

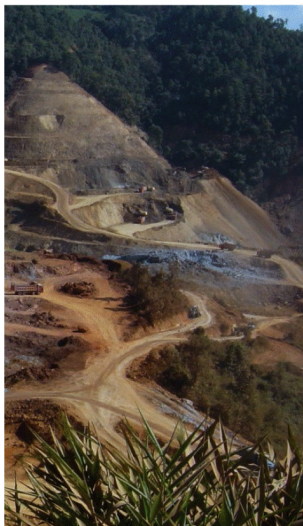


# Regent Pacific Group Limited

*(Incorporated in the Cayman Islands with Limited Liability)*

Stock Code: 0575

28 January 2013



## ANNOUNCEMENT

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## DECLARATION OF A SPECIAL DIVIDEND AND AUSTRALIAN TAX

### SUMMARY

This announcement is made by the Company in compliance with the disclosure requirements under Rule 13.09 of the HK Listing Rules and the Inside Information Provisions (as defined under the HK Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### Special dividend

The Directors have resolved on 28 January 2013 to declare a special dividend of HK\$0.13 per share, payable on **Friday, 15 March 2013** in cash, either in Hong Kong dollars or in United States dollars, to those shareholders whose names are recorded on the Principal or Branch Register of Members of the Company on **Tuesday, 19 February 2013**.

Major dates for the shareholders in relation to the special dividend are set out in detail in this announcement.



### Australian tax

On 24 January 2013, the Company received orders from the Federal Court of Australia in relation to a notice of assessment issued by the Commissioner of Taxation in the amount of A\$12,783,976.50 (or approximately US\$13,504,993 or HK\$105,338,945) following completion of the sale of its securities in BCI for gross proceeds of A\$81,609,173 (or approximately US\$86,211,930 or HK\$672,453,054). The amount of potential tax assessed is expressed to be due and payable on 2 December 2013.

The Company was not notified that an application had been made to the Court and has not had an opportunity to be heard on the application. The orders expire on 31 January 2013, unless extended by the Court.

The Company is taking external professional advice in relation to the orders and the assessment and understands that the ultimate determination of the potential taxation liability will be subject to a valuation of BCI's real property (including mining tenements) and non-real property assets. Following the receipt of advice, the Company will consider its position and provide an update to the market in due course.

This announcement is made by the Company in compliance with the disclosure requirements under Rule 13.09 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**HK Listing Rules**") and the Inside Information Provisions (as defined under the HK Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### Special dividend

The directors (the "**Directors**" or the "**Board**") of Regent Pacific Group Limited (the "**Company**") have resolved on 28 January 2013 to declare a special dividend of HK\$0.13 per share, payable on **Friday, 15 March 2013** 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 Tuesday, 19 February 2013**, to those shareholders whose names are recorded on the Principal or Branch Register of Members of the Company on **Tuesday, 19 February 2013**.



## Closure of Registers of Members

The Registers of Members of the Company will be closed from **Friday, 15 February 2013 to Tuesday, 19 February 2013, both days inclusive**, during which period no transfers of shares will be effected. In order for shareholders to qualify for the special 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, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration **not later than 4:30 pm (Hong Kong time) on Thursday, 14 February 2013**.

## Election by shareholders

It is expected that an election form (the "**Election Form(s)**") will be despatched to shareholders on Wednesday, 20 February 2013 for them to elect the currency (Hong Kong dollars or United States dollars) in which they wish to receive their dividend. In order for their election to be applicable to the special dividend, shareholders are required to return their Election Forms to Tricor Tengis Limited at the above address **not later than 4:00 pm (Hong Kong time) on Friday, 8 March 2013**.

Those shareholders who do not have their Election Form properly completed and returned to Tricor Tengis Limited by the designated time will only be entitled to receive their special dividend in the currency indicated in the last election form they returned to Tricor 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 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 special dividend are expected to be despatched at the risk of those entitled thereto on or about **Friday, 15 March 2013**.



## Major dates for shareholders

<u>Date (Year 2013)</u>	<u>Event</u>
28 January (Monday)	Declaration of special dividend
7 February (Thursday)	Cum-dividend date
8 February (Friday)	Ex-dividend date
14 February (Thursday), 4:30 pm (Hong Kong time)	Latest time for lodgement of transfer documents with Tricor Tengis Limited
15 February (Friday) to 19 February (Tuesday)	Book close period
19 February (Tuesday)	Record date
8 March (Friday), 4:00 pm (Hong Kong time)	Latest time for return of dividend election forms to Tricor Tengis Limited
15 March (Friday)	Payment of dividend

## Australian tax

The Company refers to its recent announcements, dated 18 and 24 December 2012 and 16 January 2013 (the “**Announcements**”), together with the circular to shareholders, dated 24 December 2012 (the “**Circular**”), in respect of its recently completed disposal of its interests in BC Iron Limited (“**BCI**”).

As foreshadowed in the Announcements and Circular, the Company publicly stated that it expected to deal with a potential taxable outcome upon sale of its investment in BCI and in the Circular it provided an estimate of the potential taxes and expenses in respect thereof (being approximately US\$11,628,988 (or approximately HK\$90,706,106)), assuming the minimum disposal price of A\$3.20 (or approximately US\$3.38 or HK\$26.36) per BCI share. As announced on 16 January 2013, the Company achieved an ultimate disposal price of A\$3.40 (or approximately US\$3.59 or HK\$28.00) per BCI share, more than the minimum disposal price of A\$3.20 (or approximately US\$3.38 or HK\$26.36) per BCI share approved by its shareholders at the Company’s extraordinary general meeting held on 16 January 2013.



On 24 January 2013, the Company received orders from the Federal Court of Australia in relation to a notice of assessment issued by the Commissioner of Taxation in the amount of A\$12,783,976.50 (or approximately US\$13,504,993 or HK\$105,338,945) following completion of the sale of its securities in BCI for gross proceeds of A\$81,609,173 (or approximately US\$86,211,930 or HK\$672,453,054). The amount of potential tax assessed is expressed to be due and payable on 2 December 2013. The orders provide that the Company must not remove from Australia or dispose of, deal with or diminish the value of its assets in Australia up to the unencumbered value of the assessed amount.

The Company was not notified that an application had been made to the Court and has not had an opportunity to be heard on the application. The orders expire on 31 January 2013, unless extended by the Court.

The Company is taking external professional advice in relation to the orders and the assessment and understands that the ultimate determination of the potential taxation liability will be subject to a valuation of BCI's real property (including mining tenements) and non-real property assets. Following the receipt of advice, the Company will consider its position and provide an update to the market in due course.

Note: Unless otherwise specified herein, (i) amounts dominated in A\$ have been translated, for the purpose of illustration only, into US\$ using the exchange rate of A\$1.00 = US\$1.0564; and (ii) amounts dominated 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*)<sup>\*</sup>

Stephen Dattels (*Co-Chairman*)<sup>\*</sup>

Jamie Gibson (*Chief Executive Officer*)

David Comba<sup>#</sup>

Julie Oates<sup>#</sup>

Mark Searle<sup>#</sup>

Jayne Sutcliffe<sup>\*</sup>

<sup>\*</sup> *Non-Executive Directors*

<sup>#</sup> *Independent Non-Executive Directors*

Hong Kong, 28 January 2013