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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 THE ZHUN DONG COAL PROJECT**

A notice convening the extraordinary general meeting of Regent Pacific Group Limited is set out in Pages 33-35 of this document. 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, 28 September 2009. 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.

11 September 2009

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DEFINITIONS

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

“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
“Cash and Drilling Adjustment”	the amount by which the total consideration payable on the Disposal shall be increased to reflect any: (i) cash left in the bank accounts of Regent Coal (HK) and/or Xin Jiang Regent Coal; and (ii) further expenditure on drilling incurred by Xin Jiang Regent Coal, Regent Coal (HK) and/or Regent Coal (BVI) since 1 June 2009, but prior to Completion, that has not otherwise been reflected in the Shareholder Loans, with any such adjustment not to exceed the US\$ Equivalent of RMB 7.3 million (or approximately HK\$8.3 million)
“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
“Completion Amount”	has the meaning given to it in the paragraph titled “Total consideration under the Share Purchase Agreement”
“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”
“Data Room”	the data room on the web site of the Company specifically containing the documents relevant to Regent Coal (BVI), Regent Coal (HK) and the Exploration Licences
“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

DEFINITIONS

“Disposal”	the sale of the Sale Share and the assignment of the Shareholder Loans by Regent Coal (BVI) to the Purchaser on and subject to the terms and conditions set out in the Share Purchase Agreement
“Due Diligence Period”	the period during which Regent Coal (BVI) grants access to the Purchaser to the contents of the Data Room, commencing on (and including) the date of the Share Purchase Agreement and expiring at 5.00 p.m. (Hong Kong time) on Wednesday, 9 September 2009, being the day falling 20 calendar days from (and including) 21 August 2009
“EGM Notice”	the notice convening the Extraordinary General Meeting as set out in Pages 33-35 of this document
“Extraordinary General Meeting”	the extraordinary general meeting convened to be held on Wednesday, 30 September 2009, the notice of which is set out in Pages 33-35 of this document, to consider and approve the Disposal
“Exploration Licences”	the four exploration licences issued by the Land and Resources Department of Xinjiang Uygur Autonomous Region, PRC, details of which are set out in the paragraph titled “Zhun Dong, Xinjiang Exploration Licence Renewal”
“Finder’s Fee”	the finder’s fee payable under the Finder’s Fee Agreement to Du Yue Xin
“Finder’s Fee Agreement”	the finder’s fee agreement entered into between the Company and Du Yue Xin, as finder, on 11 June 2009, 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 Share Purchase Agreement, following Completion and receipt (in full) of the gross Disposal proceeds
“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
“Joint Account”	has the meaning given to it in paragraph titled “Total consideration under the Share Purchase Agreement”

DEFINITIONS

“Latest Practicable Date”	Friday, 4 September 2009, being the latest practicable date prior to the printing of this document for ascertaining certain information for inclusion in this document
“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
“Option(s)”	the options granted and exercisable under the Share Option Scheme (2002)
“Purchaser”	Creative International (HK) Limited, a limited liability company incorporated in Hong Kong
“Regent Coal (BVI)”	Regent Coal (BVI) Limited (formerly CCEC Limited), a wholly and directly owned subsidiary of the Company incorporated in the British Virgin Islands
“Regent Coal (HK)”	Regent Coal (HK) Limited (formerly Yuke Coal Limited), a wholly and indirectly owned subsidiary of the Company incorporated in Hong Kong
“Redeemable Convertible Preference Shares” or “RCPS”	the 8.5% dividend bearing non-voting redeemable convertible preference shares of US\$0.01 each issued and allotted by the Company on 30 November 2006 pursuant to the subscription agreement dated 11 October 2006 in respect of the same
“Remaining Consideration”	has the meaning given to it in paragraph titled “Total consideration under the Share Purchase Agreement”
“RMB”	Renminbi, the lawful currency in China
“Sale Share”	one ordinary share of HK\$1.00, being the entire issued share capital of Regent Coal (HK)
“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

DEFINITIONS

“Share Option Scheme (2002)”	the share option scheme of the Company named the “Share Option Scheme (2002)” established on 15 November 2002
“Shareholder Loans”	the shareholder’s loans from Regent Coal (BVI) to Regent Coal (HK), together with all interest accrued thereon (if any), outstanding as at Completion, which is approximately US\$22,120,000 (or approximately HK\$172,536,000) in aggregate (excluding interest) as at the Latest Practicable Date
“Shareholder Loans Amount”	US\$1.00, being the nominal amount against the payment of which the Shareholder Loans shall be assigned to the Purchaser in accordance with the Share Purchase Agreement
“Share Purchase Agreement”	the share purchase agreement entered into between Regent Coal (BVI), as seller, and the Purchaser, as purchaser, on 21 August 2009, pursuant to which Regent Coal (BVI) agreed to sell and assign, and the Purchaser agreed to purchase and have assigned to it, the Sale Share and the Shareholder Loans
“US\$”	United States dollars, the lawful currency in the United States
“US\$ Equivalent”	means the equivalent amount of US\$ in respect of RMB or HK\$ stipulated herein using the relevant US\$:RMB or, where applicable, US\$:HK\$ exchange rate published by The Hongkong and Shanghai Banking Corporation Limited in Hong Kong on the last day (which must be a Business Day) immediately preceding the day on which the relevant payment is due
“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 Exploration Licences
“YSSCCL”	Yunnan Simao Shanshui Copper Company Limited, a Sino-foreign equity joint venture enterprise in which the Company holds an indirect 40 per cent. interest that produces copper and zinc concentrates with gold and silver credits
“Zhun Dong Project”	the coal assets held by Xin Jiang Regent Coal under the Exploration Licences

Note: Unless otherwise specified herein and save for the historical amounts referred to in the paragraph titled “Material Contracts” in the Appendix, amounts dominated in US\$ have been translated, for the purpose of illustration only, into HK\$ and RMB using the exchange rate of US\$1.00 = HK\$7.80 and RMB 6.83 and vice versa.

