Kaiqiang Fan is the Group's Chief Geologist and Head of Exploration.

As at the Latest Practicable Date, Mr. Jamie Gibson had personal interests in options granted under the Company's Share Option Scheme, entitling him to subscribe for Shares in accordance with, and subject to, the terms of the Share Option Scheme as follows:

	Date of grant	Total number of shares subject to option	Subscription price per share (HK\$)	Exercise period	Number of shares subject to vested options	Consideration for grant of option (HK\$)
Jamie Gibson	9 September 2004	11,000,000	0.266	9 September 2005 - 8 September 2014	3,666,666	10.00

As at the Latest Practicable Date, no other options were granted to Mr. Kaiqiang Fan, save for the options over 20 million shares referred to above.

LETTER FROM THE BOARD

Purpose for granting the options

The grant of the options to each of the grantees is to provide (i) a continuing incentive for each of the grantees to add shareholder value, and (ii) for the continued retention of their services.

Terms of the options

The options vest in accordance with the terms of the Share Option Scheme. Within the exercise period, the option holders will be entitled to exercise one-third of the options at each of the first, second and third anniversary after the Date of Grant, providing that the option holders remain as eligible participants. 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 of the relevant options. All entitlements under options which then remain unexercised will lapse.

Except where otherwise specified, the options may be exercised, to the extent they are vested, until the earlier of (i) the date on which the options lapse, and (ii) the date falling 10 years from the Date of Grant.

Save as stated in this circular, the exercise of the options by the option holders, including Mr. Jamie Gibson and Mr. Kaiqiang Fan, is not subject to any other conditions.

The exercise price under the terms of the options is HK\$0.30 per Share, representing the higher of (i) the nominal amount of a Share, (ii) the closing price of the Shares as stated in the HK Stock Exchange's daily quotations sheets on the Date of Grant and (iii) the average closing price of the Shares as stated in the HK Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the Date of Grant.

A consideration of HK\$10 is payable upon acceptance of the grant of the options. Shares to be allotted upon the exercise of the options will be subject to all the provisions of the articles of association of the Company for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue as at the date on which the options are duly exercised.

As the grant of options to each of Mr. Jamie Gibson and Mr. Kaiqiang Fan will exceed 1% of the Shares in issue as at the Latest Practicable Date, the grant to Mr. Jamie Gibson and Mr. Kaiqiang Fan is subject to the approval of Shareholders at the EGM under Rule 17.03(4) of the Listing Rules.

Under Rule 17.03(4) of the Listing Rules, (a) Mr. Jamie Gibson and his associates will be required to abstain from voting on the approval of the grant of options to Mr. Gibson and (b) Mr. Kaiqiang Fan and his associates will be required to abstain from voting on the approval of the grant of options to Mr. Fan.

Application will be made to the HK Stock Exchange for the Listing of, and permission to deal in, the Shares, representing 10% of the issued share capital of the Company as at the date of EGM which may fall to be issued or allotted upon the exercise of the options.

LETTER FROM THE BOARD

10. RENEWAL OF THE SCHEME MANDATE LIMIT

The Board would also like to take this opportunity to seek a renewal of the Scheme Mandate Limit.

Under the Share Option Scheme, the Company is currently allowed to grant options in respect of up to a maximum of 110,017,428 Shares, being 10% of the Company's total issued voting share capital as at the date of adoption (15 November 2002). Approval for the listing of and permission to deal in these shares to be issued upon exercise of the options to be granted under the scheme was duly obtained from the HK Stock Exchange on 2 December 2002. Before the Date of Grant, options in respect of an aggregate of 20.6 million Shares (excluding lapsed options) were granted under the Share Option Scheme, representing approximately 1.87% of the Company's issued share capital as at the date on which the Share Option Scheme was adopted. Among those, options in respect of 20,274,000 Shares are still outstanding.

Assuming the grant of the options to Mr. Jamie Gibson and Mr. Kaiqiang Fan is approved at the EGM, during the period between the date on which the Share Option Scheme was adopted and the Date of Grant, share options to subscribe for 109.8 million Shares (including the options to subscribe for 89.2 million Shares as referred to in this circular but excluding the options which have lapsed), representing approximately 9.98% of the Company's issued share capital as at the date on which the Share Option Scheme was adopted, would have been granted under the Share Option Scheme.

