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If you have sold all your shares in Regent Pacific Group Limited, you should, without delay, hand this circular 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)

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

This circular is accompanied by an election form for shareholders to elect: (i) a cash dividend, or (ii) a scrip dividend, or (iii) part cash dividend and part scrip dividend in respect of the Special Interim Dividend. In order for their election to be applicable to the Special Interim Dividend, shareholders are required to return their Election Forms to Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong **not later than 4:00 pm (Hong Kong time) on Tuesday, 13 December 2005.**

29 November 2005

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LETTER FROM THE BOARD



REGENT PACIFIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0575)

Executive Directors:

Jamie Gibson (*Chief Executive Officer*)

Clara Cheung

Non-Executive Directors:

James Mellon (*Chairman*)

David Comba[#]

Julie Oates[#]

Patrick Reid[#]

Mark Searle[#]

Jayne Sutcliffe

Anderson Whamond

Registered office:

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South Church Street

George Town

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Cayman Islands

British West Indies

*Principal place of business
in Hong Kong:*

Suite 1401

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Hong Kong

[#] *Independent Non-Executive Directors*

29 November 2005

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam

SPECIAL INTERIM DIVIDEND FOR THE YEAR ENDING 31 MARCH 2006

1. INTRODUCTION

On 27 October 2005, the directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**” and, collectively with its subsidiaries, the “**Group**”) recommended a special interim dividend (the “**Special Interim Dividend**”) of **22 Hong Kong cents per share** for the year ending 31 March 2006 out of the Company’s share premium, payable in cash to those shareholders whose names were recorded on the Principal or Branch Register of Members of the Company on Friday, 18 November 2005 (the “**Record Date**”), with an option to receive the Special Interim Dividend by way of new shares in the Company (“**Share(s)**”), credited as fully paid, in respect of part or all of such Special Interim Dividend (the “**Scrip Dividend Scheme**”).

LETTER FROM THE BOARD

On the basis of the Company's existing issued share capital comprising 1,107,226,089 ordinary shares and 86,728,147 non-voting convertible deferred shares ("**Deferred Shares**"), payment of the Special Interim Dividend will amount to approximately US\$33.68 million (HK\$262.70 million) or approximately 90% of the proceeds received from Bridge Investment Holding Limited ("**BIH**"), which complies with the Board's stated policy for distributing 90% of any realisation received from BIH, subject to the Group retaining sufficient working capital for the next 24 months.

The Directors announced on 18 November 2005 that all ordinary resolutions proposed at the Company's extraordinary general meeting held on Friday, 18 November 2005 with respect to the Special Interim Dividend, as set out in the notice of the meeting dated 31 October 2005, had been duly passed.

The purpose of this circular is to set out the procedures which apply in relation to the Special Interim Dividend and the Scrip Dividend Scheme, and the actions which shareholders should take in relation to them.

2. SPECIAL INTERIM DIVIDEND AND SCRIP DIVIDEND SCHEME

An election form (the "**Election Form**") is enclosed for shareholders to elect: (i) a cash dividend, or (ii) a scrip dividend, or (iii) part cash dividend and part scrip dividend. In order for their election to be applicable to the Special Interim Dividend, shareholders are required to return their Election Forms to Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong **not later than 4:00 pm (Hong Kong time) on Tuesday, 13 December 2005.**

a. Cash dividend

Shareholders may elect to receive the Special Interim Dividend wholly in cash. The cash dividend will be paid either in Hong Kong dollars or in United States dollars at the exchange rate of **HK\$7.7548:US\$1.00** as quoted by Citibank NA, Hong Kong at 4:00 pm (Hong Kong time) on Friday, 18 November 2005. Shareholders are requested to indicate in the Election Form the currency in which they wish to receive their cash dividend.

b. Scrip dividend

Shareholders (other than the Excluded Shareholders (as referred to in paragraph 4 headed "Overseas shareholders" below)) may elect to receive the Special Interim Dividend wholly by way of new Shares credited as fully paid by so indicating in the Election Form.

It was announced on 27 October 2005 that the market value of the new Shares to be issued under the Scrip Dividend Scheme ("**Scrip Dividend Shares**") would be fixed by reference to the average of the closing prices of the Shares quoted on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") over the five trading days during the period from Monday, 14 November 2005 (the day on which the Shares were first quoted ex-dividend) to Friday, 18 November 2005 (both days inclusive), with any adjustments which the

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Directors in their absolute discretion consider necessary. However, trading in the Shares on the Stock Exchange was suspended from 3:37 pm on Tuesday, 8 November 2005 to 4:00 pm on Tuesday, 22 November 2005, pending the release by the Company of a major transaction announcement, which was issued on 22 November 2005.