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 (*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 1401
Henley Building
5 Queen's Road Central
Hong Kong

11 September 2009

To the shareholders of Regent Pacific Group Limited

Dear Sir or Madam

MAJOR TRANSACTION: DISPOSAL OF THE ZHUN DONG COAL PROJECT

1 INTRODUCTION

The Company announced on 21 August 2009 that on the same day (and after Hong Kong market close), Regent Coal (BVI) entered into the Share Purchase Agreement, pursuant to which Regent Coal (BVI) agreed to sell and assign, and the Purchaser agreed to purchase and have assigned to it, the Sale Share and the Shareholder Loans for an aggregate consideration of US\$35,139,093 (or approximately HK\$274,084,925), subject to the Cash and Drilling Adjustment.

This document 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 (including the payment of the Finder's Fee), as set out in detail in the EGM Notice.

LETTER FROM THE BOARD

2 SHARE PURCHASE AGREEMENT

(a) **Date**

21 August 2009

(b) **Parties**

Seller : Regent Coal (BVI)

Purchaser : Creative International (HK) Limited

(c) **Interests to be disposed**

The Sale Share and the Shareholder Loans held by and owed to Regent Coal (BVI)

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

The total consideration under the Share Purchase Agreement shall be an amount equal to the aggregate sum of: (i) the US\$ Equivalent of RMB 240,000,000 (being approximately US\$35,139,092 or HK\$274,084,918) in cash (the “**Consideration**”); (ii) the Shareholder Loans Amount; and (iii) the Cash and Drilling Adjustment (further details of which are set out below).

Within 30 days of the date of the Share Purchase Agreement, the US\$ Equivalent of RMB 24,000,000 (being approximately US\$3,513,909 or HK\$27,408,491) (equal to 10 per cent. of the Consideration, the “**Deposit**”) will be paid by the Purchaser in cash into an interest bearing account in the joint names of, and operated by a signatory of each of, the Purchaser and Regent Coal (BVI) (acting jointly) (the “**Joint Account**”).

Prior to Completion, and against Regent Coal (BVI) assisting with the stamping of the necessary instrument of transfer of the Sale Share and the updating of the Register of Members of Regent Coal (HK) accordingly at Completion, the Purchaser shall pay or procure the payment of the US\$ Equivalent of RMB 216,000,000 (being approximately US\$31,625,183 or HK\$246,676,427) (equal to the difference between the Consideration and the Deposit) (the “**Completion Amount**”), the Shareholder Loans Amount and the Cash and Drilling Adjustment (if any), in cash (in US\$) into the Joint Account (together, the “**Remaining Consideration**”).

Further details in respect of the treatment of Deposit and Remaining Consideration are set out below.

LETTER FROM THE BOARD

(e) **Treatment of the Deposit and the Remaining Consideration**

If:

- (i) Completion takes place; or
- (ii) Completion does not take place on or before 31 December 2009 (being the long stop date) solely or predominantly by reason of the fact that the Purchaser has failed, when and in the manner obliged to do so, to comply with certain of its obligations under the Share Purchase Agreement (Regent Coal (BVI) having complied with its relevant obligations) and Regent Coal (BVI) lawfully terminates the Share Purchase Agreement,

the parties shall, without prejudice to Regent Coal (BVI)'s rights under the Share Purchase Agreement, at Completion or upon termination (as the case may require) transfer the Deposit and, if applicable, the Remaining Consideration (or whatever amount is standing to the credit of the Joint Account at that time) from the Joint Account to and for the benefit of Regent Coal (BVI).

If:

- (i) through no fault of the Purchaser or Regent Coal (BVI), the conditions set out in the Share Purchase Agreement are not satisfied on or before 31 December 2009 (being the long stop date); or
- (ii) the Share Purchase Agreement is terminated by the agreement in writing of both parties; or
- (iii) the Share Purchase Agreement is lawfully terminated by the Purchaser,

the parties shall at 5.00 p.m. (Hong Kong and Beijing time) on 31 December 2009 or upon termination (as the case may require) transfer the Deposit and, if applicable, the Remaining Consideration (or whatever amount is standing to the credit of the Joint Account at that time) from the Joint Account to and for the benefit of the Purchaser.

(f) **Cash and Drilling Adjustment**

The total consideration shall be adjusted upwards at or prior to Completion (and, in any event, at the time when the Remaining Consideration is to be paid by the Purchaser into the Joint Account) to reflect any: (i) cash left in the bank accounts of Regent Coal (HK) and/or Xin Jiang Regent Coal; and (ii) further expenditure on drilling incurred by Xin Jiang Regent Coal, Regent Coal (HK) and/or Regent Coal (BVI) since 1 June 2009, but prior to Completion that has not otherwise been reflected in the Shareholder Loans, with any such adjustment not to exceed the US\$ Equivalent of RMB 7.3 million (or approximately HK\$8.3 million).

LETTER FROM THE BOARD

(g) Conditions

Completion of the Share Purchase Agreement is conditional upon fulfillment 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 the disposal of the Sale Share and the assignment of the Shareholder Loans to the Purchaser;
- (ii) each of Regent Coal (BVI) 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;
- (iii) Regent Coal (BVI) having granted the Purchaser full access to the contents of the Data Room for the Due Diligence Period; and
- (iv) the Purchaser having obtained and maintained any and all requisite approvals, authorities, consents, permits, concessions and licences strictly necessary (as a matter of PRC law) to enable the transactions contemplated in the Share Purchase Agreement to be consummated.

Absent any default by either the Purchaser or Regent Coal (BVI) under the Share Purchase Agreement, in the event that any of the conditions remains unsatisfied on 31 December 2009, either the Purchaser or Regent Coal (BVI) may terminate the Share Purchase Agreement.

(h) Termination

In certain circumstances, the Share Purchase Agreement provides for either the Purchaser or Regent Coal (BVI) 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 three Business Days after the satisfaction or, where capable of waiver, waiver of the last of the conditions and in any event by 31 December 2009 (or such date as may be agreed between the parties).

It is now expected that Completion will take place in or around early October 2009, subject to change due to various factors, including regulatory approvals. The Company will notify Shareholders of any material changes to the expected date of Completion if and when appropriate.

