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If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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)

MAJOR TRANSACTION:

DISPOSAL OF COMPANY'S INTEREST IN DAPINGZHANG

A notice convening the extraordinary general meeting of Regent Pacific Group Limited is set out in Page 36 of this circular. 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 a.m. on Monday, 29 November 2010. 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.

12 November 2010

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Account”	has the meaning given to it in the paragraph titled “Total consideration under the Share Purchase Agreement”
“Articles of Association”	the articles of association of the Company
“associate(s)”	shall have the meaning defined in the HK Listing Rules
“Board”	the board of directors of the Company
“Business Day”	a day which is not a Saturday, Sunday or a public holiday in Hong Kong
“China” or the “PRC”	People’s 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
“Completion”	completion of the Share Purchase Agreement and the transactions contemplated in it
“connected person(s)”	shall have the meaning defined in Chapter 14A of the HK Listing Rules
“Consideration”	has the meaning given to it in the paragraph titled “Total consideration under the Share Purchase Agreement”
“Dapingzhang Mine”	the poly metallic copper, zinc mine owned and operated by YSSCCL
“Deposit”	has the meaning given to it in the paragraph titled “Total consideration under the Share Purchase Agreement”
“Director(s)”	the directors of the Company
“Disposal”	the sale of the Sale Share by Regent Metals (Jersey) to the Purchaser, together with the consummation of the other transactions contemplated in the Share Purchase Agreement (including, without limitation, the assignment of the Intercompany Receivables and the surrender and release of the Intercompany Debt in the manner set out in this circular), on and subject to the terms and conditions set out in the Share Purchase Agreement

DEFINITIONS

“EGM Notice”	the notice convening the Extraordinary General Meeting as set out in Page 36 of this circular
“Extraordinary General Meeting”	the extraordinary general meeting convened to be held on Wednesday, 1 December 2010, the notice of which is set out in Page 36 of this circular, to consider and approve the Disposal
“Group”	the Company and its subsidiaries
“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
“Intercompany Debt”	all the intragroup indebtedness due or owed by Regent Metals to Regent Metals (Jersey) and other Group members pursuant to the loan agreement entered into between Regent Metals and Regent Metals (Jersey) on 7 August 2006, together with other indebtedness, being, as at the date of the Share Purchase Agreement, US\$21,603,917.05 (or approximately HK\$168,510,553), to be forgiven, discharged and extinguished at Completion
“Intercompany Receivables”	all sums receivable by the Group (excluding Regent Metals) that remain outstanding from YSSCCL, being, as at the date of the Share Purchase Agreement, US\$1,295,785.82 (or approximately HK\$10,107,129.39), to be assigned to the Purchaser at Completion
“Latest Practicable Date”	Tuesday, 9 November 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Long Stop Date”	31 December 2010 or, in any event, such other date as may be agreed between Regent Metals (Jersey) and the Purchaser
“Long Term Incentive Plan 2007”	the long term incentive plan of the Company named the “Long Term Incentive Plan 2007” established on 8 December 2007
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“Model Code”	The Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the HK Listing Rules, as amended from time to time

DEFINITIONS

“Option(s)”	the options granted and exercisable under the Share Option Scheme (2002)
“Purchaser”	Grand Long Enterprises Limited, a limited liability company incorporated in the British Virgin Islands
“Regent Metals”	Regent Metals Limited, a wholly and indirectly owned subsidiary of the Company incorporated in Barbados
“Regent Metals (Jersey)”	Regent Metals (Jersey) Limited, a wholly and indirectly owned subsidiary of the Company incorporated in the Channel Islands
“Restricted Deposit”	has the meaning given to it in the paragraph titled “Total consideration under the Share Purchase Agreement”
“RMB”	Renminbi, the lawful currency in China
“Sale Share”	one common share of nil par value, being the entire issued share capital of Regent Metals that is held by Regent Metals (Jersey)
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“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
“Share Option Scheme (2002)”	the share option scheme of the Company named the “Share Option Scheme (2002)” established on 15 November 2002
“Share Purchase Agreement”	the share purchase agreement entered into between (i) Regent Metals (Jersey) as seller; (ii) the Purchaser; and (iii) the Company as guarantor on 27 October 2010, pursuant to which Regent Metals (Jersey) has agreed to sell the Sale Share, assign and procure the assignment of the Intercompany Receivables and release and surrender and to procure the release and surrender of the Intercompany Debt, in each case to or in favour of the Purchaser
“Unrestricted Deposit”	has the meaning given to it in the paragraph titled “Total consideration under the Share Purchase Agreement”
“US\$”	United States dollars, the lawful currency in the United States

DEFINITIONS

“Xin Jiang Regent Coal”	Xin Jiang Regent Coal Limited, a wholly and indirectly owned subsidiary of the Company incorporated in the PRC, which holds the Zhun Dong Exploration Licences
“YSSCCL”	Yunnan Simao Shanshui Copper Company Limited, a PRC established Sino-foreign joint venture company which owns and operates the Dapingzhang Mine, in which the Company holds an indirect 40 per cent interest
“Zhun Dong Exploration Licences”	the four exploration licences issued by the Land and Resources Department of Xinjiang Uygur Autonomous Region, PRC
“Zhun Dong Project”	the coal assets held by Xin Jiang Regent Coal under the Zhun Dong Exploration Licences

Note: Unless otherwise specified herein, (i) 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 and (ii) amounts dominated in RMB have been translated, for the purpose of illustration only, into US\$ using the exchange rate of US\$1.00 = RMB 6.64.

LETTER FROM THE BOARD



Regent Pacific Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

Executive Director:

Jamie Gibson (*Chief Executive Officer*)

Non-Executive Directors:

James Mellon (*Co-Chairman*)

Stephen Dattels (*Co-Chairman*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe

[#] *Independent Non-Executive Directors*

Registered office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal place of business in Hong Kong:

Suite 1001

Henley Building

5 Queen's Road Central

Hong Kong

12 November 2010

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam,

MAJOR TRANSACTION: DISPOSAL OF COMPANY'S INTEREST IN DAPINGZHANG

1 INTRODUCTION

The Company announced on 27 October 2010 that on 27 October 2010 (and after Hong Kong market close), Regent Metals (Jersey) and the Company entered into the Share Purchase Agreement with the Purchaser, pursuant to which Regent Metals (Jersey) agreed to sell, and the Purchaser agreed to purchase, the Sale Share for an aggregate consideration of US\$63.18 million (or approximately HK\$492.80 million).

This circular 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 resolution proposed at the Extraordinary General Meeting to approve the Disposal, as set out in detail in the EGM Notice.

LETTER FROM THE BOARD

2 SHARE PURCHASE AGREEMENT

(a) **Date**

27 October 2010

(b) **Parties**

Seller : Regent Metals (Jersey)
Purchaser : Grand Long Enterprises Limited
Guarantor : Regent Pacific Group Limited

(c) **Interests to be disposed**

The: (i) sale of the Sale Share; (ii) assignment of the Intercompany Receivables; and (iii) surrender and release of the Intercompany Debt.

(d) **Total consideration under the Share Purchase Agreement**

The total consideration under the Share Purchase Agreement shall be US\$63.18 million (or approximately HK\$492.80 million) in cash (the “**Consideration**”).

Simultaneous with execution of the Share Purchase Agreement, the Purchaser provided Regent Metals (Jersey) with written proof of funds from China Merchants Bank (Offshore Division), evidencing that an amount equal to the Consideration was deposited into an offshore (and outside the PRC) account of such bank in the name of the Purchaser.

Notwithstanding the foregoing, the Consideration was paid by the Purchaser to Regent Metals (Jersey) in cash and in US\$ on 28 October 2010 into an interest bearing account in the name of Regent Metals (Jersey), being operated, on a limited basis (described further below), by co-signatories of both Regent Metals (Jersey) and the Purchaser (represented equally) (the “**Account**”).

US\$37.91 million (or approximately HK\$295.70 million), representing 60 per cent of the Consideration, deposited into the Account may, subject as further disclosed below, be transferred out of the Account at Regent Metals (Jersey)’s sole discretion, whenever and howsoever it sees fit (the “**Unrestricted Deposit**”) and the Purchaser has provided both Regent Metals (Jersey) and the relevant bank with a standing instruction to that effect. The Unrestricted Deposit has since been transferred into another account of the Company.

The remaining Consideration US\$25.27 million (or approximately HK\$197.10 million), representing 40 per cent of the Consideration, together with any interest accrued in the Account, shall remain subject to co-signatory arrangements as between the Purchaser and Regent Metals (Jersey), against which no standing order (from either party) has been provided (the “**Restricted Deposit**”, together with the Unrestricted Deposit, the “**Deposit**”).

LETTER FROM THE BOARD

At Completion, and against Regent Metals (Jersey) assisting with the updating of the register of members of Regent Metals, together with assisting with other completion formalities, the Purchaser shall relinquish any claim it may otherwise have had to the Consideration.