The Directors have therefore determined to fix the market value of the Scrip Dividend Shares at **HK\$0.153 per Share**, being the average of the closing prices of the Shares quoted on the Stock Exchange over the four trading days during the period from Wednesday, 23 November 2005 (the day on which trading of the Shares first resumed after the issue by the Company of the major transaction announcement on 22 November 2005) to Monday, 28 November 2005 (both days inclusive). Accordingly, the number of Scrip Dividend Shares which shareholders will receive under the Scrip Dividend Scheme will be calculated by the following formula:

$$\begin{array}{l} \text{Number of Scrip Dividend} \\ \text{Shares to be received under} \\ \text{the Scrip Dividend Scheme} \end{array} = \begin{array}{l} \text{Number of existing Shares held on the} \\ \text{Record Date for which election is made} \\ \text{under the Scrip Dividend Scheme} \end{array} \times \frac{\text{HK\$0.22}}{\text{HK\$0.153}}$$

If all the shareholders elect to receive their Special Interim Dividend wholly by way of Scrip Dividend Shares, based on 1,107,226,089 ordinary Shares and 86,728,147 Deferred Shares in issue as at the Record Date, not more than 1,716,796,940 new ordinary Shares will be issued under the Scrip Dividend Scheme. The number of Scrip Dividend Shares to be issued to each shareholder will be rounded down to the nearest integral number. Fractional entitlements to Scrip Dividend Shares will not be allotted and the benefit thereof will accrue to the Company.

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

The proposed Scrip Dividend Scheme will give shareholders the opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs. The proposed Scrip Dividend Scheme will also be to the advantage of the Company because, to the extent that shareholders do not elect to receive cash dividend, in whole or in part, such cash as would otherwise have been paid to shareholders will be retained for use as working capital by the Company.

The proposed Scrip Dividend Scheme is conditional upon the Stock Exchange granting listing of, and permission to deal in, the Scrip Dividend Shares. Application will be made to the Stock Exchange for listing of, and permission to deal in, the Scrip Dividend Shares.

The Shares are only listed on the Stock Exchange and the Frankfurt Stock Exchange. No part of the share capital of the Company is listed or dealt in on any other stock exchange and the Company is not currently seeking to list its Shares on any other stock exchange.

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c. **Combination of cash and scrip dividends**

Shareholders may elect to receive the Special Interim Dividend partly in cash and partly by way of Scrip Dividend Shares (not applicable to the Excluded Shareholders (as referred to in paragraph 4 headed “Overseas shareholders” below)) by indicating in the Election Form the number of Shares currently registered in their name and entitled to receive the Special Interim Dividend, which they want to rank for the cash dividend and scrip dividend respectively. Shareholders are also requested to elect the currency in which they wish to receive their cash dividend.

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

Dividend cheques in relation to the cash dividend and/or share certificates with respect to the Scrip Dividend Shares will be despatched on **Friday, 16 December 2005** by ordinary post to those shareholders entitled thereto at the shareholders’ risk to their registered address on the Company’s Registers of Members. On this basis, dealings in the Scrip Dividend Shares are expected to commence after the due despatch to the relevant shareholders of the share certificates with respect to the Scrip Dividend Shares. Dealing in Shares may be settled through the Central Clearing and Settlement System and shareholders should seek the advice of their stockbroker or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

3. CONCERT PARTY GROUP

As at the Record Date, according to the Register of Interests in Shares and Short Positions of Substantial Shareholders kept by the Company pursuant to Part XV of the Securities and Futures Ordinance, James Mellon (and his associates, as defined in The Rules Governing the Listing of Securities on the Stock Exchange) currently holds a 23.49% interest in the total issued voting share capital of the Company. His associate also holds 86,728,147 Deferred Shares in the issued share capital of the Company, which are also entitled to the Special Interim Dividend. In addition, Jayne Sutcliffe and Anderson Whamond hold an interest of 3.50% and 0.45%, respectively, in the total issued voting share capital of the Company. James Mellon and his associates, Jayne Sutcliffe and Anderson Whamond (the “**Concert Party Group**”) have registered their aggregate holding as at 19 October 2001 pursuant to Rule 26.6 of The Hong Kong Code of Takeovers and Mergers (the “**Takeovers Code**”).

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The Directors were informed by the members of the Concert Party Group that they intend to elect to receive the Special Interim Dividend by way of Scrip Dividend Shares in respect of one-third of their interests in the Company. However, the Company will closely monitor the situation and in particular, the extent of election by shareholders other than the Concert Party Group to receive the Special Interim Dividend by way of Scrip Dividend Shares. The Company will scale down the election by the members of the Concert Party Group to receive the Special Interim Dividend by way of Scrip Dividend Shares so that no obligation to make a mandatory general offer will be triggered under the Takeovers Code by virtue of any such election.

4. OVERSEAS SHAREHOLDERS

None of this circular, the Election Form nor the Scrip Dividend Shares will be registered or filed under the securities laws or equivalent legislation of any jurisdiction.