LETTER FROM THE BOARD

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 amount and quality of the coal held pursuant to each of the Exploration Licences (which, under the Chinese classification scheme, is understood to be approximately 2.88 billion tonnes at 333 and 334 standard); (ii) the value of the Shareholder Loans; (iii) recent comparable transactions of thermal coal focussed companies; and (iv) the outlook for thermal coal in the PRC.

From a quantitative standpoint and based on other comparable transactions and negotiations, a transaction price of the US\$ Equivalent of effectively and approximately RMB 0.086 per tonne (calculated by reference to the Consideration and the Cash and Drilling Adjustment divided by total tonnage (2.88 billion tonnes)) is in line with the price paid or sought in respect of other coal transactions for similar quality coal, also requiring underground mining, with the owner only holding exploration and not mining rights, in this specific region of the PRC.

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

LETTER FROM THE BOARD

4 REGENT COAL (HK) LIMITED AND XIN JIANG REGENT COAL LIMITED

(a) Zhun Dong, Xinjiang Exploration Licence renewal

On 13 March 2008, Regent Coal (BVI) exercised its call option, which was completed on 26 March 2008, to acquire Regent Coal (HK) (formerly Yuke Coal Limited) which, in turn, held Xin Jiang Regent Coal (a wholly owned foreign enterprise established to hold the four Exploration Licences detailed below (all of which were renewed on 20 March 2009)):

Licence Number	Licence Holder	Project Name	Exploration Area	Term
T65120080101002014	Xin Jiang Regent Coal Limited	General exploration of Buo Ta Muo Yun Coal Mine, Mulei County	29.71 square kilometres	From 20 March 2009 to 20 March 2012
T65120080101002003	Xin Jiang Regent Coal Limited	General exploration of Ku Lan Ka Zi Gan Coal Mine, Mulei County	29.43 square kilometres	From 20 March 2009 to 20 March 2012
T65120080101002017	Xin Jiang Regent Coal Limited	General exploration of Suo Er Ba Si Tao Coal Mine, Mulei County	29.40 square kilometres	From 20 March 2009 to 20 March 2012
T65120080101002001	Xin Jiang Regent Coal Limited	General exploration of Ku Lan Ka Zi Gan Northwest Coal Mine, Mulei County	29.44 square kilometres	From 20 March 2009 to 20 March 2012

The above referenced Exploration Licences, together, comprise the Company's Zhun Dong Project.

Between August and November 2008, the Company, acting through Regent Coal (BVI) and Xin Jiang Regent Coal (a direct and indirect wholly owned subsidiary of the Company, respectively), undertook the exploration activity described below.

Under the Chinese classification scheme the Exploration Licences have been confirmed to contain at least 653 million tonnes at 333 standard and a total of 2.88 billion tonnes at 333 and 334 standard.

LETTER FROM THE BOARD

(b) Exploration activity

Exploration activity has been undertaken at Zhun Dong, which was required for the process of renewing the four Exploration Licences currently held by Xin Jiang Regent Coal. In this respect, Xin Jiang Regent Coal appointed the Shangdong Institute of Mapping and Surveying Geology to carry out the exploration programme.

In accordance with the regulatory Chinese Standard, the programme included a total of 5 boreholes of variable depths of 553m to 816m, together with geophysics and seismic work have been drilled and completed over a 117.98 km² area. The drill programme focused not only on the exploration of a significant deep mine resource at varying depths of 200m to 800m, but also to identify the opportunity for open cut coal extraction within the northerly Exploration Licences.

The drilling programme was delivered on time and ahead of budget. Drilling ceased on site on 16 November 2008 and a fully competent data set was prepared, complete with an exploration licence renewal report.

The activity in the period included:

Action	Activity
Seismic survey	8784 physical points over the 117.98 km ² EL area
Deep hole drilling	2563.76m of cored drilling — 5 holes
Magnetic survey	Completed over approximately 50% of the EL area (55.165 km ²)

The principal focus of the work was in respect of the competent collation of the requisite technical reports required to facilitate the renewal of the Exploration Licences.

All the work was completed to a competent and acceptable standard and submitted in line with the requisite timetable.

Following Completion, Regent Coal (HK) and, in turn, Xin Jiang Regent Coal will cease to be subsidiaries or members of the Group.

5 NOT A CONNECTED TRANSACTION

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.

LETTER FROM THE BOARD

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 uranium companies and an iron ore company whose assets are located in Africa and Australia. Its principal assets are located in Yunnan Province, Inner Mongolia and Xinjiang, China.

7 PRINCIPAL BUSINESS ACTIVITIES OF THE PURCHASER

The Purchaser is a special purpose vehicle established and wholly owned by Xinjiang Xing Yu Hua An Mining Investment Company Limited, a company located in the PRC whose business concerns investment in mining business, exploration, mine design and other related technical and consulting services.

8 FINDER'S FEE AGREEMENT

At or around May 2009, the Company was approached independently by Du Yue Xin who represented that he had a potential buyer interested in acquiring the Zhun Dong Project. In light of the Company's known strategy to divest its interest in the Zhun Dong Project, on 11 June 2009, the Company entered into the Finder's Fee Agreement with Du Yue Xin to pursue this possible divestment opportunity. The role of Du Yue Xin was to facilitate negotiations between the Company and Regent Coal (BVI), on the one hand, and the Purchaser, on the other. Under the Finder's Fee Agreement, the Company agreed to pay a commission to Du Yue Xin equal to 5 per cent. of the total cash proceeds paid by the Purchaser to Regent Coal (BVI) under the Share Purchase Agreement. The payment of the commission shall be subject to and conditional upon completion of the Share Purchase Agreement and the receipt (in full) of the total consideration payable thereunder.

The Company had no pre-existing relationship with Du Yue Xin and his approach to the Company was made entirely by him, unsolicited.

The Company understands that Du Yue Xin is the holder of a Masters degree in Economics from the Wuhan University and is interested in a number of different PRC based companies (both public and private).

To the best of the Directors' knowledge, after making reasonable enquiry, Du Yue Xin is a third party independent of the Company and is not a connected person of it.

