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If you have sold all your shares in Regent Pacific Group Limited, you should, without delay, hand this document, together with the accompanying proxy form, to the purchaser or to the stockbroker, bank manager 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)

(Stock code: 0575)

**RECOMMENDATION OF SPECIAL INTERIM DIVIDEND
FOR THE YEAR ENDING 31 MARCH 2006**

A notice convening an extraordinary general meeting of Regent Pacific Group Limited is set out in Page 9 of 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 to the Company Secretary at the Company's principal place of business in Hong Kong as soon as possible but in any event not later than 11:00 am on Wednesday, 16 November 2005. 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.

31 October 2005

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LETTER FROM THE BOARD



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

Executive Directors:

Jamie Gibson (*Chief Executive Officer*)
Clara Cheung

Non-Executive Directors:

James Mellon (*Chairman*)
David Comba^{#*}
Julie Oates[#]
Patrick Reid^{#*}
Mark Searle[#]
Jayne Sutcliffe
Anderson Whamond

[#] *Independent Non-Executive Directors*

^{*} *Their appointment took effect after the former Board recommended that shareholders approve the Special Interim Dividend*

Registered office:

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

Principal place of business in Hong Kong:

Suite 1401
Henley Building
5 Queen's Road Central
Hong Kong

31 October 2005

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam

RECOMMENDATION OF SPECIAL INTERIM DIVIDEND FOR THE YEAR ENDING 31 MARCH 2006

1. INTRODUCTION

The directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**” and collectively with its subsidiaries, the “**Group**”) announced on 27 October 2005 that the directors of Bridge Investment Holding Limited (“**BIH**”), a 40.2% associate of the Company, declared a dividend of US\$2.0925 per share on 10 October 2005. The dividend was paid in cash to all BIH shareholders on 17 October 2005, and accordingly the Company has received US\$37,665,000 (or HK\$293,787,000).

LETTER FROM THE BOARD

Accordingly, the Directors resolved on 27 October 2005 to recommend a special interim dividend of **22 HK cents per share** for the year ending 31 March 2006 (the “**Special Interim Dividend**”), subject to shareholders’ approval. 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 the Special Interim Dividend and other related resolutions proposed at the extraordinary general meeting of the Company, whose notice is enclosed in this circular.

2. RECOMMENDATION OF SPECIAL INTERIM DIVIDEND

The Directors resolved on 27 October 2005 to recommend a special interim dividend of **22 HK cents per share** for the year ending 31 March 2006 out of the Company’s share premium, subject to shareholders’ approval. On the basis of the Company’s existing issued share capital comprising 1,107,226,089 ordinary shares and 86,728,147 non-voting convertible deferred shares, payment of the Special Interim Dividend will amount to approximately US\$33.68 million (HK\$262.70 million) or approximately 90% of the proceeds received from BIH, which complies with the Board’s stated policy for distributing 90% of any realisation received from BIH, subject to the Group retaining sufficient working capital for the next 24 months.

It is expected that the Special Interim Dividend will be payable on **Friday, 16 December 2005** in cash, either in Hong Kong dollars or in United States dollars at the exchange rate quoted by Citibank NA, Hong Kong at **4:00 pm (Hong Kong time) on Friday, 18 November 2005**, to those shareholders whose names are recorded on the Principal or Branch Register of Members of the Company on **Friday, 18 November 2005**, with an option to receive the Special Interim Dividend by way of new shares in the Company (“**Shares**”), credited as fully paid, in respect of part or all of such Special Interim Dividend.

2.1 Cash dividend

Shareholders may elect to receive the Special Interim Dividend wholly in cash. They will be requested to indicate in the Election Form (as referred to in paragraph 8 below) to elect the currency in which they wish to receive the Special Interim Dividend.

