



Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

22 November 2007



ANNOUNCEMENT

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held at Meeting Room 3, 1st Floor, Wynn Macau*, Rua Cidade de Sintra, Nape, Macau on Saturday, 8 December 2007 at 11:00 am to consider and, if thought fit, pass (with or without amendments) the following resolutions (*Shuttle buses of Wynn Macau will depart from the New Macau Maritime Ferry Terminal at 10:30 am and 10:45 am):

AS ORDINARY RESOLUTIONS

1. **“THAT:**
 - (A) (i) the Transaction and the transactions and agreements contemplated under or incidental to the Transaction (including the Share Purchase Agreement, the Amendment Agreement, the Offer, the Finder’s Fee Agreement, the ACIL Project SPA and the Ji Ri Ga Lang Project SPA (the Aforementioned documents collectively defined as the **“Transaction Documents”**), but excluding from this resolution 1(A) the transactions and agreements under or incidental to the matters set out in resolutions 2(A) and 3(A) below); and (ii) the execution, performance and implementation of the Transaction Documents and ancillary matters contemplated thereunder, be and are hereby approved, confirmed and ratified;
 - (B) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consideration Shares, the Additional Consideration Shares and the Finder’s Fee Shares, the issue of the Consideration Shares, the Additional Consideration Shares and the Finder’s Fee Shares as payment of the consideration under the Share Purchase Agreement, the Offer and the Finder’s Fee Agreement be and is hereby approved; and



- (C) any Director be and is hereby authorised on behalf of the Company to exercise, perfect and deliver all such documents and do all such acts and things and any two Directors or any Director and the company secretary of the Company be and are hereby authorised to affix the Company's seal to all such documents and deliver the same as deeds of the Company, in any such case as may be necessary or desirable to implement or give effect to the terms of the Transaction Documents and the transactions and ancillary agreements or documents contemplated thereunder (including, without limitation, the execution of any deeds and/or documents in connection with the transactions and agreements contemplated in resolution 1(A) above and the exercise or enforcement of any rights thereunder) and to make and agree such variations to the terms of the Transaction Documents and ancillary agreements or documents contemplated thereunder as he or she or they, in his or her or their absolute discretion, may consider to be desirable, appropriate or necessary and in the interests of the Company."

2. **"THAT:**

- (A) (i) the Possible Project 3 Further Acquisition (together with the associated payment of a further US\$5 million to CCAC) contemplated under the ACIL Project SPA; and (ii) the execution, performance and implementation of the documents and agreements relating thereto and ancillary matters contemplated thereunder, be and are hereby approved, confirmed and ratified; and
- (B) any Director be and is hereby authorised on behalf of the Company to exercise, perfect and deliver all such documents and do all such acts and things and any two Directors or any Director and the company secretary of the Company be and are hereby authorised to affix the Company's seal to all such documents and deliver the same as deeds of the Company, in any such case as may be necessary or desirable to implement or give effect to the transactions and agreements contemplated in resolution 2(A) above and the transactions and ancillary agreements or documents contemplated thereunder (including, without limitation, the execution of any deeds and/or documents in connection with the transactions and agreements contemplated in resolution 2(A) above and the exercise or enforcement of any rights thereunder) and to make and agree such variations to the transactions and agreements contemplated in resolution 2(A) above and ancillary agreements or documents contemplated thereunder as he or she or they, in his or her or their absolute discretion, may consider to be desirable, appropriate or necessary and in the interests of the Company."