Further details in respect of the treatment of the pre-paid Consideration are set out below.

(e) Treatment of the pre-paid Consideration

If:

- (i) through no fault of the Purchaser, any of the transaction conditions set out below is not satisfied on or before the Long Stop Date (which may be extended by the parties by mutual agreement); and/or
- (ii) the Share Purchase Agreement is lawfully terminated by the Purchaser under certain circumstances,

Regent Metals (Jersey) will at 4:00 p.m. (Hong Kong time) on the Long Stop Date or upon actual service of notice of lawful termination from the Purchaser (as the case may require) refund the Deposit in full, together with any interest accrued thereon, to the Purchaser by instructing (including co-signing the release and transfer of the Restricted Deposit from the Account) the transfer of the Deposit to and for the benefit of the Purchaser.

If:

- (a) Completion takes place; or
- (b) Completion does not take place on or before the Long Stop Date solely or predominantly by reason of the fact that the Purchaser has elected not to comply, when and in the manner obliged to do so, with certain of its obligations under the Share Purchase Agreement (Regent Metals (Jersey) having complied with its obligations) and Regent Metals (Jersey) terminates,

then:

- (c) in respect of paragraph (a) above, the Purchaser will at Completion: (i) instruct the release and transfer of the Restricted Deposit (or whatever amount is standing to the credit of the Account at that time) from the Account to and for the benefit of Regent Metals (Jersey); and (ii) provide Regent Metals (Jersey) with the written confirmation that it has relinquished any rights or claims it may have to the Consideration; or
- (d) in respect of paragraph (b) above, at 4:00 p.m. (Hong Kong time) on the Long Stop Date or upon actual service of notice of lawful termination by Regent Metals (Jersey) to the Purchaser (as appropriate): (i) Regent Metals (Jersey) shall refund the Restricted Deposit in full to the Purchaser by instructing the release and transfer of

LETTER FROM THE BOARD

the Restricted Deposit from the Account to and for the benefit of the Purchaser; and (ii) in respect of the Unrestricted Deposit, the Purchaser will provide Regent Metals (Jersey) with written confirmation that it has relinquished any rights or claims it may have to the Unrestricted Deposit.

The retention of the Unrestricted Deposit in the circumstances described in paragraphs (b) and (d) above was acknowledged and agreed between the parties as being fair and reasonable and integral to reaching agreement as to terms.

The Company has agreed to guarantee the obligations of Regent Metals (Jersey) in the event that Regent Metals (Jersey) is required to return or refund the Deposit (whether the Restricted Deposit and/or the Unrestricted Deposit) in the manner outlined above.

(f) The Intercompany Debt and Intercompany Receivables

In conjunction with the sale of the Sale Share, Regent Metals (Jersey) has agreed to assign and to procure the assignment to the Purchaser (at Completion) of the Intercompany Receivables comprising, as at the date of the Share Purchase Agreement, US\$1,295,785.82 (or approximately HK\$10,107,129.39) which are a legacy of certain consulting fees paid by the Company on behalf of YSSCCL and consulting fees that remain payable by YSSCCL to certain members of the Group, in each case during the course of production and operation of YSSCCL.

The Intercompany Debt, which is all intra Group and will eliminate on consolidation, comprises, as at the date of the Share Purchase Agreement, US\$21,603,917.05 (or approximately HK\$168,510,553), and will be forgiven, discharged and extinguished at Completion. This sum is predominantly a legacy of the initial acquisition funding used by the Company to first acquire its indirect 40 per cent stake in YSSCCL, that was simply pushed down to Regent Metals by way of intra Group loans to facilitate that acquisition and importantly provide tax efficiency within the Group structure for the acquisition of YSSCCL.

(g) Conditions

Completion of the Share Purchase Agreement is conditional upon fulfilment or, to the extent capable of being waived, waiver of, *inter alia*, the following conditions:

- (i) the shareholders of the Company having passed a resolution or resolutions approving (a) the Disposal, (b) the surrender and the release of the Intercompany Debt, and (c) the assignment of the Intercompany Receivables;
- (ii) each of Regent Metals (Jersey) and the Purchaser (as applicable to it) having performed or complied with (in all material respects) its obligations, undertakings and covenants set out and contained in the Share Purchase Agreement on or prior to Completion;

LETTER FROM THE BOARD

- (iii) obtaining of all necessary approvals and documents required under the laws of Barbados for the effective transfer of the Sale Share to the Purchaser, including, but not limited to, the written permission of the Exchange Control Authority of the Central Bank of Barbados approving the transfer of the Sale Share; and
- (iv) the warranties given by the parties to the Share Purchase Agreement remaining true, accurate and not misleading in all material respects, disregarding any breaches or inaccuracies thereof that, individually or in the aggregate, do not and will not result in a material adverse effect on (a) the Company's equity interest in YSSCCL, or (b) on the assets, liabilities or financial condition of Regent Metals, or (c) Regent Metals (Jersey)'s interest in Regent Metals or the legal status thereof.

Absent any default by either the Purchaser or Regent Metals (Jersey) under the Share Purchase Agreement, in the event that any of the conditions remains unsatisfied on the Long Stop Date, either the Purchaser or Regent Metals (Jersey) may terminate the Share Purchase Agreement.

(h) **Termination**

In certain circumstances, the Share Purchase Agreement provides for either the Purchaser or Regent Metals (Jersey) to have the right to terminate before Completion if there has been a material breach of certain warranties or obligations set out in the Share Purchase Agreement.

(i) **Completion**

Completion will take place on the day that is one Business Day after the satisfaction or, where capable of waiver, waiver of the last of the conditions and in any event by the Long Stop Date (or such date as may be agreed between the parties).

3 BASIS OF TOTAL CONSIDERATION

The total consideration was determined on the basis of normal commercial terms and arm's length negotiations between the parties with reference to, *inter alia*: (i) the undepleted resource and reserve; (ii) the grade of ore and mine planning; (iii) the historical and forecast production numbers; and (iv) the life of mine plan, in each case in respect of the Dapingzhang Mine.

Accordingly, the Directors believe that the total consideration is fair and reasonable and in the interest of Shareholders as a whole.

4 YSSCCL, REGENT METALS AND THE DAPINGZHANG MINE

The Dapingzhang Mine is an 'in-production' volcanogenic massive sulphide ("VMS") open pit copper/zinc mine in the PRC, the world's largest consumer of copper and zinc. The Company holds its 40 per cent equity interest in the project through a Sino-foreign joint venture with its two Chinese joint venture partners, Yuxi Resources Corporation (an indirect subsidiary of Yunnan Copper (Group) Company Limited, a PRC State-Owned Entity), holding 50 per cent, and Yunnan Dingtai Investment Co., Ltd, holding the remaining 10 per cent.

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As at 30 June 2010 the Dapingzhang Mine had reserves 18.9Mt at 0.9 per cent. copper and 0.4 per cent zinc (178.4 Kt contained copper and 73.9 Kt contained zinc). The Dapingzhang Mine commenced operations in 2004 and the production of separate copper and zinc concentrates from massive sulphide ore using differential flotation techniques commenced in April 2008. Production capacity was increased to 1.5 Mtpa, from 1.0 Mtpa, in early 2010.

The Dapingzhang Mine has all material requisition rights to conduct its mining and exploration activities, including a 4,000 tpd mining/milling project approval by the Yunnan Development and Reform Commission, as well as various safety, open cut mining, environment and forestry permits from the relevant Government agencies in the PRC.

Tenement details, together with resource, reserve and production data are set out below:

Name	Type	License No	Area (sq km)	Expiry date
Dapingzhang	Mining	5300000520208	2.75	1-Aug-15
DWZ	Exploration	5300000730918	2.35	8-Jul-10
DWZ north extension	Exploration	53120081002016718	7.52	17-Oct-10
Zonghe	Exploration	53120081002016767	16.22	10-Oct-10
Xiben	Exploration	53220090302026478	41.93	23-Mar-12
Mangda	Exploration	53220090302026473	36.02	23-Mar-12

Resources and Reserves

	Grade					Contained Metals			
	Ore (Mt)	Cu (%)	Zn (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Zn (kt)	Au (t)	Ag (t)
Reserves									
111b (Proven)	10.8	0.9%	0.3%	0.2	8.2	98.5	31.1	2.2	88.3
122b (Probable)	7.2	1.0%	0.4%	0.2	8.5	70.4	30.2	1.7	61.1
Total Reserves	18.0	0.9%	0.4%	0.2	8.3	168.9	61.3	3.9	149.4
Resources									
331 (Measured)	4.8	0.7%	0.4%	0.1	6.6	32.6	17.2	0.7	31.6
332 (Indicated)	6.0	0.7%	0.3%	0.1	6.4	43.3	17.5	0.8	38.6
333 (Inferred)	4.1	0.5%	0.1%	0.1	4.2	22.3	4.5	0.4	17.5
Total Resources	14.9	0.7%	0.3%	0.1	5.9	98.2	39.2	1.9	87.7
Total Reserves and Resources	32.9	0.8%	0.3%	0.2	7.2	267.1	100.5	5.8	237.1

Note: Reserves and resources are current as at June 2010 and are based on PRC standards. Production from July 2009 to June 2010 have been subtracted from 111b (Proven) resources last updated June 2009.