LETTER FROM THE BOARD

9 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 loss before expenses and a decrease of assets for the Disposal of approximately US\$26,860,907 (or approximately HK\$209,515,075), calculated by deducting the Consideration and the Shareholder Loans Amount (but ignoring the Cash and Drilling Adjustment, if any) from the value (book value) of the Zhun Dong Project as included in the Company's latest audited accounts for the year ended 31 December 2008, being US\$62 million (or approximately HK\$483.60 million), comprising goodwill of approximately US\$38 million (or approximately HK\$296.40 million) and exploration and evaluation assets of approximately US\$24 million (or approximately HK\$187.20 million). Regent Coal (HK) has produced a consolidated net loss (both before and after taxation and extraordinary items) of approximately US\$0.94 million (or approximately HK\$7.33 million) for the year ended 31 December 2008 and approximately US\$0.22 million (or approximately HK\$1.72 million) for the period from 29 November 2006 (date of incorporation) to 31 December 2007, and Regent Coal (HK) had consolidated net liabilities of US\$0.95 million (or approximately HK\$7.41 million) at 31 December 2008 and consolidated net assets of US\$0.02 million (or approximately HK\$0.16 million) at 31 December 2007. The net loss of approximately US\$26.86 million (or approximately HK\$209.52 million) realised from the Disposal is a result of writing down the goodwill in full, on the Group's consolidation, which is a non cash item. Shareholders shall note that the Company paid approximately US\$26.06 million (or approximately HK\$203.27 million) in cash for acquiring the Zhun Dong Project, of which approximately US\$22.12 million (or approximately HK\$172.54 million) (excluding interest) comprises the Shareholder Loans, and injected a further approximately US\$2.30 million (or approximately HK\$17.94 million) in cash for undertaking certain exploration activities. In addition to paying cash, the Company also issued a number of consideration shares in respect of all of Regent Coal (BVI)'s then assets, including people and goodwill associated with its assets and business, and not just the Zhun Dong Project (which was only one of Regent Coal (BVI)'s assets). The goodwill component of the value (book value) of the Zhun Dong Project, being approximately US\$38 million (or approximately HK\$296.40 million), represents the excess of the cost of the investment over the Group's interest in the net fair value of the Zhun Dong Project's identifiable assets, liabilities and contingent liabilities, less impairment. Therefore the Company will receive back a total net cash contribution of approximately US\$6.78 million (or approximately HK\$52.88 million).

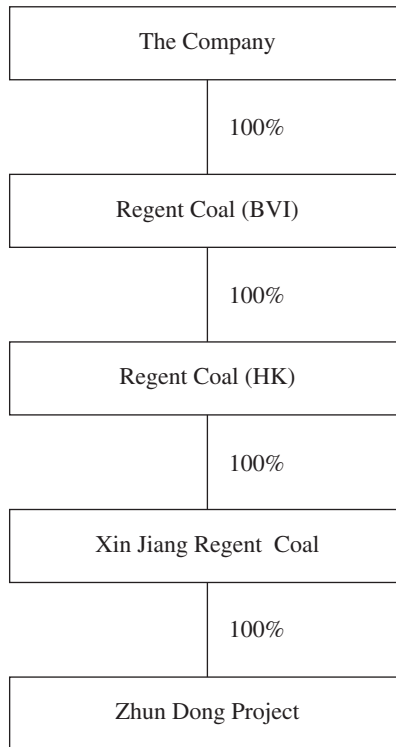
The Disposal does not have any effect on the liabilities of the Company.

Following Completion, the Company will cease to have any interests in Regent Coal (HK) and, in turn, Xin Jiang Regent Coal.

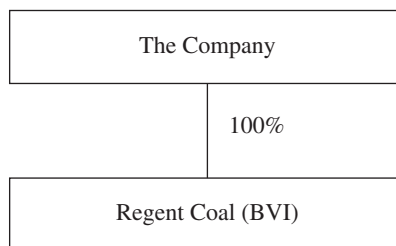
LETTER FROM THE BOARD

10 STRUCTURE OF THE TRANSACTION

Before the transaction:



At Completion:



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.

LETTER FROM THE BOARD

12 REASONS FOR ENTERING INTO THE TRANSACTION

As disclosed in the Company's annual report for the year ended 31 December 2008, the Group has been considering the divestment of its interest in the Zhun Dong Project for some time. While there are preliminary indications that the Zhun Dong Project may have limited open cut potential, the mining of the vast majority of the coal will be by way of underground methods, which will imply significant capital costs associated with this project not to mention the risks that are associated with underground coal mining that do not sit consistently with the overall investment strategy of the Group.

The proceeds of the Disposal will be used by the Group to explore other potential business opportunities in order to enhance Shareholders' value.

The Directors are of the view that the terms of the Disposal are fair and reasonable and in the interest of the Company and Shareholders as a whole. The Directors unanimously recommend the Shareholders to vote in favour of the Disposal at the Extraordinary General Meeting.

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 (including the payment of the Finder's Fee).

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 Pages 33-35 of this document. 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, 28 September 2009. 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.

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.

LETTER FROM THE BOARD

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.

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 includes particulars given in compliance with the HK Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein 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	Note	Capacity in which the Shares are held	Long/Short Position	Number of Shares*	Approximate % holding**
James Mellon		Beneficial owner	Long position	56,516,180	1.43%
	A	Beneficiary of a trust	Long position	375,821,131	9.52%
Stephen Dattels	B	Beneficiary of a trust	Long position	264,057,353	6.69%
Jamie Gibson		Beneficial owner	Long position	4,419,138	0.11%
Clara Cheung		Beneficial owner	Long position	1,200,000	0.03%
David Comba		—	—	—	—
Julie Oates	C	Beneficial owner	Long position	2,500,000	0.06%
Mark Searle		Beneficial owner	Long position	4,194,444	0.11%
	D	Beneficiary of a trust	Long position	50,000	0.00%
Jayne Sutcliffe		Beneficial owner	Long position	17,160,465	0.43%
	E	Beneficiary of a trust	Long position	27,965,226	0.71%

