



# Regent Pacific Group Limited



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

Stock Code: 0575

21 August 2009



## ANNOUNCEMENT

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## MAJOR TRANSACTION DISPOSAL OF THE ZHUN DONG COAL PROJECT

### SUMMARY

This announcement is made by the Company in compliance with the disclosure requirements under Rule 13.09 and Chapter 14 of the HK Listing Rules.

On 21 August 2009 (and after Hong Kong market close) Regent Coal (BVI) entered into the Share Purchase Agreement with the Purchaser, 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.

The Disposal is conditional upon, *inter alia*, the passing of an ordinary resolution by the Shareholders approving the Disposal (including the payment of the Finder's Fee) pursuant to the HK Listing Rules and has a long stop date of 31 December 2009.



The terms of the Disposal were negotiated on an arm's length basis and the Directors (including the independent non-executive Directors) consider that the Disposal is in the ordinary and usual course of business of the Group and on normal commercial terms which are fair and reasonable having regard to the interests of the Company and the Shareholders as a whole.

The Disposal constitutes a major transaction of the Company under Chapter 14 of the HK Listing Rules.

## **GENERAL**

The Circular containing, among other things, further details of the Disposal, and notice of EGM, will be despatched to the Shareholders as soon as practicable.

**As completion of the Disposal is subject to the fulfilment of a number of conditions, the Disposal may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.**

## **SHARE PURCHASE AGREEMENT**

### **Date**

21 August 2009

### **Parties**

Seller: Regent Coal (BVI)

Purchaser: Creative International (HK) Limited

### **Interests to be Disposed**

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

### **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 Closing, 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.

### **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.

### **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).

### **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.

### **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.

### **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).

### **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 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.

## **REGENT COAL (HK) LIMITED AND XIN JIANG REGENT COAL LIMITED**

### **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)):

<u>Licence Number</u>	<u>Licence Holder</u>	<u>Project Name</u>	<u>Exploration Area</u>	<u>Term</u>
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.

### 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 km<sup>2</sup> 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 <sup>2</sup> 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 <sup>2</sup> )

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.

### **NOT A CONNECTED TRANSACTION**

As at the date of this announcement, 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) are third parties independent of the Company and are not connected persons of the Group.

### **PRINCIPAL 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.

### **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.

### **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 has 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.

## **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 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\$296.4 million) and exploration and evaluation assets of approximately US\$24 million (or approximately HK\$187.2 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).

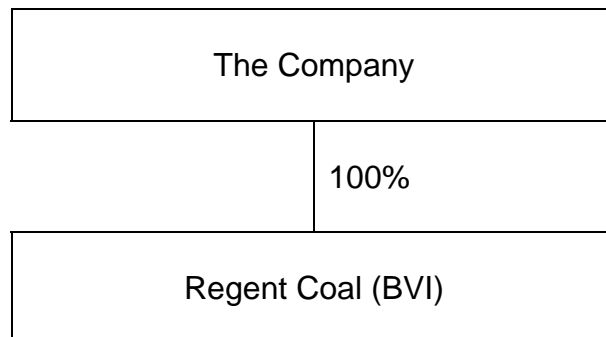


## STRUCTURE OF THE TRANSACTION

Before the Transaction:



At Completion:





## INDICATIVE TIMETABLE OF THE TRANSACTION

21 August 2009	Signing of the Share Purchase Agreement
11 September 2009	Despatch of the Circular setting out further details of the Disposal
30 September 2009	EGM
In or around early October 2009	Completion

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

## 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 EGM.

## REASONS FOR 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 EGM.



## GENERAL

The Circular containing, among other things, further details of the Disposal, and notice of the EGM, will be despatched to the Shareholders as soon as practicable.