LETTER FROM THE BOARD

Mining, Production and Costs

Set out below are the mining, production and costs for the six months ended 30 June 2010.

Table 1

Copper Production*			Copper and Zinc Production[^]		
	Units			Units	
Ore mined	t	787,788	Ore mined	t	194,763
Grade Cu	%	0.50	Grade Zn	%	1.37
			Grade Cu	%	0.75
Ore milled	t	274,643	Ore milled	t	234,417
Cu grade	%	0.69 [#]	Zn grade	%	1.35
			Cu grade	%	0.73
Cu recoveries	%	91.62	Zn recoveries	%	59.31
			Cu recoveries	%	78.77

* *Single copper flotation from processing disseminated copper ore*

[^] *Differential flotation from processing massive copper — zinc rich ore*

[#] *The copper grade processed is higher than the grade of copper mined during the period as some copper ore was processed from stockpiles on site*

Table 2

Concentrate Production and Sales

	Units	
Production		
Copper concentrate*	t	9,386
Copper and Zinc concentrate [^]	t	11,162
 Concentrate Sales		
Copper concentrate*	t	8,891
Copper and Zinc concentrate [^]	t	13,528
 Contained Metal		
Cu	t	2,664
Zn	t	2,969
Au	oz	760
Ag	oz	61,114

* *Single copper flotation from processing disseminated copper ore*

[^] *Differential flotation from processing massive copper — zinc rich ore*

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Table 3

Operating Costs (Copper equivalent) (HKFRS adjusted)	<i>US\$'000</i>
Operating costs*	15,602
Transportation costs	874
By-product credit [^]	<u>(1,096)</u>
Total cash costs	15,380
Depreciation and amortisation [#]	<u>2,628</u>
Total production cost	<u>18,008</u>

* *Exploration and resource drilling expenditures are not included in mine site cash costs*

[^] *Revenue from sale of gold and silver*

[#] *Includes amortisation of mine assets and exploration and resource drilling*

For the six months ended 30 June 2010, a total of 3.73 million cubic meters of waste (2009: 1.3 million cubic meters) and 982,551 tonnes of ore (2009: 345,137 tonnes) were mined.

During the six months ended 30 June 2010, YSSCCL's operations have produced 9,386 tonnes of copper concentrate (2009: 6,369 tonnes) from single copper flotation and 11,162 tonnes of separate copper concentrate and zinc concentrate (2009: 12,590 tonnes) from differential flotation. Contained metal for the six months ended 30 June 2010 was 2,664 tonnes copper (2009: 2,394 tonnes) and 2,969 tonnes zinc (2009: 2,275 tonnes). This produced revenue of RMB 136.63 million or US\$20.02 million (2009: RMB 83.51 million or US\$12.22 million).

Total cash costs for the six months ended 30 June 2010 were US\$1.41 per lb copper equivalent (2009: US\$0.74 per lb copper equivalent).

The average copper price and zinc price in the six months ended 30 June 2010 were RMB 46,978 per tonne (approximately US\$6,883 per tonne) and RMB 8,741 per tonne (approximately US\$1,281 per tonne), respectively, which were 53 per cent. and 12 per cent. above the results for the six months ended 30 June 2009.

Exploration

YSSCCL has continued the near-mine exploration activity at its Rongfa area with the aim of expanding its resources. A total of 757.3 meters were completed in 5 HQ diamond drill holes during the six months period to 30 June 2010. These drill holes intersected low grade copper and zinc mineralisation which has extended the Rongfa VMS system by at least 100 meters. The total cost for the program is approximately RMB 1.1 million (approximately US\$0.16 million).

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Following Completion, Regent Metals will cease to be a subsidiary or member of the Group.

Yinzishan Mine

Importantly for the Group, the Company's 97.5 per cent indirect interest in its Yinzishan Mine (held through a Sino-foreign cooperative joint venture enterprise, Simao Regent Minerals Limited) has been retained and the Company will continue with its exploration programme to locate resources of copper, zinc, as well as other multi-metal (including gold) mineral resources in close proximity to the Dapingzhang Mine.

5 NOT A CONNECTED TRANSACTION

As at the date of the Share Purchase Agreement and the Latest Practicable Date, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Purchaser and its/their ultimate respective beneficial owner(s) was a third party independent of the Company and was not a connected person of the Group.

6 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. While it explores for and mines copper, zinc, gold, silver, lead and thermal coal, it also has passive interests in Venturex Resources Limited (19.99%) and BC Iron Limited (16.51%). Its principal assets are located in Yunnan Province, Inner Mongolia and Xinjiang, China.

7 PRINCIPAL BUSINESS ACTIVITIES OF THE PURCHASER

The Purchaser is a company incorporated in the British Virgin Islands, whose business concerns investment in mining business, exploration, mine design and other related technical and consulting services.

8 FINANCIAL EFFECTS OF THE TRANSACTION ON THE GROUP

To consider the financial effects of the Disposal on a standalone basis, the Group would expect to realise a net gain before expenses for the Disposal of approximately US\$11.19 million (or approximately HK\$87.28 million), calculated by deducting the Consideration from the value (book value) of the Company's interest in Regent Metals as included in the Company's latest audited accounts for the year ended 31 December 2009, being US\$51.99 million (or approximately HK\$405.52), comprising its 40 per cent interest in YSSCCL of approximately US\$36.89 million (or approximately HK\$287.74 million), goodwill of approximately US\$1.88

LETTER FROM THE BOARD

million (or approximately HK\$14.66 million), dividend receivables from YSSCCL of US\$12.05 million (or approximately HK\$93.99 million) and other assets net of liabilities of approximately US\$1.17 million (or approximately HK\$9.13 million). Regent Metals has produced a net gain (both before and after taxation and extraordinary items) of approximately US\$5.96 million (or approximately HK\$46.49 million) for the year ended 31 December 2009 and approximately US\$4.16 million (or approximately HK\$32.45 million) for the year ended 31 December 2008 and Regent Metals had net assets of US\$10.77 million (or approximately HK\$84.01) at 31 December 2009 and US\$4.82 million (or approximately HK\$37.60) at 31 December 2008. The net gain of approximately US\$11.19 million (or approximately HK\$87.28 million) realised from the Disposal is because the consideration for the Disposal exceeded the Company's interest in Regent Metals. Shareholders shall note that the Company paid approximately US\$20 million (or approximately HK\$156 million) in cash for acquiring its stake in YSSCCL in February 2006. No further capital was injected by the Group into YSSCCL. The goodwill component of the value (book value) of the Company's stake in YSSCCL, being approximately US\$1.88 million (or approximately HK\$14.66 million), represents the excess of the cost of the investment over the Group's interest in the net fair value of YSSCCL's identifiable assets, liabilities and contingent liabilities. Therefore the Company will receive back a total net cash contribution of approximately US\$43.18 million (or approximately HK\$336.80).

The Disposal will represent a 'cash-on-cash' return of 3.2 times the Company's original cash investment of US\$20 million (or approximately HK\$156 million) and will generate an internal rate of return of 38%, including receipt of dividends received of US\$4.20 million (or approximately HK\$32.76 million), which is a very satisfactory result.