* 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 3,948,690,523 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	4,333,333	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	4,333,333	10.00
Clara Cheung	4 April 2006	8,000,000	0.300	4 April 2007 — 3 April 2016	8,000,000	10.00
	14 December 2006	6,000,000	0.325	14 December 2007 — 13 December 2016	4,000,000	10.00
	2 October 2007	7,000,000	1.152	2 October 2008 — 1 October 2017	2,333,333	10.00
David Comba	2 October 2007	5,000,000	1.152	2 October 2008 — 1 October 2017	1,666,666	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, units in respect of 99,000,000 Shares and 20,000,000 Shares were granted under the plan to Jamie Gibson and Clara Cheung respectively, who received their entitlements on 7 January 2009 in the full cash equivalents of HK\$15,543,000 (approximately US\$1,992,692) and HK\$3,140,000 (approximately US\$402,564) respectively, being at HK\$0.157 per Share. Such cash equivalents were made available to Jamie Gibson and Clara Cheung for allowing them to buy the number of Shares which they

were 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 being introduced by the HK Stock Exchange, and such payments will 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	Note	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	18.90%
Jamie Gibson	—	Beneficial owner	Long position	225,000	0.80%
Clara Cheung	—	—	—	—	—
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 246,057,353 ordinary shares in the Company and 5,250,000 ordinary shares in AstroEast.com Limited are held by trustees of discretionary trusts, under which Stephen Dattels and members of his family may become beneficiaries.
- C. The 2,500,000 ordinary shares in the Company are held jointly for the beneficial interests of Julie Oates and her spouse.
- D. The 50,000 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 and save for the following contracts, 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:

- (a) On 5 September 2007, the Company entered into a finder's fee agreement (the "**Regent Coal (BVI) Finder's Fee Agreement**") with Stephen Dattels (who was appointed as Director of the Company on 12 February 2008), pursuant to which the Company agreed to issue and allot 75,000,000 Shares (the "**Regent Coal (BVI) Finder's Fee Shares**") to Stephen Dattels by way of consideration for introducing to the Company the transaction involving the acquisition by the Company of the entire issued share capital of Regent Coal (BVI) (the "**Regent Coal (BVI) Acquisition**") upon completion of the Regent Coal (BVI) Acquisition. The Regent Coal (BVI) Acquisition was completed, and the Regent Coal (BVI) Finder's Fee Shares were issued and allotted to Stephen Dattels, on 14 December 2007. The Regent Coal (BVI) Finder's Fee Shares are subject to a lock-up of 12 months from the date of issue. In addition, Stephen Dattels undertook with the Company that he would not dispose of or agree to dispose of the Regent Coal (BVI) Finder's Fee Shares (or any interest therein) for an additional 12-month period from the date of expiry of the first lock-up period without the prior consent of the Board.
- (b) On 12 October 2007, as part of the Regent Coal (BVI) Acquisition, the Company made an offer (the "**Regent Coal (BVI) Offer**") to, *inter alia*, Chiropo Company S.A. ("**Chiropo**", a company held by trustees of discretionary trusts, under which Stephen Dattels and members of his family may become beneficiaries) to purchase all 19,400 shares held by Chiropo in Regent Coal (BVI), in consideration for the issue and allotment of 106,881,819 Shares (the "**Chiropo's Consideration Shares**") by the Company to Chiropo upon completion of the Regent Coal (BVI) Acquisition. The Regent Coal (BVI) Offer closed on 27 November 2007 and upon completion of the Regent Coal (BVI) Acquisition, the Chiropo's Consideration Shares were issued and allotted to Chiropo on 14 December 2007.

The Chiropo's Consideration Shares are subject to a lock-up of 12 months from the date of issue. In addition, Chiropo undertook with the Company that it would not dispose of or agree to dispose of the Chiropo's Consideration Shares (or any interest therein) for an additional 12-month period from the date of expiry of the first lock-up period without the prior consent of the Board.

- (c) On 14 December 2007, the Company entered into an escrow agreement (the "**Regent Coal (BVI) Escrow Agreement**") with, *inter alia*, Stephen Dattels, Chiropo and Law Debenture Trust (Asia) Limited in relation to the deposit of the Regent Coal (BVI) Finder's Fee Shares and the Chiropo's Consideration Shares (together with the consideration shares issued to certain other sellers and offerees under the Regent Coal (BVI) Acquisition) with Law Debenture Trust (Asia) Limited during the lock-up period referred to in the Regent Coal (BVI) Finder's Fee Agreement and the Regent Coal (BVI) Offer. An amendment to the Regent Coal (BVI) Escrow Agreement was entered into on 9 April 2008 in relation to the transfer of the legal and beneficial ownership of the Regent Coal (BVI) Finder's Fee Shares from Stephen Dattels to Chiropo.

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 complete, 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) **Berkeley Resources Limited**

Berkeley Resources Limited ("**Berkeley Resources**") is a uranium exploration company, focused primarily on the Iberian peninsula, whose securities are listed on the Australian Securities Exchange.

Stephen Dattels is a non-executive director of Berkeley Resources, and as at the Latest Practicable Date, neither the Company nor Stephen Dattels held any shares in its total issued share capital.

(b) **Caledon Resources plc**

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

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

- Each of the Company and 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 26 per cent. of its total issued share capital.

(c) **Emerging Metals Limited**

Emerging Metals Limited (“**Emerging Metals**”) focuses on minor metals and rare earth elements by investing in projects with exposure to these metals and by trading physical quantities of these commodities. The company has purchased the Tsumeb Option from Ongopolo Mining Limited, a subsidiary of Weatherly International plc, to acquire two smelter slag stockpiles that contain an indicated resource of germanium and zinc. The Tsumeb Slag Stockpiles are located in proximity to the Tsumeb Smelter complex in the Oshikoto region of Namibia. The company plans to produce the rare metal germanium, as well as gallium and zinc, from the slag stockpiles.

Shares of Emerging Metals are listed on AIM.

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 (through his associate) held approximately 8.53 per cent. of its total issued share capital; and
- Trustees of discretionary trusts, under which Stephen Dattels and members of his family may become beneficiaries held approximately 6.20 per cent. of its total issued share capital.

