



iRegent Group Limited

(Incorporated in the Cayman Islands with limited liability)

AUDITED FINAL RESULTS FOR THE YEAR ENDED 31 MARCH 2002

Important:

There are no differences between the audited results of the Group for the year ended 31 March 2002 set out in this announcement and its unaudited results announced on 30 September 2002 pursuant to paragraph 11(3) of the Listing Agreement.

RESULTS

Further to the announcement of the unaudited results pursuant to paragraph 11(3) of Appendix 7b (the “**Listing Agreement**”) of The Rules Governing the Listing of Securities (the “**HK Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**HK Stock Exchange**”) on 30 September 2002, the directors (the “**Directors**” or the “**Board**”) of iRegent Group Limited (“**iRegent**” or the “**Company**” and collectively with its subsidiaries, the “**Group**”) announce the **audited** results of the Group for the year ended 31 March 2002, together with comparative figures for the year ended 31 March 2001, as follows:

Consolidated Income Statement

	<i>Note</i>	2002 <i>US\$'000</i>	2001 <i>US\$'000</i>
Turnover:	2		
Asset management, corporate finance and property management		3,365	7,904
Corporate investment income and realised and unrealised gains and losses		(4,847)	(11,301)
Internet retailing		4,290	2,653
		<u>2,808</u>	<u>(744)</u>
Expenses:			
Personnel costs		(5,535)	(6,831)
Marketing costs and commissions		(241)	(3,123)
Cost of internet goods sold		(3,705)	(2,780)
Other costs		(6,871)	(9,141)
		<u>(13,544)</u>	<u>(22,619)</u>
Share of profits/(losses) of associates		16,143	(53,440)
Operating profit/(loss) on core activities		2,599	(76,059)
(Loss)/Profit on deemed disposal of subsidiary	3	(8)	1,926
Profits on sale of interests in associates		–	18,845
Exceptional gain on discontinuance of activity in associate		–	29,186
Impairment of goodwill on discontinuance of activity in associate		–	(49,026)
Other impairment of goodwill		–	(23,124)

Operating profit/(loss) from ordinary activities	4	2,591	(98,252)
Finance costs – interest on bank overdraft		(145)	(358)
Profit/(Loss) before taxation		2,446	(98,610)
Taxation	5	(923)	(2,840)
Profit/(Loss) after taxation		1,523	(101,450)
Minority interests		2,030	3,119
Net profit/(loss) attributable to shareholders		3,553	(98,331)
(Accumulated loss)/Retained profit at beginning of year		(40,350)	63,800
Transfer to capital redemption reserve		–	(25)
Transfer from goodwill reserve on dividend distribution		–	(5,794)
		(36,797)	(40,350)
Dividend	6	–	–
Accumulated losses at end of year		<u>(36,797)</u>	<u>(40,350)</u>
Earnings/(Loss) per share (US cents):			
– Basic	7	<u>0.3</u>	<u>(8.5)</u>
– Diluted	7	<u>0.3</u>	<u>N/A</u>

Consolidated Statement of Recognised Gains and Losses

	2002	2001
	<i>US\$'000</i>	<i>US\$'000</i>
Movements in exchange differences on the translation of the financial statements of entities not accounted for in United States dollars	(617)	(10,844)
Increase in revaluation reserve within associate	–	3,735
Net profit/(loss) for the year	<u>3,553</u>	<u>(98,331)</u>
Total recognised gains and losses	2,936	(105,440)
Movement on goodwill taken directly to reserves	–	20,099
	<u>2,936</u>	<u>(85,341)</u>

Notes:

1. Accounting policies

The same accounting policies adopted in the financial statements for the year ended 31 March 2001 have been applied to the financial report for the year ended 31 March 2002 except that the Group has changed certain of its accounting policies following the adoption of the following new or revised Statements of Standard Accounting Practice issued by the Hong Kong Society of Accountants (“SSAP”) effective for accounting periods commencing on or after 1 January 2001 with details below:

a. *Proposed dividend*

In prior years, dividends proposed after the balance sheet date were accrued as liabilities at the balance sheet date. With effect from 1 April 2001, dividends proposed after the balance sheet date are shown as a separate component of shareholders' funds in accordance with the revised SSAP 9 "Events After the Balance Sheet Date". The new accounting policy has been adopted retrospectively. Since no final dividend was proposed for the year ended 31 March 2001, there is no impact on the Group's financial statements.

b. *Goodwill/Negative goodwill*

In prior years, goodwill or negative goodwill arising on consolidation, representing the difference between purchase consideration paid for subsidiaries, associates or businesses over the fair value ascribed to the net underlying assets acquired, has been charged or credited against reserves in the year of acquisition. On disposal of such subsidiaries and associates, the relevant portion of attributable goodwill reserve was included in calculating the profit or loss on disposal. If the investment in such subsidiaries and associates was considered by the Directors to be impaired, the relevant portion of goodwill reserve was accounted for in the income statement.