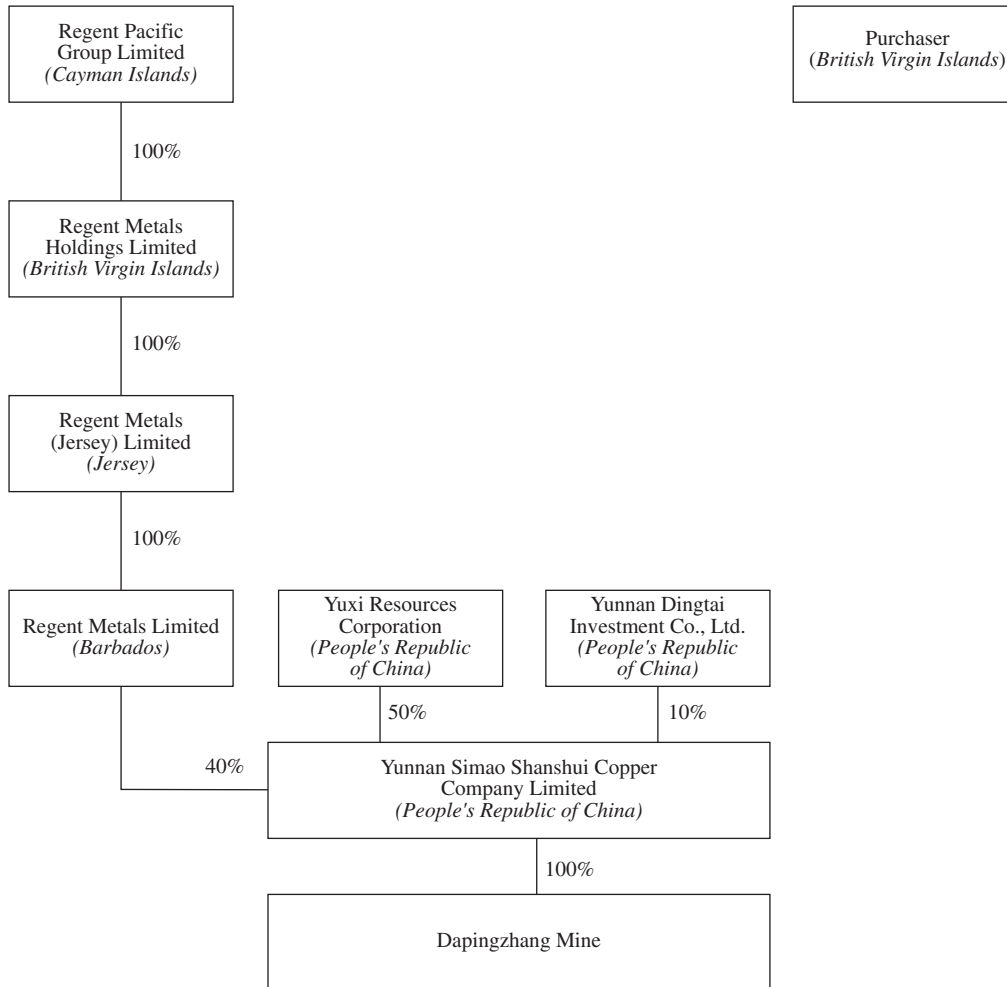
The Disposal does not have any effect on the liabilities of the Company.

Following Completion, the Company will cease to have any interest in Regent Metals, and in turn, YSSCCL.

LETTER FROM THE BOARD

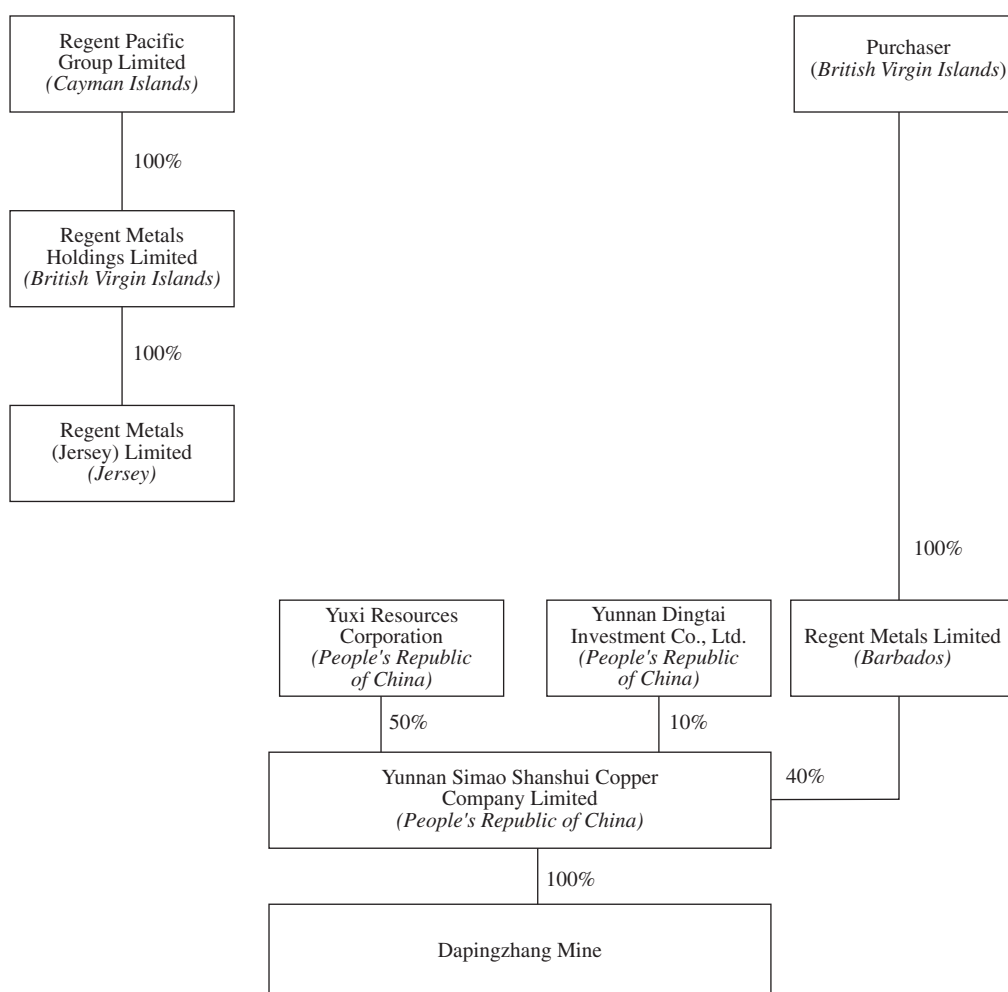
9 STRUCTURE OF THE TRANSACTION

At the launch of the transaction



LETTER FROM THE BOARD

At completion



10 INDICATIVE TIMETABLE OF THE TRANSACTION

27 October 2010	Signing of the Share Purchase Agreement
12 November 2010	Despatch of the circular setting out further details of the Disposal
1 December 2010	Extraordinary General Meeting
On or around 2 December 2010	Completion

This timetable is indicative only and is subject to change due to various factors, including regulatory approvals. The Company will notify Shareholders of any material change to the expected timetable if and when appropriate.

LETTER FROM THE BOARD

11 MAJOR TRANSACTION

The Disposal constitutes a major transaction for the Company and is subject to reporting, announcement and shareholders' approval requirements under the HK Listing Rules.

Completion of the Disposal is conditional upon, *inter alia*, the approval of the Shareholders voting at the Extraordinary General Meeting.

12 REASONS FOR ENTERING INTO THE TRANSACTION

The Company has been re-evaluating its portfolio of assets and is considering a range of strategic options to further enhance shareholder value. As part of this re-evaluation, the Company decided to commence a process to divest its entire interest in the Dapingzhang Mine located in Yunnan Province, PRC.

In conjunction with the intended sale process, the Purchaser emerged with an offer which the Directors considered to be fair and reasonable.

The proceeds of the Disposal will be used by the Group to acquire controlling and operational interests in exciting and compatible mining assets (some of which have already been identified and extensively diligenced), in order to enhance Shareholders' value. Our expert in-house technical and execution teams are unwavering in their commitment to find the next 'big thing' for the Group.

13 EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting is convened by the Company for the Shareholders to consider and, if thought fit, approve the Disposal.

As noted above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Purchaser and its/their ultimate respective beneficial owner(s) is a third party independent of the Company and is not a connected person of the Group. Accordingly, no Shareholders shall be required to abstain from voting in respect of the proposed resolution.

The EGM Notice is set out in Page 36 of this circular. 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 a.m. on Monday, 29 November 2010. 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.

LETTER FROM THE BOARD

Under Article 66 of the 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 HK 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 HK 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
- 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.

According to Rule 13.39(4) of the HK Listing Rules, the chairman of the Extraordinary General Meeting will demand a poll on all resolutions proposed at the meeting.

LETTER FROM THE BOARD

14 DIRECTORS' RECOMMENDATION

The Directors consider that the Disposal is fair and reasonable and in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolution proposed at the Extraordinary General Meeting.

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

James Mellon
Co-Chairman

1 RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the HK Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2 DIRECTORS' INTERESTS IN SECURITIES AND OPTIONS

As at the Latest Practicable Date, the Directors of the Company had the following beneficial interests in the shares and underlying shares (in respect of positions held pursuant to equity derivatives) of the Company or of its associated corporations (within the meaning of Part XV of the SFO, which were recorded in the Register of Directors' and Chief Executive's Interests and Short Positions required to be kept by the Company under Section 352 of the SFO or which were otherwise notified to the Company and the HK Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including those interests which the Directors were deemed or taken to have under such provisions of the SFO) or pursuant to the Model Code:

1. Securities of the Company

a. Ordinary shares of US\$0.01 each

Name of Director	Capacity in which Note the Shares are held	Long/Short Position	Number of Shares*	Approximate % holding**
James Mellon	Beneficial owner	Long position	74,986,180	1.92%
	A Beneficiary of a trust	Long position	375,821,131	9.61%
Stephen Dattels	B Beneficiary of a trust	Long position	284,266,097	7.27%
Jamie Gibson	Beneficial owner	Long position	4,419,138	0.11%
David Comba	—	—	—	—
Julie Oates	C Beneficial owner	Long position	2,500,000	0.06%
Mark Searle	Beneficial owner	Long position	4,000,000	0.10%
	D Beneficiary of a trust	Long position	1,000,000	0.03%
Jayne Sutcliffe	Beneficial owner	Long position	17,160,465	0.44%
	E Beneficiary of a trust	Long position	27,965,226	0.72%

* These numbers do not include the number of Shares to be issued upon exercise of the outstanding Options under the Share Option Scheme (2002) held by the Directors, which are disclosed in sub-paragraph (b) below.