(d) **Extract Resources Limited**

Extract Resources Limited (“**Extract Resources**”) is a uranium exploration company, focused primarily on its uranium tenements in Namibia, whose securities are dully listed on both the Australian Securities Exchange and the Toronto Stock Exchange.

Stephen Dattels is a director of Extract Resources, and as at the Latest Practicable Date:

- The Company did not hold any interests in its total issued share capital;

- Trustees of discretionary trusts, under which Stephen Dattels and members of his family may become beneficiaries held less than 5 per cent. of its total issued share capital, which was not discloseable under the rules of the relevant regulator(s);
- Kalahari Minerals plc (see below) held approximately 39.98 per cent. of its total issued share capital; and
- Polo Resources Limited (see below) held approximately 10 per cent. of its total issued share capital.

(e) **GCM Resources plc**

GCM Resources plc (“**GCM Resources**”) is a London-based resource exploration and development company 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. The company’s shares are quoted on AIM.

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 29.83 per cent. of its total issued share capital.

As at the Latest Practicable Date, GCM Resources held approximately 1.74 per cent. of the total issued share capital of the Company.

(f) **Kalahari Minerals plc**

Kalahari Minerals plc is a dynamic emerging exploration company with a portfolio of copper, base metals and uranium interests in Namibia. The company’s shares are quoted on AIM.

As at the Latest Practicable Date:

- The Company held approximately 3.57 per cent. of its total issued share capital;
- Emerging Metals Limited (see above) held approximately 8.53 per cent. of its total issued share capital;
- Niger Uranium Limited (see below) held approximately 13.24 per cent. of its total issued share capital; and

- RDRC (see below) held less than 3 per cent. of its total issued share capital, which was not discloseable under the rules of the relevant regulator(s).

(g) **Niger Uranium Limited**

Niger Uranium Limited seeks out uranium mining opportunities around the world (including the State of Niger, Africa and South America) as an active investor and project developer, whose shares are listed on AIM.

As at the Latest Practicable Date, each the Company and 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).

(h) **Polo Resources Limited**

Polo Resources Limited (“**Polo Resources**”) is listed on AIM. It focuses on acquiring and developing interests in projects that are strategically located to serve the increasing global demand for coal, in particular to feed through to the Asian markets. It holds a diversified portfolio of coal and uranium licences in Mongolia. It has specifically targeted areas of significant known coal resources that are near the necessary infrastructure to export coal into the energy markets of adjacent China and Russia.

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 4.35 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);
- Trustees of discretionary trusts, under which Stephen Dattels and members of his family may become beneficiaries held approximately 4.29 per cent. of its total issued share capital; and
- GCM Resources plc (see above) held approximately 3.19 per cent. of its total issued share capital.

(i) **Red Dragon Resources Limited**

Red Dragon Resources Limited (“**RDRC**”) is an exploration company listed on the TSX Venture Exchange, a Canadian stock exchange, and based in Vancouver, British Columbia. The company has exploration projects in China and Canada for a number of commodities, but is focused on exploring zinc in the “Three Rivers Base Metal Belt” in southwest China.

James Mellon is an executive director of RDRC, and as at the Latest Practicable Date:

- The Company (and its subsidiaries) held approximately 5.74 per cent. of its total issued share capital; and
- James Mellon (himself and through his associate) and trustees of discretionary trusts, under which Stephen Dattels and members of his family may become beneficiaries held approximately 6.80 per cent. and approximately 11.23 per cent. of its total issued share capital respectively.

(j) **Templar Minerals Limited**

Templar Minerals Limited is a gold and base metal exploration, mining and investment company with gold and base metals projects in Fiji and Georgia, whose shares are traded on AIM.

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); and
- Trustees of discretionary trusts, under which Stephen Dattels and member of his family may become beneficiaries held approximately 12.37 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.

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 2008 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

The Directors are not aware of any 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") 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:

- (a) A contract for the transfer of the Exploration Licences dated 8 August 2007 (the "**Regent Coal (HK) Acquisition Agreement**") was entered into between (i) Shandong Institute of Surveying & Mapping of Geology and Shandong Geological Printing Ltd. and (ii) Regent Coal (HK) in relation to the acquisition by Regent Coal (HK) of the Exploration Licences at a total transfer price of RMB 158 million.

An option agreement dated 31 August 2007 (the "**Regent Coal (HK) Option Agreement**", which amended and restated prior agreements signed on 3 February 2007 and 24 August 2007) was entered into between (i) Regent Coal (BVI) as purchaser; and (ii) Yan Ping as vendor, pursuant to which Regent Coal (BVI) was granted, for a nominal price of US\$1.00, an option to purchase the entire issued share capital of Regent Coal (HK) exercisable within the period of two years from the date of the agreement at the consideration of RMB 20 million (the "**Regent Coal (HK) Option**").

The Regent Coal (HK) Acquisition Agreement was completed on 17 March 2008.

The Regent Coal (HK) Option was exercised on 13 March 2008, and the Regent Coal (HK) Option Agreement was completed on 26 March 2008, resulting in Regent Coal (HK) and Xin Jiang Regent Coal becoming indirect wholly owned subsidiaries of the Group.

- (b) Three loan agreements dated 24 August 2007, 14 December 2007 and 27 February 2008 were entered into between (i) Regent Coal (HK) as borrower; and (ii) Regent Coal (BVI) as lender in respect of the Shareholder Loans.
- (c) An option agreement dated 31 August 2007 (which amended and restated a prior agreement dated 20 April 2007), and its amendment dated 16 November 2007 (collectively the "**Yuke Exploration Option Agreement**"), was entered into between (i) Regent Coal (BVI) as purchaser; and (ii) Yan Ping as vendor, pursuant to which Regent Coal (BVI) was granted, for a refundable deposit of RMB 8 million, an option to purchase the entire issued share

capital of Yuke Exploration Limited (“**Yuke Exploration**”, an investment holding company incorporated in Hong Kong, which is engaged in seeking investment opportunities in the coal mining sector in the PRC) exercisable within the period of two years from the date of the agreement at the consideration which might be paid by way of set off against the refundable deposit (the “**Yuke Exploration Option**”).