Assuming the grant of the options to Mr. Jamie Gibson and Mr. Kaiqiang Fan is approved at the EGM, the total number of Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised will be 109,474,000 Shares, representing 7.98% of the 1,372,599,856 Shares in issue as at the Latest Practicable Date.

Hence, assuming that none of the outstanding options as at the Latest Practicable Date are exercised between the date hereof and the date of the EGM, the maximum Scheme Mandate Limit that the Company can seek from Shareholders is 10% of the total number of Shares in issue as at the date of the EGM. This should allow the Board to grant further options to subscribe for 137,259,985 Shares (compared with 217,428 Shares as at the Latest Practicable Date) to eligible participants under the Share Option Scheme.

Under the rules of the Share Option Scheme, the overall limit on the number of Shares which may be issued upon exercise of all the outstanding share options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time.

Application will be made to the HK Stock Exchange for the listing of, and permission to deal in, the ordinary shares to be issued and allotted upon the exercise of the share options to be granted under the renewal of the Scheme Mandate Limit.

The refreshment of the Scheme Mandate Limit will be conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders to approve the refreshment of the Scheme Mandate Limit; and

LETTER FROM THE BOARD

- (b) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the EGM, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the refreshed Scheme Mandate Limit.

11. CHANGE OF AUDITORS

The Directors announced on 18 May 2006 that they would like to propose that Grant Thornton be appointed as the auditors of the Company in place of the resigning auditors, PricewaterhouseCoopers. According to the Company's Articles of Association, the change of auditors of the Company is subject to approval by shareholders of the Company at a general meeting.

PwC advised the Company that they were unable to continue as the auditors of the Group in light of the change in the risk profile of the Group following its transformation to investing in mining companies in the People's Republic of China from financial institutions. In relation to the resignation of PwC, the Board is not aware of any other facts or circumstances that ought to be brought to the notice of the holders of the securities of the Company. Shareholders should note that PwC's resignation letter does not mention any other matters apart from its resignation as auditors of the Company and the above-mentioned reason for its resignation.

An ordinary resolution will be proposed to shareholders at the EGM to appoint Grant Thornton as the auditors of the Company in place of PwC, and the resignation of PwC will take effect upon the closing of the EGM.

12. EXTRAORDINARY GENERAL MEETING

Set out on pages 22 to 24 is a notice convening the EGM to be held at The Lagoon Ballroom, The Landmark Macau, 555 Avenida da Amizade, Macau on Friday, 16 June 2006 at 11:00 am for the purposes of considering and, if thought fit, passing the resolution to approve (a) the issue of the Tranche B Shares upon conversion of the Tranche B Convertible Bonds, (b) the grant of options to Mr. Jamie Gibson and Mr. Kaiqiang Fan, (c) the renewal of the Scheme Mandate Limit and (d) the change of auditors.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete and return the form of proxy to the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.

Under Article 66 of the Company's 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

LETTER FROM THE BOARD

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 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 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 shareholders 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 to 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 authorized representative) shall be deemed to be the same as a demand by a member.

13. RECOMMENDATION

The Directors, including the independent non-executive Directors, consider that the proposals referred to above, including the terms of the Purchase Agreement, the Guarantee, the Security Documents and the principal terms of the Convertible Bonds, which were agreed and entered into after arm's length negotiations between the Company and the Purchasers, are fair and reasonable and are in the interests of the Company and its Shareholders as a whole. The Directors, including the independent non-executive directors, also consider that the proposed grant of options to Mr. Jamie Gibson and Mr. Kaiqiang Fan and the renewal of the Scheme Mandate Limit are fair and reasonable and are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve (a) the issue of the Tranche B Shares upon conversion of the Tranche B Convertible Bonds, (b) the grant of options to Mr. Jamie Gibson and Mr. Kaiqiang Fan, (c) the renewal of the Scheme Mandate Limit and (d) the change of auditors.

LETTER FROM THE BOARD

14. GENERAL

The Company is a limited liability company incorporated under the laws of the Cayman Islands whose shares are listed on HK Stock Exchange and Frankfurt Stock Exchange. It is engaged principally in investment holding.

