



# Regent Pacific Group Limited

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

Stock Code: 0575

5 October 2010

## ANNOUNCEMENT

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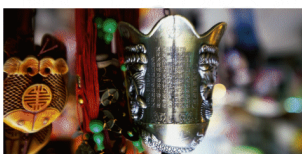
## DISCLOSEABLE TRANSACTION DISPOSAL OF SHARES IN BATHURST RESOURCES LIMITED

### 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.

We refer to the announcement made by the Company on 10 June 2010.

On 5 October 2010 (and after close of Hong Kong market) the Company executed an order with its Broker to sell 25,751,702 Bathurst Shares on ASX to the Purchasers for AUD 0.36 (or approximately US\$0.35 or HK\$2.73) per Bathurst Share, by way of an off-market crossing. The secondary placing will settle and all cash consideration will be received on a T+3 basis and by 8 October 2010.





Immediately prior to executing the order to sell the above-referenced 25,751,702 Bathurst Shares, the Company held 37,751,702 Bathurst Shares, representing approximately 16.57 per cent. of the issued share capital of Bathurst, each acquired at a cost of AUD 0.13 (or approximately US\$0.12 or HK\$0.94) per Bathurst Share. The difference between the Company's stake in Bathurst as at the date of this announcement and that previously disclosed in the announcement on 10 June 2010 is explained by on-market trading in Bathurst Shares conducted in the ordinary and usual course of business.

The disposal of the above-referenced 25,751,702 Bathurst Shares, together with the proceeds from our prior on-market trading, will provide the Company with proceeds (before expenses) of AUD 12,013,199 (or approximately US\$11,532,671 or HK\$89,954,831), which will be applied towards other investments as well as working capital.

The Company will generate a net realised gain before expenses of approximately AUD 7,783,259 (or approximately US\$7,471,929 or HK\$58,281,046), calculated by deducting the acquisition costs (both past and present) from the total disposal proceeds (before expenses), both of the Bathurst Shares disposed of by the Company up to date.

The total net realised gain will represent a 184 per cent. return on investment (in respect of the Bathurst Shares disposed of by the Company up to date), which is a fantastic result.

The agreed disposal price of AUD 0.36 (or approximately US\$0.35 or HK\$2.73) per Bathurst Share represents no discount or premium to today's closing price of Bathurst Shares on ASX.

The above referenced disposal of 25,751,702 Bathurst Shares, when aggregated with our prior disposals on-market, constitutes a discloseable transaction of the Company under Chapter 14 of the HK Listing Rules.

Subsequent to the above-referenced disposal, the Company will continue to hold 12,000,000 Bathurst Shares, representing 5.27 per cent. of Bathurst's existing issued share capital (which excludes the further capital raising announced by Bathurst on 5 October 2010, expected to close later this year).



## **Disposal of Bathurst Shares**

We refer to the announcement made by the Company on 10 June 2010.

On 5 October 2010 (and after close of Hong Kong market) the Company executed an order with its Broker to sell 25,751,702 Bathurst Shares on ASX to the Purchasers for AUD 0.36 (or approximately US\$0.35 or HK\$2.73) per Bathurst Share, by way of an off-market crossing. The secondary placing will settle and all cash consideration will be received on a T+3 basis and by 8 October 2010.

Immediately prior to executing the order to sell the above-referenced 25,751,702 Bathurst Shares, the Company held 37,751,702 Bathurst Shares, representing approximately 16.57 per cent. of the issued share capital of Bathurst, each acquired at a cost of AUD 0.13 (or approximately US\$0.12 or HK\$0.94) per Bathurst Share. The difference between the Company's stake in Bathurst as at the date of this announcement and that previously disclosed in the announcement on 10 June 2010 is explained by on-market trading in Bathurst Shares conducted in the ordinary and usual course of business.

The disposal of the above-referenced 25,751,702 Bathurst Shares, together with the proceeds from our prior on-market trading, will provide the Company with proceeds (before expenses) of AUD 12,013,199 (or approximately US\$11,532,671 or HK\$89,954,831), which will be applied towards other investments as well as working capital.

The above-referenced disposal of our stake in Bathurst constitutes a discloseable transaction of the Company under Chapter 14 of the HK Listing Rules.

Subsequent to the above-referenced disposal, the Company will continue to hold 12,000,000 Bathurst Shares, representing 5.27 per cent. of Bathurst's existing issued share capital (which excludes the further capital raising announced by Bathurst on 5 October 2010, expected to close later this year).

## **Bathurst Consideration**

The disposal of the above-referenced 25,751,702 Bathurst Shares was negotiated on an arm's length basis between the Company and the Purchasers, through the Brokers, with reference to the current trading price of Bathurst Shares on ASX.

