



Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

22 November 2011

ANNOUNCEMENT

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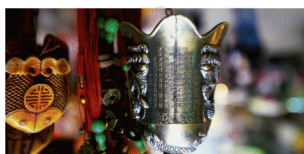
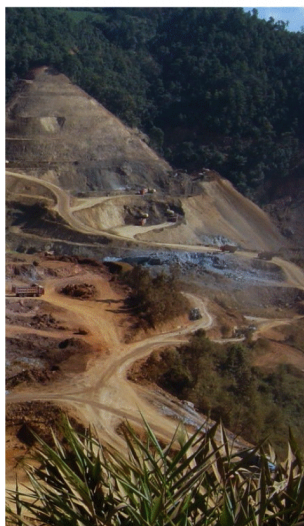
DISCLOSEABLE TRANSACTION: DISPOSAL OF SHARES IN HATHOR EXPLORATION LIMITED

SUMMARY

This announcement is made by the Company in compliance with the disclosure requirements under Chapter 14 of the HK Listing Rules.

The Company announces that between 14 and 21 November 2011 (Canadian time), it disposed of 1,798,100 HAT Shares, being the entire holding of the Company in Hathor, by a series of on-market transactions, at the average price of C\$4.91 (or approximately US\$4.72 or HK\$36.82) per HAT Share, representing approximately 1.41 per cent of the existing issued share capital of Hathor, for an aggregate cash consideration of C\$8,831,734 (or approximately US\$8,498,778 or HK\$66,290,468).

The Disposal has provided the Company with total proceeds (before expenses) of C\$8,831,734 (or approximately US\$8,498,778 or HK\$66,290,468), which will be applied towards other investments as well as working capital.





The Disposal has generated a total net realised gain before expenses of approximately C\$3,167,285 (or approximately US\$3,047,878 or HK\$23,773,448), calculated by deducting the acquisition costs from the total Disposal proceeds (before expenses) of all the HAT Shares disposed of by the Company.

The total net realised gain will represent a 56 per cent. return on investment, which is a remarkable result achieved in a period of just over 11 months.

Following the Disposal, the Company no longer holds any HAT Shares.

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the HK Listing Rules.

This announcement is made by the Company in compliance with the disclosure requirements under Chapter 14 of the HK Listing Rules.

Disposal of shares in Hathor

The Company announces that between 14 and 21 November 2011, it disposed of 1,798,100 HAT Shares, being the entire holding of the Company in Hathor, by a series of on-market transactions, at the average price of C\$4.91 (or approximately US\$4.72 or HK\$36.82) per HAT Share, representing approximately 1.41 per cent of the existing issued share capital of Hathor, for an aggregate cash consideration of C\$8,831,734 (or approximately US\$8,498,778 or HK\$66,290,468).

All of the Company's 1,798,100 HAT Shares were acquired by the Company during the period from 6 December 2010 to 29 July 2011, by a series of on-market transactions, for an aggregate cash consideration of C\$5,664,449 (or approximately US\$5,450,899 or HK\$42,517,012).

The Disposal has provided the Company with total proceeds (before expenses) of C\$8,831,734 (or approximately US\$8,498,778 or HK\$66,290,468), which will be applied towards other investments as well as working capital.

The Disposal has generated a total net realised gain before expenses of approximately C\$3,167,285 (or approximately US\$3,047,878 or HK\$23,773,448), calculated by deducting the acquisition costs from the total Disposal proceeds (before expenses) of all the HAT Shares disposed of by the Company.



The Company expects to recognise in its income statement a gain different from that disclosed above, principally by reference to the carrying value of all the HAT Shares the subject of the Disposal as recorded in the Company's accounts. The difference between the two calculations arises and is derived from: (i) an unrealised loss of approximately US\$257,000 recognised and recorded in the previous financial year; and (ii) the relevant exchange rate ascribed by the Company at the relevant trade date for each acquisition of HAT Shares.

The total net realised gain will represent a 56 per cent. return on investment, which is a remarkable result achieved in a period of just over 11 months.

Following the Disposal, the Company no longer holds any HAT Shares.

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the HK Listing Rules.

Basis of consideration

The consideration for the Disposal was determined on the basis of normal commercial terms and arm's length transactions by on-market trades.

In respect of the Company's interest in Hathor, the Company's attributable share (being 1.41 per cent.) of Hathor's: (i) net loss for the financial year ended 31 March 2011 from continued operations is C\$59,617 (or approximately US\$57,369 or HK\$447,478); and (ii) net loss for the financial year ended 31 March 2010 from continued operations is C\$55,031 (or approximately US\$52,956 or HK\$413,057), both before taxation and extraordinary items.

In respect of the Company's interest in Hathor, the Company's attributable share (being 1.41 per cent.) of Hathor's: (i) net loss for the financial year ended 31 March 2011 from continued operations is C\$80,307 (or approximately US\$77,279 or HK\$602,776); and (ii) net profit for the financial year ended 31 March 2010 from continued operations is C\$7,710 (or approximately US\$7,419 or HK\$57,868), both after taxation and extraordinary items.