** The total issued ordinary share capital of the Company as at the Latest Practicable Date consisted of 3,910,990,523 Shares.

b. **Options under the Share Option Scheme (2002)**

As at the Latest Practicable Date, the following Directors of the Company had personal interests in Options granted under the Share Option Scheme (2002), entitling them to subscribe for ordinary shares of US\$0.01 each in the capital of the Company in accordance with, and subject to, the terms of the scheme:

Name of Director	Date of grant	Total number of Shares subject to the Option [#]	Subscription price per Share (HK\$)	Exercise period [#]	Number of Shares subject to vested Options [#]	Consideration for grant of Option (HK\$)
James Mellon	2 October 2007	13,000,000	1.152	2 October 2008 - 1 October 2017	13,000,000	10.00
Jamie Gibson	9 September 2004	11,000,000	0.266	9 September 2005 - 8 September 2014	11,000,000	10.00
	4 April 2006	45,600,000	0.300	4 April 2007 - 3 April 2016	45,600,000	10.00
	2 October 2007	13,000,000	1.152	2 October 2008 - 1 October 2017	13,000,000	10.00
David Comba	2 October 2007	5,000,000	1.152	2 October 2008 - 1 October 2017	5,000,000	10.00

[#] *The Options entitle the holders to exercise one-third of the Option at each of the first, second and third anniversary dates after the date of grant. Any entitlements unexercised in any prior period may be carried forward to the following periods but, in any event, must be exercised within 10 years from the date of grant. All entitlements then remain unexercised will lapse.*

c. **Long Term Incentive Plan 2007**

On 7 January 2009, a unit in respect of 99,000,000 Shares was granted under the plan to Jamie Gibson, who received his entitlement on 7 January 2009 in the full cash equivalent of HK\$15,543,000 (approximately US\$1,992,692), being at HK\$0.157 per Share. Such cash equivalent was made available to Jamie Gibson for allowing him to buy the number of Shares which he was entitled under the plan in the market in accordance with the amendment to the extension of the “black out” period for dealing in securities by directors that was then being introduced by the HK Stock Exchange, and such payments would be amortised over three years in line with the share scheme starting in the financial year ended 31 December 2009.

2. **Securities of associated corporations**
— Ordinary shares of US\$0.01 of AstroEast.com Limited (note F)

Name of Director	<i>Note</i>	Capacity in which the shares are held	Long/Short position	Number of shares	Approximate % holding
James Mellon	—	—	—	—	—
Stephen Dattels	B	Beneficiary of a trust	Long position	5,250,000	18.74%
Jamie Gibson	—	Beneficial owner	Long position	225,000	0.80%
David Comba	—	—	—	—	—
Julie Oates	—	—	—	—	—
Mark Searle	—	—	—	—	—
Jayne Sutcliffe	—	Beneficial owner	Long position	150,000	0.54%

Notes:

- A. The 375,821,131 ordinary shares in the Company are held by companies wholly owned by the trustee of a settlement, of which James Mellon is a beneficiary.
- B. The 284,266,097 ordinary shares in the Company and 5,250,000 ordinary shares in AstroEast.com Limited are held by a company wholly owned by the trustee of a discretionary trust, under which Stephen Dattels is a beneficiary.
- C. The 2,500,000 ordinary shares in the Company are held by Julie Oates for the beneficial interests jointly with her spouse.
- D. The 1,000,000 ordinary shares in the Company are held to the order of a pension fund, of which Mark Searle is the sole beneficiary.
- E. The 27,965,226 ordinary shares in the Company are held by the trustee of a discretionary trust, under which Jayne Sutcliffe and members of her family may become beneficiaries.
- F. AstroEast.com Limited is an indirect 50.99 per cent owned subsidiary of the Company.

Save as disclosed herein, as at the Latest Practicable Date none of the Directors (or their associates) had any beneficial interests or short positions in the shares, underlying shares (in respect of positions held pursuant to equity derivatives) or debentures of the Company or of any of its associated corporations (within the meaning of Part XV of the SFO), which would have to be recorded in the Register of Directors' and Chief Executive's Interests and Short Positions required to be kept by the Company under Section 352 of the SFO or which would have to be otherwise notified to the Company and the HK Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including those interests and short positions which the Directors were deemed or taken to have under such provisions of the SFO) or pursuant to the Model Code.

3 **DIRECTORS' SERVICE CONTRACTS**

None of the Directors has any existing or proposed service contracts with any member of the Group which does not expire or is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

4 DIRECTORS' INTERESTS IN CONTRACTS

As far as the Directors are aware, there were no contacts or arrangements subsisting as at the Latest Practicable Date, in which any one of them was materially interested and which are significant in relation to the business of the Group.

5 DIRECTORS' INTERESTS IN COMPETING BUSINESSES

The Directors, except for the independent non-executive Directors who are not subject to the disclosure requirement under Rule 8.10 of the HK Listing Rules, have declared that they (or their respective associates) are not interested in any business apart from the Company's business, which competes or is likely to compete, either directly or indirectly, with the Company's business save that the following companies may pursue investment opportunities that may compete against the Company:

(a) Brazilian Gold Corporation

Brazilian Gold Corporation ("**Brazilian Gold**", TSX.V: BGC) is an exploration company listed on the TSX Venture Exchange, a Canadian stock exchange, and based in Vancouver, British Columbia. It is actively acquiring and exploring a number of gold properties in the Tapajos region of northern Brazil. The Tapajos region saw the largest modern day gold rush in the later part of the twentieth century by artisanal miners with unofficial production of 30 million ounces.

James Mellon is a director of Brazilian Gold, and as at the Latest Practicable Date:

- The Company (and its subsidiaries) held approximately 5.64 per cent of its total issued share capital;
- James Mellon (himself and through his associate) held approximately 6.67 per cent of its total issued share capital; and
- The trustee of a discretionary trust, under which Stephen Dattels is a beneficiary, held approximately 10.81 per cent of its total issued share capital.

(b) Caledon Resources plc

Caledon Resources plc ("**Caledon Resources**", AIM: CDN and ASX: CCD) is a coking coal producer and explorer in the Bowen Basin of Queensland, Australia, whose securities are dually listed on the Alternative Investment Market ("**AIM**") of the London Stock Exchange and the Australian Securities Exchange.

As at the Latest Practicable Date:

- The Company did not hold any interests in its total issued share capital (having disposed of all its interests on or before the Latest Practicable Date);

- James Mellon held less than 3 per cent of its total issued share capital, which was not discloseable under the rules of the relevant regulator(s); and
- Polo Resources Limited (see below) held approximately 27.64 per cent of its total issued share capital.

Stephen Dattels resigned as a non-executive director of Caledon Resources on 4 November 2010.

(c) Emerging Metals Limited

Emerging Metals Limited (“**Emerging Metals**”, AIM: EML) is an AIM listed company, focusing on investing in metals and bulk commodities where there is an anticipated imbalance in supply and demand. The company’s initial investment was the Tsumeb Slag Stockpiles Project in Namibia, where the company continues to conduct its own studies and test-work to determine the viability of winning principally germanium but also zinc and gallium from the stockpiles. The Tsumeb Slag Stockpiles are located in proximity to the Tsumeb Smelter complex in the Oshikoto region of Namibia.

James Mellon and Stephen Dattels are non-executive co-chairmen of the board of directors of Emerging Metals, and as at the Latest Practicable Date:

- The Company held less than 3 per cent of its total issued share capital, which was not discloseable under the rules of the relevant regulator(s);
- James Mellon has an indirect beneficial interest in a trust which held approximately 8.53 per cent of its total issued share capital; and
- The trustee of a discretionary trust, under which Stephen Dattels is a beneficiary, held approximately 6.42 per cent of its total issued share capital.

(d) GCM Resources plc

GCM Resources plc (“**GCM Resources**”, AIM: GCM) is a London-based resource exploration and development company listed on AIM, with its Phulbari Coal Project poised for development once the Government of Bangladesh provides approval. It also has a portfolio of investments in South Africa and China coal businesses, and uranium interests in West Africa, Sweden and Australia.