The above mentioned RMB 8 million refundable deposit was redesignated and included as part of a loan agreement dated 14 September 2007 between (i) Yuke Exploration as borrower; and (ii) Regent Coal (BVI) as lender, pursuant to which Regent Coal (BVI) agreed to provide Yuke Exploration with a loan in the amount of US\$2 million (or approximately RMB 15 million).

On 31 October 2008, the Company decided that it would not proceed with the acquisition of Yuke Exploration. At that time, Yuke Exploration had drawn down US\$1,239,000 of the loan and thus the principal of US\$1,239,000 together with the interest accrued thereon up to that date, totalling US\$1,277,000, was fully written off as bad debts.

- (d) A sale and purchase agreement dated 3 September 2007 (the “**ACIL Project SPA**”) was entered into between: (i) the shareholders of Amerinvest Coal Industry Holding Company Limited (“**ACIL**”) (being China Capital Advisors Corporation (“**CCAC**”) and Smart Way Resources Limited) as sellers; (ii) the respective sellers’ guarantors (being Sing Wang and Willie International Holdings Limited); and (iii) Regent Coal (BVI) as purchaser in relation to, *inter alia*: (1) the acquisition by Regent Coal (BVI) of the entire issued share capital in ACIL for US\$24,380,065 and an interest-free shareholder’s loan for US\$3,399,935 granted by CCAC to ACIL; and (2) the possible acquisition of a direct or indirect equity interest by Regent Coal (BVI), ACIL or entities controlled by them of an interest in another project (which was never consummated).

The ACIL Project SPA was completed on 5 October 2007, and ACIL, which owns a 25 per cent. equity interest in West China Coking and Gas Company Limited (defined as “**Project 1**” in the Company’s Very Substantial Acquisition Circular issued on 22 November 2007), became a direct wholly owned subsidiary of Regent Coal (BVI).

- (e) A conditional share purchase agreement dated 4 September 2007, as amended by an amendment agreement dated 14 September 2007, (collectively the “**Regent Coal (BVI) Share Purchase Agreement**”) was entered into between: (i) the Company as purchaser; (ii) LL Arthur Ltd. and Sishen Co. Ltd. as sellers (“**Regent Coal (BVI) Seller(s)**”); (iii) Adrian Lungan and Rick Lu as the sellers’ warrantors; and (iv) Regent Coal (BVI), pursuant to which the Regent Coal (BVI) Sellers agreed to sell, and the Company agreed to purchase, 42,800 shares in Regent Coal (BVI), representing approximately 20.381 per cent. of its issued share capital, for the total consideration of approximately HK\$252.31 million (or US\$32.35 million), which was paid and delivered by the way of issuance by the Company of 235,801,126 consideration shares at the issue price of HK\$1.07.

The Regent Coal (BVI) Acquisition (as referred to in Paragraph 4(a) under “Directors’ Interests in Contracts” above) was completed, and an aggregate of 235,801,126 Shares were issued and allotted to the Regent Coal (BVI) Sellers, on 14 December 2007.

- (f) The Regent Coal (BVI) Finder’s Fee Agreement referred to in Paragraph 4(a) under “Directors’ Interests in Contracts” above.
- (g) A share placing agreement dated 18 September 2007 was entered into between (i) the Company and (ii) Morgan Stanley & Co. International plc as placing agent in respect of the placing by the Company of 293,339,464 Shares (the “**September Placing**”).

The September Placing was completed on 28 September 2007, and 293,339,464 Shares were issued and allotted to not less than 6 placees at the placing price of HK\$1.20 per Share. The net proceeds from the September Placing amounted to approximately HK\$333.23 million (or approximately US\$42.74 million).

- (h) Offers were made by the Company on 12 October 2007 (the “**Regent Coal (BVI) Offer**” as referred to in Paragraph 4(b) under “Directors’ Interests in Contract”), as part of the Regent Coal (BVI) Acquisition, to the shareholders of Regent Coal (BVI) other than the Regent Coal (BVI) Sellers (the “**Regent Coal (BVI) Investors**”, including Chiropo as referred to in Paragraph 4(b) under “Directors’ Interests in Contracts”) to purchase all 210,000 shares held by the Regent Coal (BVI) Investors, in consideration for the issue and allotment of 1,214,495,585 consideration shares by the Company upon completion of the Regent Coal (BVI) Acquisition. The Regent Coal (BVI) Offer closed on 27 November 2007 and upon completion of the Regent Coal (BVI) Acquisition, an aggregate of 1,214,495,585 Shares were issued and allotted to the Regent Coal (BVI) Investors on 14 December 2007.
- (i) A sale and purchase agreement dated 2 November 2007 (the “**Ji Ri Ga Lang Project SPA**”, which amended and restated prior agreements signed on 27 June 2007 and 30 July 2007) and a supplemental agreement dated 25 April 2008 were entered into between: (i) Chen Minhua, Li Yun and Zhang Xiuhe (collectively the “**ACMC Sellers**”), being the existing owners of Abagaqi Changjiang Mining Co., Ltd. (“**ACMC**”, a company registered in Abagaqi, Inner Mongolia conducting the exploration business in the Ji Ri Ga Lang coal mine in Bayanchagan Town, Abagaqi, Inner Mongolia (the “**Ji Ri Ga Lang Project**”), as sellers; and (ii) Regent Coal (BVI) as purchaser in relation to the acquisition by Regent Coal (BVI) of an initial 51 per cent. stake, followed by the acquisition of the remaining 49 per cent. stake in the Ji Ri Ga Lang Project in two conditional stages for a total consideration of up to RMB 180 million (or approximately US\$26.34 million (comprising consideration for the acquisition of equity and to discharge certain accounts payable).

The first-stage ACMC acquisition was completed on 28 December 2007, for approximately RMB 80 million (or approximately US\$11.71 million), and ACMC became a 51 per cent. owned subsidiary of the Group. Regent Coal (BVI) has not acquired the remaining 49 per cent. stake as the relevant pre-conditions (principally the obtaining of a mining licence) have not yet been satisfied.