The net asset value of Hathor was C\$157,861,226 (or approximately US\$151,909,858 or HK\$1,184,896,892) as 30 September 2011, as reported in Hathor's latest publicly disclosed interim financial statements for the period ended 30 September 2011.



Principal business activities of Hathor

Hathor is a junior uranium company focused on exploration projects in the Athabasca Basin of Northern Saskatchewan, Canada. Hathor's stated goal is to discover, advance and develop high grade, world class uranium deposits.

Hathor's main exploration properties are located within the eastern corridor of the Athabasca Basin which hosts all of Canada's producing uranium mines and accounts for approximately 23 per cent. of global production. Current mining reserves in this area exceed 25 years.

Hathor is currently advancing its Roughrider uranium project (Midwest Northeast).

Further information on Hathor can also be found on its website www.hathor.ca.

Use of proceeds

The net proceeds to be received from the Disposal will be used by the Company for investment and working capital purposes.

Reasons for disposal of shares in Hathor

As has been widely reported in the financial media, Hathor is currently the subject of competing takeover offers made by Rio Tinto Group and Cameco Corporation.

On 17 November 2011 Rio Tinto Group raised its offer for Hathor to C\$4.70 (or approximately US\$4.52 or HK\$35.26) a HAT Share (up from its previous proposal of C\$4.15 (or approximately US\$3.99 or HK\$31.12) per HAT Share), 4.4 percent more than Cameco Corporation's 14 November 2011 cash offer of C\$4.50 (or approximately US\$4.33 or HK\$33.77) per HAT Share.

While the market continues to speculate whether Rio Tinto Group's increased offer will be the decisive bid, the Company is of the view that the current share price of HAT Shares and, moreover, the average price at which the Disposal was undertaken and executed of C\$4.91 (or approximately US\$4.72 or HK\$36.82) per HAT Share represents an attractive premium to Rio Tinto Group's latest offer and is an excellent return on the Company's initial investment in HAT.

The Directors consider the Disposal to be on normal commercial terms and in the ordinary and usual course of business of the Company. They believe that the terms of the Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.



Discloseable transaction

In view of the fact that the aggregate amount of consideration receivable by the Company for the Disposal of an aggregate of 1,798,100 HAT Shares, being C\$8,831,734 (or approximately US\$8,498,778 or HK\$66,290,468), exceeds 5 per cent but is less than 25 per cent of the Company's market capitalization, the Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the HK Listing Rules.

The purpose of this announcement is to provide the Shareholders with information on the details of the Disposal in accordance with the HK Listing Rules.

Not a connected transaction

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of Hathor, GMP Securities, the counterparties to the on-market disposals of HAT Shares and their respective beneficial owner(s) and associate(s) is a third party independent from the Company and is not a connected person of the Group.

Principal business activities of the Company

The Company is a limited liability company incorporated under the laws of the Cayman Islands whose Shares are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange. The Company is a diversified mining group focused, primarily, on the Asian region. Its principal assets are located in Yunnan Province and Inner Mongolia, China. The Company also has passive interests in a number of mining companies, including BC Iron Limited (22.65%) and Venturex Resources Limited (28.88%).

Definitions

In this announcement, the following expressions have the following meanings unless the context require otherwise:

"associate(s)"	shall have the meaning defined in the HK Listing Rules
"Board"	the board of directors of the Company
"C\$"	Canadian dollars, the lawful currency in Canada
"China"	Peoples' Republic of China



“Company”	Regent Pacific Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange
“connected person(s)”	shall have the meaning defined in Chapter 14A of the HK Listing Rules
“Director(s)”	the directors of the Company
“Disposal”	the disposal of 1,798,100 HAT Shares, being the entire holding of the Company in Hathor, by a series of on-market transactions for an aggregate cash consideration of C\$8,831,734 (or approximately US\$8,498,778 or HK\$66,290,468)
“Hathor”	Hathor Exploration Limited, a Canadian-based public company, the shares of which are listed on TSX-V (TSX-V: HAT)
“HAT Share(s)”	the listed shares in the capital of Hathor
“HK Listing Rules”	The Rules Governing the Listing of Securities on the HK Stock Exchange, as amended from time to time
“HK Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Shareholder(s)”	the holders of the Shares
“Share(s)”	the ordinary shares, with voting rights, of US\$0.01 each in the capital of the Company, which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange



“TSX-V” the TSX Venture Exchange

“US\$” United States dollars, the lawful currency in the United States

Note: Unless otherwise specified herein, (i) amounts denominated in C\$ have been translated, for the purpose of illustration only, into US\$ using the exchange rate of C\$1.00 = US\$0.9623; and (ii) amounts denominated in US\$ have been translated, for the purpose of illustration only, into HK\$ using the exchange rate of US\$1.00 = HK\$7.80.

On Behalf 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*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 22 November 2011