Stephen Dattels is a non-executive director of GCM Resources, and as at the Latest Practicable Date:

- The Company did not hold any interests in its total issued share capital; and
- Polo Resources Limited (see below) held approximately 29.82 per cent of its total issued share capital.

(e) Polo Resources Limited

Polo Resources Limited (“**Polo Resources**”, AIM and TSX: POL) is a natural resources investment company dually listed on AIM and the TSX Venture Exchange. It focuses on investing in undervalued companies and projects with strong fundamentals and attractive growth prospects.

James Mellon and Stephen Dattels are a non-executive director and the executive chairman of the board of directors of Polo Resources respectively, and as at the Latest Practicable Date:

- The Company held approximately 4 per cent of its total issued share capital;
- James Mellon (and his associate) held less than 3 per cent of its total issued share capital, which was not discloseable under the rules of the relevant regulator(s);
- The trustee of a discretionary trust, under which Stephen Dattels is a beneficiary, held approximately 8.30 per cent of its total issued share capital; and
- GCM Resources (see above) held approximately 3.08 per cent of its total issued share capital.

The interests in the following companies have been disclosed subsequent to the publication of the Company’s annual report for the year ended 31 December 2009:

(i) Minfer Holdings Limited

Minfer Holdings Limited (“**Minfer Holdings**”) is an unlisted natural resources company and an emerging Brazilian Iron Ore producer. As at the Latest Practicable Date, the trustee of a discretionary trust, under which Stephen Dattels is a beneficiary, held approximately 23.14 per cent of its total issued share capital.

Polo Resources (see above) has entered into an option agreement with the shareholders of Minfer Holdings to acquire the entire issued share capital of Minfer Holdings for consideration of up to US\$20 million which, if exercised, will be settled by an issue of shares in Polo Resources.

(ii) DBB Resources Limited

DBB Resources Limited is an unlisted natural resources company, focusing on investing in tin, tantalum and lithium exploration and mining projects. As at the Latest Practicable Date, the trustee of a discretionary trust, under which Stephen Dattels is a beneficiary, held approximately 26.14 per cent of its total issued share capital.

(iii) Ferrum Resources Limited

Ferrum Resources Limited is an unlisted natural resources company, focusing on investing in iron ore exploration and mining projects. As at the Latest Practicable Date, the trustee of a discretionary trust, under which Stephen Dattels is a beneficiary, held approximately 26.43 per cent of its total issued share capital.

Currently, the existing businesses of above companies do not compete against the Company's existing businesses in China. Should the Company and any of the above companies come into competition in the future, no Director of the Company shall vote on any board resolution of the Company approving any contract or arrangement or any other proposal in which they or any of their associates have a material interest, nor shall they be counted in the quorum present in the meeting, in each case if, and to the extent, required under Rule 13.44 of the HK Listing Rules.

Further, the Company established a connected transactions committee on 20 October 2008 to review and monitor any conflict of interests that the Group may have with any of its directors, employees or members and, moreover, any actual or potential connected or related party transaction (including connected transactions exempted under the HK Listing Rules) that the Group is proposing to enter into, including any approvals thereof. The committee comprises Julie Oates (the Chairlady), Jamie Gibson and Mark Searle.

Notes:

The following companies, which were disclosed under the "Directors' Interests in Competing Businesses" in the Company's last annual report, are not included in the "Directors' Interests in Competing Businesses" in this circular due to the following reasons:

- (1) Extract Resources Limited ("**Extract Resources**"), in which the Company did not hold any interests, was previously disclosed given that: (i) the trustee of a discretionary trust, under which Stephen Dattels is a beneficiary; (ii) Kalahari Minerals plc (see below); and (iii) Polo Resources Limited (see below) held less than 5 per cent (which was not discloseable under the rules of the relevant regulator(s)), approximately 40.41 per cent and 9.27 per cent of its total issued share capital respectively.

The said trustee of Stephen Dattels and Polo Resources Limited ceased to hold any interests in the total share capital of Extract Resources subsequent to the publication of the Company's annual report for the year ended 31 December 2009.

As at the Latest Practicable Date, other Directors of the Company did not have discloseable interests in Ortac Resources.

- (2) Kalahari Minerals Limited ("**Kalahari Minerals**"), in which the Company did not hold any interests, was previously disclosed given that: (i) Brazilian Gold (see above); (ii) Emerging Metals (see above); and (iii) Niger Uranium Limited (see below) held less than 3 per cent (which was not discloseable under the rules of the relevant regulator(s)), approximately 3.95 per cent and approximately 6.07 per cent of its total issued share capital respectively.

Emerging Metals ceased to hold any interests in the total share capital of Kalahari Minerals subsequent to the publication of the Company's annual report for the year ended 31 December 2009.

As at the Latest Practicable Date, other Directors of the Company did not have discloseable interests in Kalahari Minerals.

- (3) Niger Uranium Limited (“**Niger Uranium**”), in which the Company did not hold any interests, was previously disclosed given that: (i) John Stalker, a former Non-Executive Director of the Company, was its director; and (ii) James Mellon held less than 3 per cent of its total issued share capital (which was not discloseable under the rules of the relevant regulator(s)).

John Stalker resigned as a Non-Executive Director of the Company on 8 April 2009 and as a director of Niger Uranium on 10 May 2010.

As at the Latest Practicable Date, other Directors of the Company did not have discloseable interests in Niger Uranium.

- (4) Ortac Resources Limited (formerly “Templar Minerals Limited”, “**Ortac Resources**”), in which the Company did not hold any interests, was previously disclosed given that the trustee of a discretionary trust, under which Stephen Dattels is a beneficiary, held approximately 10.92 per cent of its total issued share capital.

The said trustee of Stephen Dattels ceased to hold any interests in the total share capital of Ortac Resources subsequent to the publication of the Company’s annual report for the year ended 31 December 2009.

As at the Latest Practicable Date, other Directors of the Company did not have discloseable interests in Ortac Resources.

6 DIRECTORS’ INTERESTS IN ASSETS

As far as the Directors are aware, none of them has any interests, whether direct or indirect, in any assets which have been, since 31 December 2009 to which the Company’s latest audited financial statements were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

7 SUBSTANTIAL SHAREHOLDERS’ INTERESTS

As at the Latest Practicable Date, the following persons (other than James Mellon and Stephen Dattels, whose interests are set out in detail under the section headed “Directors’ interests in securities and options”) had the following beneficial interests and short positions in the shares and underlying shares (in respect of positions held pursuant to equity derivatives) of the Company, which would have to be recorded in the Register of Interests and Short Positions of Substantial Shareholders required to be kept by the Company under Section 336 of the SFO or which would have to be otherwise notified to the Company and the HK Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO (including those interests and short positions which they were deemed or taken to have under such provisions of the SFO).

Number of shareholder	Class of shares	Capacity in which the shares are held	Long/Short position	Total interests (Number of shares)	Approximate % holding**	Derivative interests (Number of shares)
Wilson Siu Wai Lum	Ordinary shares	Beneficial owner	Long position	9,040,000	0.23%	Nil
	Ordinary shares	Interests held by controlled corporation (Note below)	Long position	210,300,000	5.38%	Nil
Trinity WS Capital Management Limited	Ordinary shares	Investment manager	Long position	87,000,000	2.23%	Nil
	Ordinary shares	Nominee for another person (other than a bare trustee)	Long position	123,300,000	3.15%	Nil

** The total issued ordinary share capital of the Company as at the Latest Practicable Date consisted of 3,910,990,523 shares.

Note: The 210,300,000 shares in the Company disclosed in the “interests held by controlled corporation” by Wilson Siu Wai Lum refer to the entirety of the interests disclosed by Trinity WS Capital Management Limited.

Save for such interests, the Directors are not aware of any other persons who, as at the Latest Practicable Date, had beneficial interests and short positions in the shares and underlying shares (in respect of positions held pursuant to equity derivatives) of the Company, which would have to be recorded in the Register of Interests and Short Positions of Substantial Shareholders required to be kept by the Company under Section 336 of the SFO or which would have to be otherwise notified to the Company and the HK Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO (including those interests and short positions which they were deemed or taken to have under such provisions of the SFO).

8 MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by the Group within two years immediately preceding the Latest Practicable Date:

(1) PT Jimbaran Borneo

- (a) An investment and cooperation agreement dated 27 June 2008 (the “**Blue Pacific Investment and Cooperation Agreement**”, which amended and restated a prior agreement dated 23 June 2008) was entered into between: (i) the Company; (ii) RPG Investments I Limited (the “**RPGI**”); (iii) Blue Pacific Advisors Ltd. (“**Blue Pacific**”); (iv) Blue Pacific Coal Pte. Ltd. (“**Blue Pacific Coal**”, a company incorporated in Singapore itself having contractual rights to economic benefits flowing from certain Indonesian coal mining concessions); and (v) Eugene McCarthy, Charles Madhavan and Lee Chong Gim Daniel as guarantors principally in relation to the acquisition of PT Jimbaran Borneo (a company to be incorporated in Indonesia).