RML is a limited liability company, which was incorporated under the laws of Barbados on 31 October 2005. It is engaged principally in seeking investment opportunities in businesses that are engaged in the exploration, processing and mining of natural resources.

RMJ is a limited liability company, which was incorporated under the laws of Jersey on 19 January 2006. It currently holds the entire issued share capital of RML.

The JV Company is an equity joint venture enterprise, which was established on 8 March 2006 under the laws of the PRC. It is engaged principally in conducting exploration, mining and processing of copper ore, associated precious metals and mineral resources and sale of its own products.

The Company will comply with all applicable Listing Rules in relation to any alterations in the terms of the Convertible Bonds after issue, except where the alterations take effect automatically under the existing terms of the Convertible Bonds.

On behalf of the Board of
REGENT PACIFIC GROUP LIMITED
James Mellon
Chairman

**REGENT PACIFIC GROUP LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0575)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held at The Lagoon Ballroom, The Landmark Macau*, 555 Avenida da Amizade, Macau on Friday, 16 June 2006 at 11:00 am to consider and, if thought fit, pass (with or without amendments) the following resolutions (*Shuttle buses of The Landmark Macau will depart from the New Macau Maritime Ferry Terminal at 10:15 am and 10:45 am):

AS AN ORDINARY RESOLUTION**1. “THAT:**

- a. the Company be and is hereby authorized to issue 375,895,523 ordinary shares in the capital of the Company (the “**Tranche B Shares**”) upon conversion of the Tranche B Bonds (as defined in the terms and conditions of the Convertible Bond (as defined below)) in accordance with the terms of the purchase agreement dated 30 March 2006 entered into between the Company and MLP Investments (Caymans), Ltd., Highbridge International LLC, Highbridge Asia Opportunities Fund LP and J.P. Morgan Securities Ltd. in relating to the issue by the Company of a US\$20 million 12% guaranteed convertible bond due 2009 (the “**Convertible Bond**”) or such number of shares resulting from any subdivision, consolidation or re-classification of the Tranche B Shares; and
- b. any two of the Directors of the Company be and are hereby authorised to implement and give effect to the matter described in paragraph (a) above and to execute all other documents pursuant thereto or contemplated thereunder in such manner, and to take all actions in connection therewith, as such Directors consider necessary or desirable for and on behalf of the Company and to affix the common seal of the Company as may be required for the above purposes.”

AS AN ORDINARY RESOLUTION

2. “**THAT** options be and are hereby authorized to be granted to Mr. Jamie Gibson for him to subscribe for 45.6 million ordinary shares of US\$0.01 each in the capital of the Company (the “**Shares**”) at a subscription price of HK\$0.30 per Share, subject to such conditions (if any) on the exercise of the options as stipulated in the offer letter pursuant to the terms of the Share

Option Scheme (2002) of the Company adopted on 15 November 2002 (the “**Share Option Scheme**”), and the Board of Directors of the Company (the “**Board**”) be and is hereby authorized to take all such steps as they consider necessary, desirable or expedient in connection with the grant of these options.”

AS AN ORDINARY RESOLUTION

3. “**THAT** options be and are hereby authorized to be granted to Mr. Kaiqiang Fan for him to subscribe for 20 million ordinary shares of US\$0.01 each in the capital of the Company (the “**Shares**”) at a subscription price of HK\$0.30 per Share, subject to such conditions (if any) on the exercise of the options as stipulated in the offer letter pursuant to the terms of the Share Option Scheme (2002) of the Company adopted on 15 November 2002 (the “**Share Option Scheme**”), and the Board of Directors of the Company (the “**Board**”) be and is hereby authorized to take all such steps as they consider necessary, desirable or expedient in connection with the grant of these options.”

AS AN ORDINARY RESOLUTION

4. “**THAT**, the existing scheme mandate limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares of the Company in issue as at the date of passing this resolution (the “**Renewed Scheme Mandate**”) and that the Board be and is hereby authorized to grant options under the Share Option Scheme up to the Renewed Scheme Mandate and to take all such steps as they consider necessary, desirable or expedient to implement the Renewed Scheme Mandate.”

