



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.

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