Details of the Blue Pacific Investment and Cooperation Agreement were set out in the circular issued by the Company on 18 July 2008.

- (b) A letter dated 1 January 2009 was entered into by the parties to the Blue Pacific Investment and Cooperation Agreement, pursuant to which the Blue Pacific Investment and Cooperation Agreement was amended to extend the long stop date to 30 April 2009 (as announced by the Company on 2 January 2009).
 - (c) A further letter dated 29 April 2009 was entered into by the parties to the Blue Pacific Investment and Cooperation Agreement, pursuant to which the long stop date referred to in the Blue Pacific Investment and Cooperation Agreement was further extended to 31 December 2009 (as announced by the Company on 29 April 2009).
 - (d) A termination notice dated 31 December 2009 was served by the Company to the remaining parties to the Blue Pacific Investment and Cooperation Agreement to terminate it effective as of 1 January 2010 (as announced by the Company on 31 December 2009).
- (2) Zhun Dong Project

- (a) A finder's fee agreement dated 11 June 2009 (the "**Zhun Dong Finder's Fee Agreement**") was entered into between (i) the Company; and (ii) Du Yue Xin as finder, pursuant to which the Company agreed to pay to the finder a commission equal to 5 per cent of the total consideration payable under the Zhun Dong Share Purchase Agreement (as defined below), following completion of the Zhun Dong Share Purchase Agreement (and the transactions contemplated therein) and receipt (in full) of the gross proceeds for the Zhun Dong Disposal (as defined below).
- (b) A sale and purchase agreement dated 21 August 2009 (the "**Zhun Dong Share Purchase Agreement**") was entered into between (i) Regent Coal (BVI) Limited ("**Regent Coal (BVI)**") as seller; and (ii) Creative International (HK) Limited (the "**Zhun Dong Purchaser**") as purchaser, pursuant to which Regent Coal (BVI) agreed to sell and assign, and the Zhun Dong Purchaser agreed to purchase and have assigned to it, the entire issued share capital of Regent Coal (HK) Limited ("**Regent Coal (HK)**") (which in turn owns the entire equity capital of Xin Jiang Regent Coal) and the shareholder's loans owed by Regent Coal (HK) to Regent Coal (BVI), together with all interest accrued thereon (if any), outstanding as at the completion of the Zhun Dong Share Purchase Agreement (the "**Zhun Dong Disposal**").

Details of the Zhun Dong Finder's Fee Agreement and the Zhun Dong Share Purchase Agreement were set out in the circular issued by the Company on 11 September 2009.

- (c) An amendment agreement dated 14 October 2009 (the "**First Zhun Dong Amendment Agreement**") was entered into between (i) Regent Coal (BVI) as seller; (ii) the Zhun Dong Purchaser as purchaser; and (iii) Wang Xiaoxu (being the controlling shareholder of the Zhun Dong Purchaser) as guarantor to amend certain provisions of the Zhun Dong Share Purchase Agreement.

Details of the First Zhun Dong Amendment Agreement were set out in the supplemental circular issued by the Company on 22 October 2009.

- (d) Subsequent to the extension of the date for satisfaction of the conditions of the Zhun Dong Share Purchase Agreement, as amended by the First Zhun Dong Amendment Agreement, from 11 November 2009 to 15 December 2009 (as announced by the Company on 11 November 2009), a second amendment agreement dated 15 December 2009 was entered into between (i) Regent Coal (BVI) as seller; (ii) the Zhun Dong Purchaser as purchaser; and (iii) Wang Xiaoxu as guarantor to further extend the date for satisfaction of the conditions of the Zhun Dong Share Purchase Agreement to 28 February 2010 (as announced by the Company on 15 December 2009).
- (e) A third amendment agreement dated 26 February 2010 was entered into between (i) Regent Coal (BVI) as seller; (ii) the Zhun Dong Purchaser as purchaser; and (iii) Wang Xiaoxu as guarantor to further extend the date for satisfaction of the conditions of the Zhun Dong Share Purchase Agreement to 30 April 2010 (as announced by the Company on 26 and 28 February 2010).
- (f) An equity transfer agreement dated 30 April 2010 (the “**Zhun Dong Equity Transfer Agreement**”) was entered into between (i) Regent Coal (HK) as transferor; and (ii) Xin Jiang Lu Zhun Coal-Chemical Co., Ltd as transferee in relation to the transfer of the equity capital of Xin Jiang Regent Coal in conjunction with the Zhun Dong Disposal.
- (g) A fourth amendment agreement dated 30 April 2010 (the “**Fourth Zhun Dong Amendment Agreement**”) was entered into between (i) Regent Coal (BVI) as seller; (ii) the Zhun Dong Purchaser as purchaser; and (iii) Wang Xiaoxu as guarantor to further extend the date for satisfaction of the conditions of the Zhun Dong Share Purchase Agreement to 31 October 2010.

Details of the Zhun Dong Equity Transfer Agreement and the Fourth Zhun Dong Amendment Agreement were announced by the Company on 30 April 2010 and 1 November 2010.

- (h) A termination agreement dated 9 November 2010 (the “**Termination Agreement to the Zhun Dong Equity Transfer Agreement**”) was entered into between (i) Xin Jiang Regent Coal; (ii) Regent Coal (HK); and (iii) Xin Jiang Lu Zhun Coal-Chemical Co., Ltd to terminate the Zhun Dong Equity Transfer Agreement, without any liability or recourse to Regent Coal (BVI) or its affiliates (which includes the Company), so that the Zhun Dong Disposal will proceed pursuant to the Zhun Dong Share Purchase Agreement (as amended by the various amendment agreements referred to above) only.

To replace provisions (otherwise provided in the Zhun Dong Equity Transfer Agreement), a letter agreement dated 9 November 2010 (the “**Fifth Zhun Dong Amendment Agreement**”) was entered into between (i) Regent Coal (BVI) as seller;

(ii) the Zhun Dong Purchaser as purchaser; and (iii) Wang Xiaoxu as guarantor, pursuant to which the parties agreed that in the event the Zhun Dong Share Purchase Agreement (as amended by the various amendment agreements referred to above) is terminated by Regent Coal (BVI) (for whatever reason), upon actual receipt by Regent Coal (BVI) of a written request from the Zhun Dong Purchaser, Regent Coal (BVI) (acting through its designated co-signatory) shall instruct the return of the deposit of RMB 400 million (received in the designated account of Regent Coal (BVI) in Beijing on 1 November 2010) from Regent Coal (BVI) to the Zhun Dong Purchaser. However, irrespective of the completion of the Zhun Dong Share Purchase Agreement, the initial deposit of RMB 24 million paid by the Zhun Dong Purchaser to Regent Coal (BVI) on 25 September 2009 (as announced by the Company on 28 September 2009) will remain with Regent Coal (BVI) and is non-refundable as per the contractual arrangements in force.

Details of the Termination Agreement to the Zhun Dong Equity Transfer Agreement and the Fifth Zhun Dong Amendment Agreement were announced by the Company on 9 November 2010.

(3) Repurchase of Redeemable Convertible Preference Shares

Offers were made by the Company on 9 April 2009, in accordance with the terms and conditions for the issue of the Redeemable Convertible Preference Shares (“**RCPS(s)**”), to each of the holders of the 3,500 issued and outstanding RCPSs (including certain Directors of the Company) to repurchase all their RCPSs at their subscription price of US\$1,000 in cash for each RCPS, comprising the par value of US\$0.01 and a premium of US\$999.99, for an aggregate amount of US\$3.5 million (or approximately HK\$27.3 million) in cash (the “**RCPS Repurchase**”).

Details of the RCPS Repurchase were set out in the circular issued by the Company on 29 April 2009.

The RCPS Repurchase was completed on 25 June 2009, and all the 3,500 RCPSs were repurchased and cancelled (as announced by the Company on 25 June 2009).

(4) Kalahari Minerals plc

(a) A commitment letter dated 5 May 2009 was entered into between (i) the Company and (ii) Ambrian Partners Limited, who, together with Mirabaud Securities plc, acted as joint brokers in relation to the subscription by the Company of new shares in Kalahari Minerals plc (“**Kalahari**”), as announced by the Company on 5 and 18 May 2009.

(b) A further commitment was given by the Company on 1 September 2009 to Ambrian Partners Limited, who, together with Mirabaud Securities plc, acted as joint brokers in relation to the further subscription by the Company of new shares in Kalahari, as announced by the Company on 3 September 2009.

- (c) Subsequent to on-market trading in the shares of Kalahari conducted in the ordinary and usual course of business, an order was executed by the Company on 25 March 2010 with Saxo Bank to sell its entire remaining stake in Kalahari, as announced by the Company on 26 March 2010.