**Shareholders and potential investors should note that the Share Purchase Agreement is subject to conditions to be fulfilled. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context require otherwise:

“ <b>associate(s)</b> ”	shall have the meaning defined in the HK Listing Rules
“ <b>Board</b> ”	the board of directors of the Company
“ <b>Business Day</b> ”	a day which is not a Saturday, Sunday or a public holiday in Hong Kong
“ <b>Cash and Drilling Adjustment</b> ”	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)
“ <b>China</b> ” or “ <b>PRC</b> ”	Peoples’ Republic of China
“ <b>Circular</b> ”	the Shareholders’ circular to be issued by the Company in relation to the Disposal pursuant to the HK Listing Rules
“ <b>Company</b> ”	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



<b>“Completion”</b>	completion of the Share Purchase Agreement and the transactions contemplated in it
<b>“Completion Amount”</b>	has the meaning given to it in the paragraph titled “Total Consideration under the Share Purchase Agreement”
<b>“connected person(s)”</b>	shall have the meaning defined in Chapter 14A of the HK Listing Rules
<b>“Consideration”</b>	has the meaning given to it in the paragraph titled “Total Consideration under the Share Purchase Agreement”
<b>“Data Room”</b>	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
<b>“Deposit”</b>	has the meaning given to it in the paragraph titled “Total Consideration under the Share Purchase Agreement”
<b>“Director(s)”</b>	the directors of the Company
<b>“Disposal”</b>	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
<b>“Due Diligence Period”</b>	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 the day falling 20 calendar days from (and including) such date
<b>“EGM”</b>	an extraordinary general meeting of the Company to be held to consider and approve the Disposal, the details of which will be set out in the Circular
<b>“Exploration Licences”</b>	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”



<b>“Finder’s Fee”</b>	the finder’s fee payable under the Finder’s Fee Agreement to Du Yue Xin
<b>“Finder’s Fee Agreement”</b>	the finder’s fee agreement entered into between Regent Coal (BVI) and Du Yue Xin, as finder, on 11 June 2009, pursuant to which Regent Coal (BVI) has 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
<b>“Group”</b>	the Company and its subsidiaries
<b>“HK Listing Rules”</b>	The Rules Governing the Listing of Securities on the HK Stock Exchange, as amended from time to time
<b>“HK Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency in Hong Kong
<b>“Joint Account”</b>	has the meaning given to it in paragraph titled “Total Consideration under the Share Purchase Agreement”
<b>“Purchaser”</b>	Creative International (HK) Limited, a limited liability company incorporated in Hong Kong
<b>“Regent Coal (BVI)”</b>	Regent Coal (BVI) Limited, a wholly and directly owned subsidiary of the Company incorporated in the British Virgin Islands
<b>“Regent Coal (HK)”</b>	Regent Coal (HK) Limited, a wholly and indirectly owned subsidiary of the Company incorporated in Hong Kong
<b>“Remaining Consideration”</b>	has the meaning given to it in paragraph titled “Total Consideration under the Share Purchase Agreement”
<b>“Sale Share”</b>	one ordinary share of HK\$1.00, being the entire issued share capital of Regent Coal (HK)
<b>“Shareholder(s)”</b>	the holders of the Shares



<b>“Share(s)”</b>	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
<b>“Shareholder Loans”</b>	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 date of the Share Purchase Agreement
<b>“Shareholder Loans Amount”</b>	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
<b>“Share Purchase Agreement”</b>	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) has agreed to sell and assign, and the Purchaser has agreed to purchase and have assigned to it, the Sale Share and the Shareholder Loans
<b>“US\$”</b>	United States dollars, the lawful currency in the United States
<b>“US\$ Equivalent”</b>	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
<b>“Xin Jiang Regent Coal”</b>	Xin Jiang Regent Coal Limited, a wholly and indirectly owned subsidiary of the Company incorporated in PRC, which holds the Exploration Licences
<b>“Zhun Dong Project”</b>	the coal assets held by Xin Jiang Regent Coal under the Exploration Licences





Note: Unless otherwise specified herein, amounts denominated 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.

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

Jamie Gibson  
*Director*

**Directors of the Company:**

James Mellon (*Co-Chairman*)<sup>\*</sup>  
Stephen Dattels (*Co-Chairman*)<sup>\*</sup>  
Jamie Gibson (*Chief Executive Officer*)  
Clara Cheung  
David Comba<sup>#</sup>  
Julie Oates<sup>#</sup>  
Mark Searle<sup>#</sup>  
Jayne Sutcliffe<sup>\*</sup>

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

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

Hong Kong, 21 August 2009