



## **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, 18 November 2005 at 11:00 am for the following purposes (\*Shuttle buses of The Landmark Macau will depart from the New Macau Maritime Ferry Terminal at 10:15 am and 10:45 am):

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

#### **AS AN ORDINARY RESOLUTION**

“**THAT** a special interim dividend of 22 Hong Kong cents per share be declared for the year ending 31 March 2006 out of the Company’s share premium, with an option to elect to receive the dividend by way of new shares in the Company, credited as fully paid, in respect of part or all of such dividend, to those shareholders whose names are recorded on the Principal or Branch Register of Members of the Company on Friday, 18 November 2005.”

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

#### **AS AN ORDINARY RESOLUTION**

“**THAT** in order for the Company to issue new shares under the scrip alternative of the special interim dividend approved by Ordinary Resolution numbered 1 above, there be granted to the directors of the Company a specific mandate to issue, allot and otherwise deal with additional shares of US\$0.01 each in the capital of the Company up to a maximum of 3.37 billion shares, assuming that all shareholders elect to receive scrip and the new shares are to be issued at its minimum price, being the par value of US\$0.01 each.”

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

**AS AN ORDINARY RESOLUTION**

“**THAT** the authorised share capital of the Company be increased from US\$25,500,000 comprising 2,000,000,000 ordinary shares of US\$0.01 each (“**Ordinary Share(s)**”) and 550,000,000 unclassified shares of US\$0.01 each which may be issued as Ordinary Shares or as non-voting convertible deferred shares of US\$0.01 each (“**Deferred Share(s)**”) to US\$55,500,000 comprising 5,000,000,000 Ordinary Shares and 550,000,000 unclassified shares of US\$0.01 each which may be issued as Ordinary Shares or as Deferred Shares”

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<sup>#</sup><sup>☉</sup>  
Julie Oates<sup>#</sup>  
Patrick Reid<sup>#</sup><sup>☉</sup>  
Mark Searle<sup>#</sup>  
Jayne Sutcliffe\*  
Anderson Whamond\*

\* *Non-Executive Directors*

# *Independent Non-Executive Directors*

☉ *Their appointment took effect after the former Board recommended that shareholders approve the special interim dividend referred to in Ordinary Resolution numbered 1*

Hong Kong, 31 October 2005

*Notes:*

1. Shareholders are recommended to read the shareholders’ circular dated 31 October 2005 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.