



Regent Pacific Group Limited



(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

29 April 2009

ANNOUNCEMENT



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NOTICE OF EXTRAORDINARY GENERAL MEETING



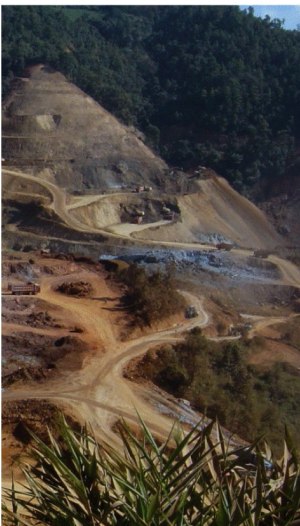
NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company will be held at Ballroom 2, 1st Floor, Wynn Macau*, Rua Cidade de Sintra, Nape, Macau on Friday, 12 June 2009 at 10:30 am for the following purposes (*Shuttle buses of Wynn Macau will depart from the New Macau Maritime Ferry Terminal at 10:00 am and 10:15 am):

1. To consider and, if thought fit, pass (with or without amendments) the following resolution

AS AN ORDINARY RESOLUTION

“THAT:

- (A) (i) the purchase by the Company of 3,500 Redeemable Convertible Preference Shares (the “**RCPS(s)**”) upon and subject to the terms and conditions of the offer letter dated 9 April 2009 addressed by the Company to, and accepted by, the holders thereof (the “**Offer Letter**”) at a subscription price of US\$1,000 in cash for each RCPS, for an aggregate amount of US\$3,500,000 (the “**Transaction**”) be approved and authorised for the purposes of Section





37(3)(d) of the Companies Law (2007 Revision), and (ii) the execution, performance and implementation of the Transaction and all documents and agreements contemplated under or incidental to the Transaction (including the Offer Letter and the payment of the consideration for the RCPSs as specified therein) (the aforementioned documents collectively defined as the “**Transaction Documents**”) be and are hereby approved, confirmed and ratified; and

- (B) any Director be and is hereby authorized 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 authorized 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 deed 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. To consider and, if thought fit, pass (with or without amendments) the following resolution

AS AN ORDINARY RESOLUTION

“**THAT**, subject to the passing of Resolution 1 and the consummation of the Transaction (as evidenced by the cancellation of the RCPSs in the Register of Members of the Company upon their repurchase):

- (i) the 6,250 Redeemable Convertible Preference Shares which have not been taken, or agreed to be taken, by any person, shall be cancelled pursuant to and in accordance with Section 13(1)(e) of the Companies Law (2007 Revision); and
- (ii) the authorised share capital of the Company shall be diminished by the amount of the RCPSs so cancelled,

From: 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 non-voting convertible deferred shares); and (c) 6,250 Redeemable Convertible Preference Shares,



To : US\$105,500,000.00, comprising (a) 10,000,000,000 Shares; and (b) 550,000,000 unclassified shares of US\$0.01 par value each (which may be issued as Shares or as non-voting convertible deferred shares).”

3. To consider and, if thought fit, pass the following resolution

AS A SPECIAL RESOLUTION

“**THAT**, subject to the passing of Resolution 1 and the consummation of the Transaction (as evidenced by the cancellation of the RCPSs in the Register of Members of the Company upon their repurchase), the Articles of Association of the Company be amended by the deletion in its entirety of Article 8A (which set out the rights attaching to the Redeemable Convertible Preference Shares and which was inserted into the Articles of Association pursuant to a special resolution passed on 23 November 2006).”

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*)
Clara Cheung
David Comba[#]
Julie Oates[#]
Mark Searle[#]
Jayne Sutcliffe^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 29 April 2009



Notes:

1. Shareholders are recommended to read the shareholders' circular dated 29 April 2009 issued by the Company (the "**Circular**"), which contains important information concerning the resolutions proposed at the extraordinary general meeting being convened by this notice.

Unless the context requires otherwise, capitalised terms used in this notice shall have the same meaning given to them in the Circular, of which this notice forms part.

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.