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If you have sold all your shares in Regent Pacific Group Limited, you should at once hand this document, together with the proxy form for use at the relevant meeting, to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

Executive Directors:

Jamie Gibson (*Chief Executive Officer*)
Karin Schulte

Registered office:

Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Non-Executive Directors:

Anthony Baillieu (*Chairman*)[#]
James Mellon
Mark Searle[#]
Jayne Sutcliffe
Anderson Whamond

Principal place of business:

Suite 1501
Henley Building
5 Queen's Road Central
Hong Kong

Independent Directors

30 July 2003

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam

**GENERAL MANDATE
TO REPURCHASE THE COMPANY'S OWN SHARES**

1 INTRODUCTION

The general mandate granted to the directors (the "**Directors**") of Regent Pacific Group Limited (the "**Company**" and collectively with its subsidiaries, the "**Group**") at the Company's last annual

general meeting held on 15 November 2002 to repurchase, on The Stock Exchange of Hong Kong Limited (the “**HK Stock Exchange**”), the shares of US\$0.01 each in the capital of the Company (“**Share(s)**”) 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 annual general meeting of the Company for Year 2003 convened to be held on Wednesday, 3 September 2003 (the “**2003 Annual General Meeting**”) provided that it is not revoked or varied before then.

Accordingly, the Directors have proposed Ordinary Resolution numbered 4 at the 2003 Annual General Meeting to renew the repurchase mandate. This document provides shareholders with all the information reasonably necessary to enable them to make an informed decision as to whether to vote in favour of such resolution.

2 REPURCHASE MANDATE

The proposed Ordinary Resolution numbered 4 set out in the notice convening the 2003 Annual General Meeting (the “**2003 AGM Notice**”) will, if passed, grant an unconditional general mandate (the “**Repurchase Mandate**”) to the Directors authorising them to repurchase, on the HK Stock Exchange, up to a maximum of 10 per cent of the fully paid voting Shares in issue as at the date when the relevant resolution is passed. For the avoidance of doubt, the non-voting convertible deferred shares of US\$0.01 each in issue in the capital of the Company (“**Deferred Shares**”) shall not be counted in the Company’s issued voting share capital for the purpose of calculating the aforesaid 10 per cent limit. The Repurchase Mandate, if approved at the 2003 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.

As at 23 July 2003 (the “**Latest Practicable Date**”), being the latest practicable date prior to the printing of this document for ascertaining certain information for inclusion in this document, there were 1,100,200,088 voting Shares in issue. Accordingly, on the assumption that prior to the date of the 2003 Annual General Meeting, (i) no additional Shares will be issued; (ii) no Deferred Shares will be converted into ordinary Shares; and (iii) no Shares will be repurchased by the Company, exercise in full of the Repurchase Mandate would result in up to 110,020,008 Shares being repurchased by the Company during the Relevant Period (as defined in the proposed Ordinary Resolution numbered 4 in the 2003 AGM Notice).

The Directors have undertaken to the HK Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with The Rules Governing the Listing of Securities on the HK Stock Exchange (the “**HK Listing Rules**”) and the laws of the Cayman Islands.

(a) Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from shareholders to enable the Company to repurchase its securities. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

(b) **Funding of repurchases**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the laws of the Cayman Islands. Such funds may include capital paid up on the purchased securities, profits otherwise available for dividends or the proceeds of a new issue of Shares.

If the Repurchase Mandate were exercised in full, there could be a material adverse effect on the working capital position of the Group or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Group (as compared with the position disclosed in the audited consolidated financial statements as at 31 March 2003). The Directors therefore do not propose to exercise the Repurchase Mandate to such an extent unless the Directors determine that such repurchases are, taking account of all relevant factors, in the best interests of the Group.

(c) **Dealing restrictions**

In any one calendar month, the Company shall not purchase securities on the HK Stock Exchange more than 25 per cent of the total number of that kind of securities which were traded on the HK Stock Exchange in the preceding calendar month, as stated in the HK Stock Exchange's daily quotations sheets for the previous month. The Company shall not purchase securities on the HK Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the HK Stock Exchange from time to time.

The Company may not purchase securities on the HK Stock Exchange at any time after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information is made publicly available. In particular, unless the circumstances are exceptional, the Company should not purchase securities on the HK Stock Exchange during the period commencing one month immediately preceding the earlier of:

- (i) the date of the board meeting of the Company (as such date is first notified to the HK Stock Exchange in accordance with paragraph 12 of the listing agreement (the "**Listing Agreement**") entered into by the Company with the HK Stock Exchange, in the form set out in Appendix 7b to the HK Listing Rules as from time to time amended) for the approval of the Company's interim or annual results for any financial year; and
- (ii) the deadline for the Company to publish its interim or annual results announcement for any financial year under its Listing Agreement,

and ending on the date of the results announcement.