2.2 Scrip dividend

Shareholders may elect to receive the Special Interim Dividend wholly by way of new Shares credited as fully paid (the “**Scrip Dividend Scheme**”) by indicating their wish in the Election Form (as referred to in paragraph 8 below). The market value of the Shares to be issued under the Scrip Dividend Scheme will be fixed by reference to the average of the closing prices of the Shares quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the five trading days during the period from Monday, 14 November 2005 (the day on which the shares will be first quoted ex-dividend) to Friday, 18 November 2005 (both days inclusive), with any adjustments which the Directors in their absolute discretion consider necessary, as detailed in a circular containing full details of the Scrip

LETTER FROM THE BOARD

Dividend Scheme to be despatched to shareholders of the Company after the Special Interim Dividend has been approved at the Extraordinary General Meeting (please refer to paragraph 6 below), provided that no Shares will be issued at a discount of its par value of US\$0.01 each.

The number of new Shares to be issued to each shareholder under the Scrip Dividend Scheme will be rounded down to the nearest integral number. Fractional entitlements to new Shares will not be allotted and the benefit thereof will accrue to the Company.

New Shares issued in respect of the Scrip Dividend Scheme will rank *pari passu* in all respects with the existing ordinary shares of the Company as at the date of issue, save that they will not be entitled to the Special Interim Dividend. Such new Shares will rank in full for all future dividends and distributions which may be declared, made or paid after the date of issue thereof.

The proposed Scrip Dividend Scheme is conditional upon, *inter alia*, the Stock Exchange granting listing of, and permission to deal in, the new Shares to be issued under the Scrip Dividend Scheme. Application will be made to the Stock Exchange for listing of, and permission to deal in, the new Shares to be issued in respect of the Scrip Dividend Scheme.

2.3 Combination of cash and scrip dividends

Shareholders may elect to receive the Special Interim Dividend partly in cash and partly in new Shares by indicating their wish clearly in the Election Form (as referred to in paragraph 8 below) and electing the currency in which they wish to receive their cash dividend.

2.4 Implications under the Hong Kong Code on Takeovers and Mergers

If, as a result of the election to receive the Special Interim Dividend, wholly or in part, by way of new Shares to be issued under the Scrip Dividend Scheme, 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 "**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 Takeovers Code.

As at 24 October 2005, being the latest practicable date prior to the printing of this circular, according to the Register of Interests in Shares and Short Positions of Substantial Shareholders kept by the Company pursuant to Part XV of the Securities and Futures Ordinance (the "**SFO**"), James Mellon (and his associates) holds a 23.49% interest in the total issued voting share capital of the Company. In addition, his associate also holds 86,728,147 non-voting convertible deferred shares ("**Deferred Shares**") in the issued share capital of the Company. Upon full conversion of such Deferred Shares, Mr Mellon would hold a 29.04% interest in the enlarged issued voting share capital of the Company. In addition, according to the Register of Directors' and Chief Executive's Interests and Short

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Positions kept by the Company pursuant to Part XV of the SFO, Jayne Sutcliffe and Anderson Whamond, both being Directors, hold an interest of 3.50% and 0.45%, respectively, in the total issued voting share capital of the Company. James Mellon, Jayne Sutcliffe and Anderson Whamond (the “**Concert Party Group**”) have registered their aggregate holding as at 19 October 2001 pursuant to Rule 26.6 of the Takeovers Code. Accordingly, if (i) 86,728,147 Deferred Shares were fully converted into ordinary Shares; (ii) James Mellon elects to receive the Special Interim Dividend wholly by way of new Shares to be issued under the Scrip Dividend Scheme; and (iii) shareholders other than the Concert Party Group elect to receive the Special Interim Dividend wholly or partly by way of cash dividend, the Concert Party Group would hold more than 35% of the Company’s total issued voting share capital as enlarged by the issue of new Shares under the Scrip Dividend Scheme and become obliged to make a mandatory general offer under the Takeovers Code.

The Company will closely monitor the situation and in particular, the extent of election by shareholders other than the Concert Party Group to receive the Special Interim Dividend by way of new Shares under the Scrip Dividend Scheme. The Company will scale down the election by the members of the Concert Party Group to receive the Special Interim Dividend by way of new Shares under the Scrip Dividend Scheme so that no obligation to make a mandatory general offer will be triggered by virtue of any such election.