The agreed disposal price of AUD 0.36 (or approximately US\$0.35 or HK\$2.73) per Bathurst Share represents no discount or premium to today's closing price of Bathurst Shares on ASX.



In respect of the Company's interest in Bathurst (being disposed, when aggregated with prior disposal of Bathurst Shares), the Company's attributable share of Bathurst's: (i) net loss for the financial year ended 30 June 2010 from continued operations is AUD 677,443 (or approximately US\$650,345 or HK\$5,072,691; and (ii) net loss for the financial year ended 30 June 2009 from continued operations is AUD 165,649 (or approximately US\$159,023 or HK\$1,240,379), in each case both before and after taxation and extraordinary items.

The net asset value of Bathurst is AUD 14,172,140 (or approximately US\$13,605,254 or HK\$106,120,981) as at 30 June 2010, being the number shown in Bathurst's latest publicly disclosed audited financial statements for the year ended 30 June 2010.

### **Reasons for Disposing of Bathurst Shares and Use of Proceeds**

The Board is very pleased with the performance of and returns from the strategic investment in Bathurst and considers now to be an opportune time to completely divest and re-allocate the proceeds to other investment or consolidation opportunities, as well as for general working capital.

The Directors consider the transaction referred to above to be on normal commercial terms and in the ordinary and usual course of business of the Company. They believe that the terms of the transaction referred to above are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Financial Effects of the Transaction on the Group**

To consider the financial effects of the disposal of the Company's stake in Bathurst, the Group would expect to generate a net realised gain before expenses of approximately AUD 7,783,259 (or approximately US\$7,471,929 or HK\$58,281,046), calculated by deducting the acquisition costs (both past and present) from the total disposal proceeds (before expenses), both of the Bathurst Shares disposed of by the Company up to date.

The total net realised gain will represent a 184 per cent. return on investment (in respect of the Bathurst Shares disposed of by the Company up to date), which is a fantastic result.

### **Background on Bathurst**

For a description of Bathurst, the Company should like to refer Shareholders to its announcement made on 10 June 2010.



### **Discloseable Transaction**

In view of the fact that the aggregate amount of proceeds (before expenses) to be received from the disposal of the above-referenced 25,751,702 Bathurst Shares, when aggregated with the proceeds (before expenses) from our prior on-market trading (being AUD 12,013,199 or approximately US\$11,532,671 or HK\$89,954,831 in total), exceeds 5 per cent. but is less than 25 per cent. of the Company's market capitalisation, the above referenced disposal constitutes a discloseable transaction of the Company under Chapter 14 of the HK Listing Rules.

The purpose of this announcement is to provide the Shareholders with information on the details of the above referenced disposal in accordance with the HK Listing Rules.

### **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 Purchasers, the Brokers and its/their respective beneficial owner(s) are third parties independent of the Company and are not connected persons of the Group.

The transaction disclosed in this announcement is not a connected transaction for the purposes of Chapter 14A of the HK Listing Rules.

### **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 on the Asian region. It explores for and mines copper, zinc, gold, silver, lead and thermal coal. Its principal assets are located in Yunnan Province, Inner Mongolia and Xinjiang, China.

### **Principal Business Activities of the Purchasers**

Each of the Purchasers is either a fund, an institutional or other sophisticated investor introduced by its Broker as a placee to the Company's disposal of the before mentioned stake in Bathurst.



## Definitions

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

<b>“ASX”</b>	Australian Securities Exchange
<b>“AUD”</b>	Australian dollars, the lawful currency of Australia
<b>“associate(s)”</b>	shall have the meaning defined in the HK Listing Rules
<b>“Bathurst”</b>	Bathurst Resources Limited, a company having limited liability, the shares of which are listed on ASX
<b>“Bathurst Shares”</b>	ordinary voting and listed shares in Bathurst
<b>“Board”</b>	the board of directors of the Company
<b>“Broker” or “Brokers”</b>	in respect of the Purchasers, means Helmsec Global Capital Limited and Lodge Partners Pty Ltd, and in respect of the Company, means Patersons Securities Limited
<b>“China”</b>	Peoples’ Republic of China
<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>“connected person(s)”</b>	shall have the meaning defined in Chapter 14A of the HK Listing Rules
<b>“Director(s)”</b>	the directors of the Company
<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



“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Purchasers”	the funds, institutional and other sophisticated investors introduced by Helmsec Global Capital Limited as placees to acquire certain of the Company’s remaining stake in Bathurst
“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
“US\$”	United States dollars, the lawful currency in the United States

Note: Unless otherwise specified herein, (i) amounts denominated in US\$ have been translated, for the purpose of illustration only, into HK\$ using the exchange rate of US\$1.00 = HK\$7.80; and (ii) amounts denominated in AUD have been translated, for the purpose of illustration only, into US\$ using the exchange rate of AUD1.00 = US\$0.96.

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*)  
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, 5 October 2010