Any purchase of Shares which would result in the number of Shares held by the public being reduced to less than 25 per cent of the Shares then in issue could only be implemented with the agreement of the HK Stock Exchange to waive the HK Listing Rules requirements regarding the public shareholding. Exercise of the Repurchase Mandate in full will not, however, result in the Company's public float being reduced to less than the prescribed requirement.

The Company shall not knowingly purchase securities from a Connected Person (as defined in the HK Listing Rules) and a Connected Person shall not knowingly sell his securities to the Company, on the HK Stock Exchange. None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates intends to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such mandate is approved by shareholders. No other Connected Persons have notified the Company that they intend to sell Shares to the Company or have undertaken to the Company not to do so, in the event that the Repurchase Mandate is approved by shareholders.

(d) **Status of repurchased securities**

The listing of all securities repurchased by a listed company (whether on the HK Stock Exchange or otherwise) shall be automatically cancelled upon repurchase and the corresponding certificates will be cancelled and destroyed as soon as reasonably practicable following the settlement of any such purchases. Under the Cayman Islands law, the securities so repurchased will be treated as having been cancelled.

Repurchases of Shares will not cause any change in the authorised share capital of the Company.

(e) **Repurchases of securities**

During the six months immediately preceding the Latest Practicable Date, no Shares were repurchased by the Company or any of its subsidiaries, either on the HK Stock Exchange or otherwise.

At the Company's last annual general meeting, a general mandate was also granted to the Directors for repurchasing, on the HK Stock Exchange, its own registered warrants ("**Warrants 2003**") up to a maximum of 10 per cent of the then outstanding Warrants 2003. The subscription period of the Warrants 2003 expired on 30 June 2003. Unexercised subscription rights at such date lapsed and the Warrants 2003 ceased to be valid for any purpose. Subsequent to the grant of such general mandate and prior to 30 June 2003, no Warrants 2003 were repurchased by the Company or any of its subsidiaries, either on the HK Stock Exchange or otherwise.

(f) **Market prices**

The highest and lowest prices at which the Shares were traded on the HK Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded price per Share (HK\$)	Lowest traded price per Share (HK\$)
2002		
July	0.320	0.255
August	0.300	0.249
September	0.260	0.220
October	0.270	0.220
November	0.255	0.230
December	0.250	0.220
2003		
January	0.238	0.220
February	0.240	0.210
March	0.245	0.205
April	0.208	0.166
May	0.243	0.190
June	0.290	0.222

(g) **HK Takeovers Code**

If, as a result of a share repurchase by the Company, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purpose of The Hong Kong Code on Takeovers and Mergers (the "**HK Takeovers Code**"). Accordingly, a shareholder, or groups of shareholders acting in concert, could, depending upon the level of increase in shareholding interest(s), obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the HK Takeovers Code. As at the Latest Practicable Date, according to the Register of Interests in Shares and Short Positions of Substantial Shareholders being kept by the Company pursuant to Part XV of the Securities and Futures Ordinance, James Mellon holds a 23.32 per cent interest in the total issued voting share capital of the Company. In addition, he also holds 86,728,147 Deferred Shares. Upon full conversion of such Deferred Shares, Mr Mellon would hold a 28.92 per cent interest in the enlarged issued voting share capital of the Company. Accordingly, if 86,728,147 Deferred Shares were fully converted into ordinary Shares and the Repurchase Mandate were exercised in full, James Mellon would hold 31.88 per cent of the Company's total issued voting share capital and become obliged to make a mandatory general offer under the HK Takeovers Code. Currently, the Company is not aware of any intention of Mr Mellon to convert his Deferred Shares to an extent at which such a mandatory general offer would be triggered and the Company does not intend to exercise the Repurchase Mandate to an extent to give rise of such an obligation to Mr Mellon.

3 THE 2003 ANNUAL GENERAL MEETING

The 2003 AGM Notice is set out in the annual report of the Company for the year ended 31 March 2003, which accompanies this document. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it, 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, to the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the meeting or its adjourned meeting. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

4 DIRECTORS' RECOMMENDATION

The Directors consider that the Repurchase Mandate is in the best interests of the Group. Accordingly, the Directors recommend that all shareholders vote in favour of the Ordinary Resolution numbered 4 proposed at the 2003 Annual General Meeting.

Yours faithfully
On behalf of the Board of
Regent Pacific Group Limited

Anthony Baillieu
Chairman