(5) Bannerman Resources Limited

A subscription agreement dated 28 May 2009 was entered into between (i) the Company and (ii) Bannerman Resources Limited in relation to the subscription by the Company of new shares in Bannerman Resources Limited, as announced by the Company on 29 May and 4 June 2009.

(6) BC Iron Limited

A commitment was given by the Company on 18 June 2009 to Argonaut Securities Pty Limited, as broker, in relation to the subscription by the Company of new shares in BC Iron Limited, as announced by the Company on 18 and 29 June and 23 July 2009.

(7) Venturex Resources Limited

- (a) A subscription agreement dated 23 March 2010 was entered into between (i) the Company and (ii) Venturex Resources Limited (“**Venturex**”) in relation to the subscription by the Company of new shares in Venturex.
- (b) A letter agreement dated 16 June 2010 was entered into between (i) the Company and (ii) Venturex to amend the aforesaid subscription agreement.

Details of the subscription of Venturex shares were set out in the announcement issued by the Company on 23 March, 19 April, 17 June and 16 August 2010.

(8) Bathurst Resources Limited

- (a) A commitment in favour of Helmsec Global Capital Limited, as placement agent, was executed by the Company on 9 June 2010 in relation to the subscription by the Company of new shares in Bathurst Resources Limited (“**Bathurst**”), as announced by the Company on 10 June 2010.
- (b) Subsequent to on-market trading in the shares of Bathurst conducted in the ordinary and usual course of business, an order was executed by the Company on 25 March 2010 with Paterson Securities Limited to sell certain of its remaining stake in Bathurst, as announced by the Company on 5 October 2010.
- (c) The Company announced on 18 October 2010 that it disposed of its remaining stake in Bathurst on the Australian Securities Exchange in the ordinary course of business.

(9) Dapingzhang Mine

The Share Purchase Agreement was entered into on 27 October 2010, as announced by the Company on 27 and 28 October 2010.

9 PROSPECTS OF THE GROUP

While the economic conditions on a global scale would appear to be broadly improving, volatility and uncertainty remain in the near term. The IMF predicts that global growth will be near four per cent. this year with Chinese GDP expected to grow at around nine per cent. Such outcomes would have a positive impact for metals and minerals markets.

Asian countries are contending with inflationary pressures arising from massive economic stimulus packages that were put in place last year. In particular, Chinese efforts to prevent overheating in its property market may have negative effects on the prices of commodities in the near term.

Moreover, the recent sovereign debt crisis in Europe and its sweeping contagion into financial markets around the world illustrate the potential for persistent economic imbalances and hidden risks to cause ongoing disruption to global economic activity.

In looking to the longer term, increasing prosperity in developing countries including China and India, with associated industrialization and urbanization will continue to drive underlying growth in demand for commodities. We expect to benefit strongly from this as our investments are aligned to the growth of China, in particular.

The most significant risk affecting the profitability and viability in respect of the Group is the continued success and value of the Group's interests in the Zhun Dong Project, Abagaqi Changjiang Mining Company Limited ("ACMC") and West China Coking and Gas Company Limited ("**West China Coke**"), together with the performance of our equity investment portfolio, which is highly leveraged to global equity markets and fluctuations in commodity prices.

Irrespective of the current volatility and uncertainty of economic conditions on a global scale, we remain very positive on the outlook for copper, iron ore, thermal coal and coking coal, being our commodities of choice. We also remain optimistic that the Group will have a strong second half to the current financial year, with the Disposal of Dapingzhang further strengthening our already strong cash position (to be further strengthened by the possible sale of our Zhun Dong coal project for RMB 460 million (approximately US\$69.28 million), as may be adjusted), while the value of our equity book continues to increase beyond reported levels.

10 INDEBTEDNESS OF THE GROUP

As at the close of business on 30 September 2010, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, apart from the intra-group liabilities, the Group did not have as at 30 September 2010 any material outstanding liabilities in respect of mortgage, charges, debentures or other loan capital, bank overdrafts, loans or similar indebtedness or hire purchase commitments.

As at 30 September 2010, the Group has no material contingent liabilities.

11 SUFFICIENCY OF WORKING CAPITAL

The Directors are of the opinion, after making due and careful enquiry into the financial resources available to the Group (including internally generated funds), that, following the Disposal, the Group has sufficient working capital for its present requirements for at least 12 months from the date of this circular, in the absence of unforeseeable circumstances.

12 LITIGATION

The Directors are not aware of any litigation or claims of material importance pending or threatened against the Company or any subsidiary of the Group as at the Latest Practicable Date.

For completeness and as previously disclosed, ACMC had been previously joined as a party to arbitration proceedings in respect of a third party claim against it for a success or transaction fee of up to 16 per cent of the total amount of RMB 180 million (US\$26.35 million) that Regent Coal (BVI) has and may pay in respect of its existing and any future equity stake in ACMC. The claim relates only to 16 per cent of the actual amount paid by Regent Coal (BVI) for equity in ACMC, currently RMB 80 million (US\$12.05 million), and Regent Coal (BVI) is fully indemnified (on a contractual basis) by the remaining shareholders of ACMC should it or ACMC be required to make any payment in connection therewith. As disclosed previously, these proceedings were dismissed by the Inner Mongolian Xilinhot Court on 15 October 2009.

The Company understands that the claimant has filed an appeal to a superior level court in Huhhot, which is yet to be considered or heard.

In light of the contractual protections in place in favour of Regent Coal (BVI) and the previous ruling in its favour, the Directors do not consider these proceedings material, but acknowledge that its outcome cannot be determined with any reasonable certainty at this time. Accordingly, no provision has been made in the financial statements of the Group in respect of these arbitration proceedings.

13 MISCELLANEOUS

- (a) The Company Secretary of the Company is Ms Fung Yuk Bing (Stella), who is an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Company Secretaries.
- (b) The registered office of the Company is at P.O. Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands, and the principal place of business of the Company is at Suite 1001, Henley Building, 5 Queen's Road Central, Hong Kong.
- (c) The Company's Branch Share Registrars in Hong Kong is Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

- (d) This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.

14 DOCUMENTS AVAILABLE FOR INSPECTION

During the period from the date of this circular to the date prior to the Extraordinary General Meeting and at the Extraordinary General Meeting, copies of the following documents will be available for inspection at the Company's principal place of business in Hong Kong:

- (a) the Memorandum and Articles of Association;
- (b) the Share Purchase Agreement;
- (c) the contracts referred to in the paragraph titled "Material Contracts";
- (d) the annual reports of the Company for the years ended 31 December 2008 and 2009 respectively; and
- (e) this circular issued on 12 November 2010.

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 Meeting Room 3, 1st Floor, Wynn Macau*, Rua Cidade de Sintra, Nape, Macau on Wednesday, 1 December 2010 at 11:00 a.m. to consider and, if thought fit, approve (with or without amendments) the following resolution (*Shuttle buses of Wynn Macau will depart from the New Macau Maritime Ferry Terminal at 10:30 a.m. and 10:45 a.m.):

AS AN ORDINARY RESOLUTION

“THAT:

- (A) (i) the Disposal and the transactions and agreements contemplated under or incidental to the Disposal (including the Share Purchase Agreement and the documents and agreements contemplated in each of them) (the aforementioned documents collectively defined as the **“Disposal Documents”**); and
- (ii) the execution, performance and implementation of the Disposal Documents and ancillary matters contemplated thereunder,
- be and are hereby approved, confirmed and ratified; and

- (B) any Director be and is hereby authorised on behalf of the Company to exercise, perfect and deliver all such documents and do all such acts and things and any two Directors or any Director and the company secretary of the Company be and are hereby authorized to affix the Company’s seal to all such documents and deliver the same as deeds of the Company, in any such case as may be necessary or desirable to implement or give effect to the terms of the Disposal Documents and the transactions and ancillary agreements or documents contemplated thereunder (including, without limitation, the execution of any deed and/or documents in connection with the transactions and agreements contemplated in resolution (A) above and the exercise or enforcement of any rights thereunder) and to make and agree such variations to the terms of the Disposal Documents and ancillary agreements or

NOTICE OF EXTRAORDINARY GENERAL MEETING

documents contemplated thereunder as he or she or they, in his or her or their absolute discretion, may consider to be desirable, appropriate or necessary and in the interests of the Company.”

By Order 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, 12 November 2010

Notes:

1. Shareholders are recommended to read the shareholders' circular dated 12 November 2010 issued by the Company (the “**Circular**”), which contains important information concerning the resolution proposed at the extraordinary general meeting being convened by this notice.

Unless the context requires otherwise, capitalised terms used in this notice shall have the same meaning given to them in the Circular, of which this notice forms part.

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.
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 1001, 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.

NOTICE OF EXTRAORDINARY GENERAL 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.