3. **"THAT:**

- (A) (i) the consummation by CCEC or entities controlled or to be controlled by it of the transactions and agreements under or incidental to the Yuke Coal Option Agreement, including the exercise of the option granted to CCEC therein to acquire Yuke Coal and, following any such exercise, the performance and consummation of the Yuke Coal Acquisition Agreement; and (ii) the execution, performance and implementation of the documents and agreements relating thereto and ancillary matters contemplated thereunder, be and are hereby approved, confirmed and ratified; and
- (B) any Director be and is hereby authorised on behalf of the Company to exercise, perfect and deliver all such documents and do all such acts and things and any two Directors or any Director and the company secretary of the Company be and are hereby authorised to affix the Company's seal to all such documents and deliver the same as deeds of the



Company, in any such case as may be necessary or desirable to implement or give effect to the transactions and agreements contemplated in resolution 3(A) above and the transactions and ancillary agreements or documents contemplated thereunder (including, without limitation, the execution of any deeds and/or documents in connection with the transactions and agreements contemplated in resolution 3(A) above and the exercise or enforcement of any rights thereunder) and to make and agree such variations to the transactions and agreements contemplated in resolution 3(A) above and ancillary agreements or documents contemplated thereunder as he or she or they, in his or her or their absolute discretion, may consider to be desirable, appropriate or necessary and in the interests of the Company.”

4. “**THAT** the Authorised Share Capital be increased from US\$55,500,062.50 comprising: (i) 5,000,000,000 Shares; (ii) 550,000,000 unclassified shares of US\$0.01 par value each (which may be issued as Shares or as Deferred Shares); and (iii) 6,250 Redeemable Convertible Preference Shares, to US\$105,500,062.50 comprising: (a) 10,000,000,000 Shares; (b) 550,000,000 unclassified shares of US\$0.01 par value each (which may be issued as Shares or as Deferred Shares); and (c) 6,250 Redeemable Convertible Preference Shares.”
5. “**THAT** there be granted to the Directors the Proposed Specific Mandate to issue, allot and otherwise deal with up to 4,000,000,000 new Shares and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) in respect thereof, subject to the following conditions:
 - (A) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save that the Directors may, during the Relevant Period, make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (B) the price at which any or all of the new Shares may be issued and allotted by the directors of the Company pursuant to this resolution 5 shall be determined by reference to the prevailing market price of the Shares at the time of entering into an agreement for the issuance of the new Shares and all other relevant market considerations. The proposed indicative price range will not be less than HK\$0.52 per Share and shall, in any event, not be less than 80 per cent. of the benchmarked price of the Shares of the Company, such benchmarked price being the higher of:
 - (i) the closing price on the date of the relevant placing agreement or other agreement involving the exercise of the Proposed Specific Mandate; and
 - (ii) the average closing price in the 5 trading days immediately prior to the earlier of:
 - (1) the date of announcement of the placing or the proposed transaction or arrangement involving the exercise of the Proposed Specific Mandate;
 - (2) the date of the placing agreement or other agreement involving the exercise of the Proposed Specific Mandate; and
 - (3) the date on which the placing or subscription price is fixed;



(C) any new Shares to be issued and allotted pursuant to the Proposed Specific Mandate shall be offered to investors who are independent of and not connected with any director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries or an associate (as defined in the Listing Rules) of any of them, save and unless as permitted under the Listing Rules or necessary independent Shareholders' approval has been obtained for the issued and allotment of any new Shares to connected persons, in full compliance with the rules and regulations of the Listing Rules and all applicable laws; and

(D) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution 5 until whichever is the earlier of:

- (i) the first Business Day falling two months from the date of this EGM (or any adjournment thereof); and
- (ii) the revocation or variation of this resolution 5 by an ordinary resolution of the Shareholders at a general meeting."

By Order of the Board of
Regent Pacific Group Limited

Stella Fung
Company Secretary

Directors of the Company:

James Mellon (*Chairman*)^{*}
Jamie Gibson (*Chief Executive Officer*)
Clara Cheung
David Comba[#]
Julie Oates[#]
Patrick Reid[#]
Mark Searle[#]
John Stalker^{*}
Jayne Sutcliffe^{*}
Dr Youzhi Wei^{*}
Anderson Whamond^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 22 November 2007



Notes:

1. Shareholders are recommended to read the shareholders' circular dated 22 November 2007 issued by the Company (the "**Circular**"), 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.
6. Unless the context otherwise requires, capitalised terms used in this notice shall have the same meaning given to them in the Circular of which this notice forms part.