AS AN ORDINARY RESOLUTION

5. “**THAT** Grant Thornton be and are hereby appointed as the auditors of the Company in place of PricewaterhouseCoopers to hold office until the conclusion of the next annual general meeting of the Company at a fee to be agreed with the Directors.”

On behalf of the Board of
Regent Pacific Group Limited
Clara Cheung
Director

Directors of the Company:

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

* *Non-Executive Directors*

Independent Non-Executive Directors

Hong Kong, 25 May 2006

Notes:

1. Shareholders are recommended to read the shareholders' circular dated 25 May 2006 issued by the Company, which contains detailed information concerning the resolutions proposed for the meeting being convened by this notice.
2. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting if he so wishes.
3. In order for it to be valid, the form of proxy, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited with the Company Secretary at the Company's principal place of business in Hong Kong at Suite 1401, Henley Building, 5 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for the meeting or its adjourned meeting.
4. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Register of Members of the Company in respect of such joint holding.
5. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.



REGENT PACIFIC GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)

**Form of Proxy
for use at the Extraordinary General Meeting
to be held on Friday, 16 June 2006 (“Meeting”)**

I/We⁽¹⁾, _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares of US\$0.01 each in the capital of Regent Pacific Group Limited (the “Company”), HEREBY APPOINT⁽³⁾ the duly appointed chairman of the Meeting or _____
of _____
or failing him/her, _____
of _____
as my/our proxy to attend and act for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at The Lagoon Ballroom, The Landmark Macau*, 555 Avenida da Amizade, Macau on Friday, 16 June 2006 at 11:00 am (and at any adjournments thereof) and at such Meeting (and at any adjournments thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit (*Shuttle buses of The Landmark Macau will depart from the New Macau Maritime Ferry Terminal at 10:15 am and 10:45 am).

Ordinary Resolutions

	For⁽⁴⁾	Against⁽⁴⁾
1. To authorise the directors of the Company to issue the Tranche B Shares (as defined in the circular dated 25 May 2006)	<input type="checkbox"/>	<input type="checkbox"/>
2. To grant an option in respect of 45,600,000 shares to Jamie Gibson	<input type="checkbox"/>	<input type="checkbox"/>
3. To grant an option in respect of 20,000,000 shares to Kaiqiang Fan	<input type="checkbox"/>	<input type="checkbox"/>
4. To refresh the mandate limit of the Share Option Scheme (2002)	<input type="checkbox"/>	<input type="checkbox"/>
5. To appoint Grant Thornton as the auditors of the Company in place of PricewaterhouseCoopers	<input type="checkbox"/>	<input type="checkbox"/>

I/We also hereby authorise my/our proxy to vote for me/us on my/our behalf in respect of any other resolutions and/or amended resolutions in his/her absolute discretion at the Meeting (and at any adjournments thereof)^{(5)#}.

Please delete this paragraph if not appropriate

Signature⁽⁶⁾ _____

Dated this _____ day of _____ 2006

Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS. The names of ALL joint registered holders should be stated.
- Please insert the number of shares of US\$0.01 each in the capital of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If you wish to appoint a proxy other than the chairman of the Meeting, please strike out the words “the duly appointed chairman of the Meeting or” and insert the name and address of your proxy in the space provided. A member entitled to attend and vote at the Meeting 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. If no name is inserted, the chairman of the Meeting will act as your proxy.
- Important: If you wish to vote in favour of any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote or abstain at his/her discretion.**
- Important: If you do not wish to authorise your proxy to vote for you in respect of any other resolutions and/or amended resolutions in his/her absolute discretion at the Meeting (and at any adjournments thereof), please delete this paragraph. Failure to delete the paragraph is deemed to be your consent to entitle your proxy to cast your vote or abstain at his/her discretion in respect of any other resolutions and/or amended resolutions at the Meeting (and at any adjournments thereof).**
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- 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 stand in the Register of Members of the Company in respect of such joint holding.
- In order for it to be valid, this 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 (fax number: (852) 2509 0827) not less than 48 hours before the time appointed for the Meeting or its adjourned meeting.
- Any alteration made to this form of proxy must be initialled by the person who signs it.**