



## **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 2004 will be held at Chater Room II, Function Room Level (B1), The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Thursday, 26 August 2004 at 10:00 am for the following purposes:

1. To receive and consider the audited financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2004.
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 repurchase, on The Stock Exchange of Hong Kong Limited, the shares of US\$0.01 each in the capital of the Company (**“Shares”**), subject to and in accordance with all applicable laws, rules and regulations and the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period;
- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such prices as the Directors may at their discretion determine;
- (c) the aggregate number of Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10 per cent of the issued voting share capital of the Company as at the date of the passing of this Resolution;

- (d) for the avoidance of doubt, the non-voting convertible deferred shares of US\$0.01 each in issue in the capital of the Company shall not be counted in the Company's issued voting share capital for the purpose of calculating the 10 per cent limit referred to in sub-paragraph (c) above; and
- (e) for the purposes of this Resolution, "**Relevant Period**" means the period from the date of the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
  - (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company at a general meeting."

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

**AS A SPECIAL RESOLUTION**

"**THAT** the new articles of association of the Company (the "**New Articles of Association**"), having incorporated the amendments set out in the appendix to the shareholders' circular dated 30 July 2004 issued by the Company (the "**Circular**") (copies of the New Articles of Association and the Circular are produced at the meeting marked "A" and "B" respectively and signed by the chairman of the meeting for the purpose of identification), be and are hereby adopted."

By Order of the Board of  
**Regent Pacific Group Limited**

**Stella Fung**  
*Company Secretary*

**Directors of the Company:**

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

\* *Non-Executive Directors*

# *Independent Non-Executive Directors*

Hong Kong, 30 July 2004

**Notes:**

1. The audited financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2004 are set out in the Company's annual report.
2. The Directors have recommended a final dividend for the year ended 31 March 2004 instead of the second interim dividend announced on 19 July 2004.
3. The directors standing for re-election under Resolution numbered 3 are Clara Cheung, Robert Whiting and Anderson Whamond. Biographical details of the retiring Directors are set out in the shareholders' circular dated 30 July 2004 issued by the Company (the "**Circular**"), which accompanies the Company's annual report for the year ended 31 March 2004.
4. PricewaterhouseCoopers will retire at the Company's annual general meeting for Year 2004 being convened by this notice (the "**2004 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 3 September 2003 to repurchase, on The Stock Exchange of Hong Kong Limited (the "**HK Stock Exchange**"), the Company's shares up to a maximum of 10 per cent of the Company's then issued and fully paid voting share capital will expire at the conclusion of the 2004 Annual General Meeting. Accordingly, the Directors propose Ordinary Resolution numbered 5 to renew the repurchase mandate.

The repurchase mandate, if approved at the 2004 Annual General Meeting, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a shareholders' resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning Ordinary Resolution numbered 5 in respect of the repurchase mandate.

6. The Directors propose Special Resolution numbered 6 to adopt the new articles of association of the Company in order for the Company's constitutional document to be in compliance of The Rules Governing the Listing of Securities on the HK Stock Exchange, as amended on 31 March 2004. Shareholders are recommended to check the proposed amendments as set out in the Circular.
7. 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.
8. 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.
9. 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.
10. In the case of a conflict between the English text of this notice and its Chinese translation, the English text will prevail.

Please also refer to the published version of this announcement in The Standard.