

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



## **REGENT PACIFIC GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 0575)**

### **DELAY IN DESPATCH OF DISCLOSEABLE AND CONNECTED TRANSACTION CIRCULAR**

An application has been made to the HK Stock Exchange for a waiver from the strict compliance of Rule 14.38 of the Listing Rules and for an extension of date for the despatch of the Circular. It is currently expected that the Circular will be issued and despatched on or before Friday, 20 October 2006.

The Directors (the “**Board**” or the “**Directors**”) of Regent Pacific Group Limited (the “**Company**”) refer to the announcement (the “**Announcement**”) issued by the Company on 7 September 2006 with respect to:

- i. the establishment of a co-operative joint venture enterprise namely Simao Regent Minerals Limited in Yunnan Province, the People’s Republic of China pursuant to the Joint Venture Contract (as defined in the Announcement), the allotment of the Consideration Shares (as defined in the Announcement) under the Introduction Agreement (as defined in the Announcement), and the placing (the “**Placing**”) of redeemable convertible preference shares (the “**Redeemable Convertible Preference Shares**”);
- ii. the issue of Redeemable Convertible Preference Shares to certain Directors; and
- iii. the amendment to the Company’s Articles of Association.

The transactions contemplated in the Joint Venture Contract and the Introduction Agreement constitute a discloseable transaction of the Company under Chapter 14 of The Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**HK Stock Exchange**”). The Directors proposed to seek approval from the shareholders of the Company at a general meeting (the “**EGM**”) to issue the Consideration Shares in accordance with the terms and conditions of the Introduction Agreement. No shareholders will be required to abstain from voting in respect of the relevant ordinary resolution under the Listing Rules.

In addition, the proposed issue and allotment of the Redeemable Convertible Preference Shares and the ordinary shares falling to be issued upon conversion of the Redeemable Convertible Preference Shares under the Placing to the placees other than the Directors is conditional upon approval by the disinterested shareholders of the Company at the EGM. MLP Investments (Caymans), Ltd (one of the placees) and its associates, having a material interest in the Placing, will be required to abstain from voting in respect of the relevant ordinary resolution. The proposed issue and allotment of the Redeemable Convertible Preference Shares and the ordinary shares falling to be issued upon conversion of the Redeemable Convertible Preference Shares under the Placing to certain Directors constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to approval by independent shareholders of the Company at the EGM.

It was anticipated in the Announcement that the Company would issue a circular (the “**Circular**”) to the shareholders within 21 days after the publication of the Announcement, being no later than 29 September 2006. As additional time is required to obtain and complete the information to be included in the Circular, an application has been made to the HK Stock Exchange for a waiver from the strict compliance of Rule 14.38 of the Listing Rules and for an extension of date for the despatch of the Circular. It is currently expected that the Circular will be issued and despatched on or before Friday, 20 October 2006.

On Behalf of the Board of  
**Regent Pacific Group Limited**

**Jamie Gibson**  
*Director*

**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*

Hong Kong, 28 September 2006

Please also refer to the published version of this announcement in The Standard.