If any shareholder is a resident outside Hong Kong, this circular and/or the Election Form only constitute(s) an invitation to subscribe for the Scrip Dividend Shares if such an invitation can be legally made to him without the Company having to meet any legal or registration requirements outside Hong Kong. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation will be deemed to have received this circular and/or the Election Form for information purposes only.

As at the Record Date, among the 439 shareholders of the Company, 41 shareholders had overseas registered addresses on the Company's Registers of Members in the following jurisdictions:

Country of residence	Number of shareholder	Total number of shares held	% of total issued share capital [⊕]
United Kingdom [⊕]	21	290,853,629 [⊕]	24.36%
Isle of Man	6	119,579,370	10.02%
United States of America	4	2,061,850	0.17%
Quebec, Canada	1	500,000	0.04%
Russia	3	302,000	0.03%
Ireland	2	251,000	0.02%
Malaysia	1	130,000	0.01%
Singapore	2	43,000	0.00%
Switzerland	1	1,000	0.00%
	<u>41</u>	<u>413,721,849</u>	<u>34.65%</u>

[⊕] Includes the 86,728,147 Deferred Shares in the issued share capital.

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The Directors have been advised by legal counsel that, without incurring costs and delays and making various filings to ensure compliance with local approval and/or registration requirements and/or other formalities under the laws of the relevant jurisdictions, subject to certain exceptions as mentioned in the following paragraphs of this section headed “Overseas shareholders”, the Scrip Dividend Scheme may not be offered to or for the account of shareholders of the Company with registered addresses in the United States of America (including its territories and possessions and the District of Columbia) and Malaysia. As it would not be cost-effective or expedient for the Company to comply with the approval and/or registration requirements and/or other formalities under the laws of the relevant jurisdictions, the Directors have decided that, subject to certain exceptions as mentioned in the following paragraphs of this section headed “Overseas shareholders”, it would be expedient to exclude shareholders of the Company with registered addresses in these jurisdictions (“**Excluded Shareholders**”) from the Scrip Dividend Scheme.

The Scrip Dividend Scheme will be offered to those Excluded Shareholders who can prove to the satisfaction of the Company that such offer can be legally made to such shareholders without the Company having to meet any legal or registration requirements outside Hong Kong. Excluded Shareholders who wish to participate in the Scrip Dividend Scheme should notify the Company in writing immediately.

The Directors have also been advised that while the initial grant of the scrip dividend to the shareholder of the Company in the Province of Quebec, Canada is exempt from the prospectus and registration requirements of applicable Canadian Securities legislation, the Scrip Dividend Shares are not freely tradeable in Canada. Accordingly, while the shareholder of the Company in the Province of Quebec will not be excluded from the Scrip Dividend Scheme, such shareholder is advised to consult his own professional adviser as to whether it would be beneficial or expedient for him to participate in the Scrip Dividend Scheme. The Company is not aware that it has any shareholders in Canada with a registered address outside the Province of Quebec.

For the avoidance of doubt, the Scrip Dividend Shares are not offered to the public (other than the shareholders of the Company) and the Election Forms are non-transferable.

Notwithstanding the legal advice taken by the Company, it is the responsibility of any shareholders wishing to participate in the Scrip Dividend Scheme to satisfy themselves as to full observance of the laws of any relevant territory including obtaining any governmental or other consents which may be required pursuant to the Scrip Dividend Scheme. Overseas shareholders of the Company who are in any doubt as to their position should consult their own professional advisers.

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5. PROSPECTS OF THE COMPANY

Shareholders may wish to refer to the major transaction announcement issued by the Company on 22 November 2005 with respect to a commitment agreement entered into on 7 November 2005 among (i) Regent Metals Limited (a wholly owned subsidiary of Red Dragon Resources Corporation, which is in turn a 80% owned subsidiary of the Company); (ii) Simao Shanshui Minerals Limited; and (iii) Yuxi Resources Corporation relating to the establishment of a Sino-foreign equity joint venture enterprise to co-explore and co-develop certain mineral resources in the People's Republic of China (the "PRC") upon satisfaction of certain conditions, namely approval of the joint venture contract by the relevant PRC governmental authorities and other relevant PRC regulators and approval of the transaction by the shareholders of the Company at a general meeting.

6. DIRECTORS' RECOMMENDATION

Whether or not it is to your advantage to receive cash or Scrip Dividend Shares, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting therefrom are the responsibility of each shareholder. If you are in any doubt as to what to the action to be taken, you should consult your professional advisers as to whether or not you are permitted to receive Scrip Dividend Shares or if any governmental or other consents are required. Shareholders of the Company who are trustees are recommended to take professional advice as to whether the election to receive Scrip Dividend Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

On behalf of the Board of
Regent Pacific Group Limited

James Mellon
Chairman