- (j) The Regent Coal (BVI) Escrow Agreement (and its amendment) referred to in Paragraph 4(c) under “Directors’ Interests in Contracts” above.
- (k) A share placing agreement dated 17 December 2007 was entered into between (i) the Company and (ii) BOCI Asia Limited and BMO Nesbitt Burns Inc., together as the placing agents in respect of the placing by the Company of 710,000,000 Shares (the “**December Placing**”).

The December Placing was completed on 28 December 2007, and 710,000,000 Shares were issued and allotted to not less than 6 placees at the placing price of HK\$1.10 per Share. The net proceeds from the December Placing (after deducting the fees and commissions paid to the placing agents) amounted to approximately US\$95 million (or approximately HK\$741 million).

- (l) 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) RPGI Investments I Limited (the “**RPGI**”, a wholly and directly owned subsidiary of the Company); (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, *inter alia*: (1) the acquisition of shares in Blue Pacific Coal by RPGI that would result in RPGI being the registered holder and beneficial owner of 75 per cent. of the fully diluted share capital of Blue Pacific Coal and (2) the acquisition of 1 per cent. of the fully diluted share capital of PT Jimbaran Borneo (a company to be incorporated in Indonesia, with Blue Pacific Coal being the registered holder and beneficial owner of 99 per cent. and Blue Pacific being the registered holder and beneficial owner of 1 per cent.), for a total consideration (subject to adjustment) of US\$18,077,000 in cash and US\$37,513,000 in cash or, upon agreement being reached between RPGI and Blue Pacific prior to closing, a cash alternative payable at completion. The Blue Pacific Investment and Cooperation Agreement also afforded RPGI a call option and Blue Pacific a put option in respect of certain equity interest in Blue Pacific Coal, together with other terms customary for a shareholders’ agreement of this nature.

The Blue Pacific Investment and Cooperation Agreement is yet to complete and the long stop date, being the last day on which the conditions precedent are to be satisfied or, where capable of being waived, waived, was extended from 31 December 2008 to 30 April 2009 and further to 31 December 2009.

- (m) 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, 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**”). The RCPS Repurchase was completed on 25 June 2009, and all the 3,500 RCPSs were repurchased and cancelled.

(n) the Finder’s Fee Agreement.

(o) Share Purchase Agreement.

9 PROSPECTS OF THE GROUP

Market conditions are showing signs of improvement when compared with the conditions prevalent in the latter part of 2008. Copper prices on the Shanghai Futures Exchange have had a strong rally of approximately 64 per cent. year to date, thanks to strong Chinese demand and a tight copper concentrate market, which is clearly buoyed by government stimulus spending as well as high levels of bank lending. Another significant contributing factor to this improvement has been progress in respect of supply chain destocking for copper and zinc within China and some early signs of restocking. In addition, there has been a broadly disciplined approach from many of the market participants in the metals and mining industry to match supply to demand. The Board’s confidence in the sustainability of Chinese domestic demand growth through 2009 has increased, as it appears that the benefits of the Chinese Government’s stimulus package are emerging into the real economy, notably in power construction and automobiles. In addition, although mixed, there are signs of stabilisation or even some growth emerging in the United States and Europe, whilst the outlook for Russia, fuelled by the higher oil price, appears to be turning.

With the rise of the price of copper and zinc, mining and production of separate copper and zinc concentrates restarted at Dapingzhang (the mine operated and held by YSSCCL) in March and April of this year respectively. More importantly, Dapingzhang has brought back on-line the expansion of its throughput production which is expected to increase production by 75 per cent. from April 2010.

The Board has increasing confidence in the Company’s ability to enjoy and actively participate in a sustained general economic recovery in 2010, which the Board expects to be fuelled by government stimulus packages around the world and by a gradual easing of credit restrictions. However, some caution may be necessary as governments seek to dampen inflationary pressures that may arise.

The most significant risk affecting the profitability and viability in respect of the Group is the continued success and revenue derived from its 40 per cent. interest in YSSCCL and Dapingzhang.

The Company will continue to manage for medium to long term success, based on the Company’s proximity to key markets, growth opportunities and its low costs. All of the Company’s current initiatives are directed towards underpinning the performance of the business, providing a solid platform for growth and delivering value for all Shareholders.

10 INDEBTEDNESS OF THE GROUP

As at the close of business on 31 July 2009, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had outstanding obligation under finance lease of approximately US\$47,000. Save as aforesaid, and apart from intra-group liabilities, the Group did not have as at 31 July 2009 any material outstanding liabilities in respect of mortgages, charges, debentures or other loan capital, bank overdrafts, loans or similar indebtedness or hire purchases commitments.

As at 31 July 2009, the Group had 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

Save as otherwise set out below, the Directors are not aware of any litigation or claims pending or threatened against the Company or any subsidiary of the Group as at the Latest Practicable Date.

ACMC has been 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\$11.71 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. In light of the contractual protections in place in favour of Regent Coal (BVI), the Directors do not consider these arbitration 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 registered office of the Company is at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, and the principal place of business of the Company is at Suite 1401, Henley Building, 5 Queen's Road Central, Hong Kong.
- (b) 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.

- (c) 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 Finder's Fee Agreement;
- (b) the Share Purchase Agreement;
- (c) the Memorandum and Articles of Association;
- (d) the contracts referred to in the paragraph titled "Material Contracts";
- (e) the annual reports of the Company for the nine months ended 31 December 2007 and for the year ended 31 December 2008; and
- (f) the circulars issued by the Company on 29 April 2009 in respect of "Discloseable and connected transaction: Repurchase of Redeemable Convertible Preference Shares from the Remaining RCPS Holders (including certain Directors)".

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 Ballroom 2, 1st Floor, Wynn Macau*, Rua Cidade de Sintra, Nape, Macau on Wednesday, 30 September 2009 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 Finder’s Fee Agreement and 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

such variations to the terms of the Disposal Documents and ancillary agreements or 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*)
Clara Cheung
David Comba#
Julie Oates#
Mark Searle#
Jayne Sutcliffe*

* *Non-Executive Directors*

Independent Non-Executive Directors

Hong Kong, 11 September 2009

Notes:

1. Shareholders are recommended to read the shareholders’ circular dated 11 September 2009 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 1401, 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.