In addition, the Company will also closely monitor the situation to ensure that the Scrip Dividend Scheme will not result in the Company’s public float being reduced to less than the requirement prescribed in The Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange for the Company.

3. PROSPECTS OF THE COMPANY

The Directors refer to the recent announcements issued by the Company in relation to the potential investments by the Company in certain mining projects in the People’s Republic of China (the “**PRC**”).

a. Red Dragon Resources Corporation

The Company announced on 4 July 2005 (and in the shareholders’ circular issued on 25 July 2005) that a cooperation agreement dated 23 June 2005 was entered into by the Company with respect to the conditional acquisition of all the issued share capital of Red Dragon Resources Corporation (“**RDRC BVI**”), which was amended by the side letter dated 28 September 2005 (as announced on 30 September 2005). RDRC BVI is seeking to form a joint venture in the PRC to co-explore and co-develop certain mineral deposits in the PRC. Non-binding heads of agreement (the “**Heads of Agreement**”) was entered into on 17 September 2005 by RDRC BVI with two PRC parties, as announced on 30 September 2005, which outline the principal terms and conditions of the joint venture contract in relation to the mining project and the establishment of the joint venture company. Pursuant to the Heads of Agreement, RDRC BVI shall contribute US\$20 million to the joint venture

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company, being 40% of its total investment and registered capital. The joint venture contract, once it is signed, may constitute a major transaction of the Company under Rule 14.06 of the Listing Rules, and a separate announcement will be issued by the Company in compliance of the requirements set out in the Listing Rules.

b. Red Dragon Minerals Corporation

On 21 January 2005, the Company announced, inter alia, that it entered into an exclusivity agreement dated 20 January 2005 to secure the right to conduct exclusive negotiations in relation to a proposed acquisition of a major interest in Red Dragon Minerals Corporation (“**RDMC**”), which seeks investment opportunities in businesses that are engaged in the exploration, processing and mining of minerals in the PRC. The exclusivity period, having been extended, will expire on 31 December 2005, unless it is further extended by the parties.

RDMC is now beginning to develop its exploration business and has recently formed a joint venture with a PRC party, which is engaged in the exploration of gold in the PRC. The Company is now negotiating with RDMC with an intention of entering into a cooperation agreement pertaining to the joint venture, pursuant to which the Company may initially acquire a minority interest in RDMC.

Shareholders should note that RDRC BVI and the two PRC parties are in active negotiations with the intention of finalising a joint venture contract and the Company is negotiating with RDMC with the intention of finalising the cooperation agreement; in neither case has a definitive agreement been signed as at the date of this announcement. The Group will be required to honour funding commitments in the event that either or both of the above agreements with respect to the joint ventures are entered into. In this connection, the Scrip Dividend Scheme will be of advantage to the Company because, to the extent that shareholders elect to receive scrip dividend, in whole or in part, such cash as would otherwise have been paid to shareholders under the Special Interim Dividend will be retained by the Company for its use as working capital for meeting any funding requirements that may arise in the event that any of the above transactions become materialised.

4. SPECIFIC SHARE ISSUE MANDATE

In order for the Company to issue new Shares under the Scrip Dividend Scheme, an ordinary resolution will be proposed at the Extraordinary General Meeting (please refer to paragraph 6 below) to seek a specific mandate (the “**Specific Share Issue Mandate**”) to be granted to the Directors, authorising them to issue, allot and otherwise deal with additional Shares up to a maximum of 3.37 billion Shares, assuming that all shareholders elect to receive the Special Interim Dividend by way of new Shares and the new Shares are to be issued at its minimum price, being the par value of US\$0.01 each.

5. INCREASE IN AUTHORISED SHARE CAPITAL

In anticipation of the maximum number of new Shares to be issued under the Scrip Dividend Scheme, the Directors are also proposing to increase the Company’s authorised share capital (the

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“**Increase in Capital**”) by the creation of 3,000,000,000 ordinary shares of US\$0.01 each so that immediately after the Increase in Capital the authorised share capital of the Company comprises 5,000,000,000 ordinary shares of US\$0.01 each 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. An ordinary resolution will be proposed at the Extraordinary General Meeting (please refer to paragraph 6 below) to seek shareholders’ approval for the Increase of Capital.

6. EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting of the Company (the “**Extraordinary General Meeting**”) will be convened by a separate notice to be held on Friday, 18 November 2005, at which ordinary resolutions will be presented to seek shareholders’ approval of the Special Interim Dividend, the Specific Share Issue Mandate and the Increase in Capital. A separate announcement will be issued by the Company on the results of the Extraordinary General Meeting, and a circular containing full details of the Scrip Dividend Scheme will be despatched to shareholders of the Company after the Special Interim Dividend has been approved at the Extraordinary General Meeting.

The notice convening the Extraordinary General Meeting is set out in Page 9 of 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 of attorney, to the Company Secretary at the Company’s principal place of business in Hong Kong as soon as possible but in any event not later than 11:00 am on Wednesday, 16 November 2005. 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.

Under Article 66 of the Company’s Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares by or in accordance with the Articles of Association, at any general meeting on a show of hands every member present in person (or being a corporation, present by a representative duly authorised), or by proxy shall have one vote and on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder but so that no amount paid up or credited as paid up on a Share in advance of calls or instalments is treated for the foregoing purposes as paid up on the Share. Where a member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is required under the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- a. by the chairman of such meeting; or

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- b. by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- c. by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- d. by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal not less than one-tenth of the total sum paid up on all Shares conferring that right.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.

In addition, for the information of the shareholders, Article 58 of the Company's Articles of Association provides that two or more members holding at the date of deposit of the requisition not less than one-fifth of the paid up capital of the Company carrying the right of voting at general meetings of the Company or any one member which is a clearing house shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to them by the Company.

7. CLOSURE OF REGISTERS OF MEMBERS

The Registers of Members of the Company will be closed from **Wednesday, 16 November 2005 to Friday, 18 November 2005, both days inclusive**, during which period no transfers of Shares will be effected. In order for shareholders to qualify for the Special Interim Dividend, all completed and stamped transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, for registration **not later than 4:30 pm (Hong Kong time) on Tuesday, 15 November 2005**.

8. ELECTION BY SHAREHOLDERS

It is expected that an election form (the "**Election Form**"), together with a circular giving details of the Scrip Dividend Scheme, will be despatched to shareholders on Friday, 25 November 2005 for them to elect: (i) a cash dividend, or (ii) part cash dividend and part scrip dividend, or (iii) a scrip dividend. In the event that a shareholder shall elect to receive cash dividend, he must elect

LETTER FROM THE BOARD

the currency in which he wishes to receive the dividend. In order for their election to be applicable to the Special Interim Dividend, shareholders are required to return their Election Forms to Tengis Limited at the above address **not later than 4:00 pm (Hong Kong time) on Monday, 12 December 2005** or such later date as specified in the aforesaid circular.

Those shareholders who do not have their Election Form properly completed and returned to Tengis Limited by the designated time will only be entitled to receive the Special Interim Dividend in cash in the currency indicated in the last election form they returned to Tengis Limited or, if no form was ever returned, in the currency in which their last dividend was paid. New shareholders registered after the collection of the election form in respect of the last dividend paid by the Company who do not return the Election Form will receive the Special Interim Dividend in Hong Kong dollars (if they have a Hong Kong registered address on the Company's Registers of Members) or in United States dollars (if they have an overseas registered address on the Company's Registers of Members).

Dividend cheques in relation to the cash dividend and/or share certificates with respect to the shares issued under the Scrip Dividend Scheme are expected to be despatched at the risk of those entitled thereto on or about **Friday, 16 December 2005**.

9. DIRECTORS' RECOMMENDATION

The Directors consider that the Special Interim Dividend, the Specific Share Issue Mandate and the Increase in Capital are in the best interests of the Group. Accordingly, the Directors recommend that shareholders vote in favour of all Ordinary Resolutions proposed at the Extraordinary Annual General Meeting.

On behalf of the Board of
Regent Pacific Group Limited

James Mellon
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

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[#][⊕]
Julie Oates[#]
Patrick Reid[#][⊕]
Mark Searle[#]
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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.