With effect from 1 April 2001, with the introduction of SSAP 30 "Business Combinations", the Group adopted an accounting policy to recognise goodwill as an asset and it is amortised on a straight-line basis over its estimated useful life. Negative goodwill which relates to an expectation of future losses and expenses that is identified in the plan of acquisition and can be measured reliably, but which has not yet been recognised, is recognised in the income statement when the future losses and expenses are recognised. Any remaining negative goodwill, not exceeding the fair values of the non-monetary assets acquired, is recognised in the income statement over the weighted average useful life of those non-monetary assets that are depreciable or amortisable. Negative goodwill in excess of the fair values of the non-monetary assets acquired is recognised immediately in the income statement. On disposal of a subsidiary or an associate, any attributable amount of purchased goodwill not previously amortised through the income statement is included in the calculation of the profit and loss on disposal.

As at 31 March 2001, the Directors considered the values of certain investments had been impaired consequent on significant losses and restructuring and therefore all goodwill reserves in the balance sheet were charged to the income statement during the year ended on that date. No prior year adjustment is therefore needed following the adoption of the new policy.

c. *Segmental reporting*

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

Inter-segment pricing is based on similar terms as those available to other external parties.

In note 2 to the accounts below, segment revenue and results as defined under SSAP 26 "Segment Reporting" have been disclosed.

2. *Segmented information*

Segmented information is presented in respect of the Group's business and geographical segments. Business segmented information is chosen as the primary reporting format because this is more relevant to the Group in making operating and financial decisions.

Business segments

The Group comprises four business segments as follows:

For the year ended 31 March 2002

	Asset management <i>US\$'000</i>	Corporate finance <i>US\$'000</i>	Corporate investment <i>US\$'000</i>	Internet retailing <i>US\$'000</i>	Property management <i>US\$'000</i>	Inter- segment elimination <i>US\$'000</i>	Unallocated <i>US\$'000</i>	Consolidated <i>US\$'000</i>
Revenue from external customers	2,855	510	(4,847)	4,290	-	-	-	2,808
Inter-segment revenue	245	-	1	-	-	(246)	-	-
	<u>3,100</u>	<u>510</u>	<u>(4,846)</u>	<u>4,290</u>	<u>-</u>	<u>(246)</u>	<u>-</u>	<u>2,808</u>
Segment results	(608)	(508)	(6,137)	(3,625)	-	(1,167)	-	(12,045)
Unallocated operating expenses	-	-	-	-	-	-	(1,499)	(1,499)
Losses from operations								(13,544)
Share of profits less losses of associates	-	-	-	-	-	-	16,143	16,143
Loss on deemed disposal of subsidiary								(8)
Finance costs								(145)
Taxation								(923)
Minority interests								2,030
Profit attributable to shareholders								<u>3,553</u>

For the year ended 31 March 2001

	Asset management US\$'000	Corporate finance US\$'000	Corporate investment US\$'000	Internet retailing US\$'000	Property management US\$'000	Inter- segment elimination US\$'000	Unallocated US\$'000	Consolidated US\$'000
Revenue from								
external customers	7,168	273	(11,301)	2,653	463	-	-	(744)
Inter-segment revenue	478	-	-	-	-	(478)	-	-
	<u>7,646</u>	<u>273</u>	<u>(11,301)</u>	<u>2,653</u>	<u>463</u>	<u>(478)</u>	<u>-</u>	<u>(744)</u>
Segment results	4,467	(734)	(12,509)	(8,268)	215	(478)	-	(17,307)
Unallocated operating expenses	-	-	-	-	-	-	(5,312)	(5,312)
Losses from operations								(22,619)
Share of losses less profits of associates	-	-	-	-	-	-	(53,440)	(53,440)
Profit on deemed disposal of subsidiary								1,926
Profits on sale of interests in associates								18,845
Exceptional gain on discontinuance of activity in associate								29,186
Impairment of goodwill on discontinuance of activity in associate								(49,026)
Other impairment of goodwill								(23,124)
Finance costs								(358)
Taxation								(2,840)
Minority interests								3,119
Loss attributable to shareholders								<u>(98,331)</u>

Geographical segments

The Group's business is managed on a world-wide basis. Asia Pacific is a major market for its assets management business and Western Europe is a major market for its internet retailing business.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers or investing funds.

For the year ended 31 March 2002

	North America US\$'000	Asia Pacific US\$'000	Australasia US\$'000	Eastern Europe US\$'000	Russia US\$'000	Western Europe US\$'000	Others US\$'000	Total US\$'000
Revenue from external customers	<u>(485)</u>	<u>147</u>	<u>104</u>	<u>17</u>	<u>29</u>	<u>3,331</u>	<u>(335)</u>	<u>2,808</u>

For the year ended 31 March 2001

	North America US\$'000	Asia Pacific US\$'000	Australasia US\$'000	Eastern Europe US\$'000	Russia US\$'000	Western Europe US\$'000	Others US\$'000	Total US\$'000
Revenue from external customers	<u>146</u>	<u>(455)</u>	<u>497</u>	<u>285</u>	<u>(1,118)</u>	<u>(202)</u>	<u>103</u>	<u>(744)</u>

3. (Loss)/Profit on deemed disposal of subsidiary

The (loss)/profit on deemed disposal of subsidiary relates to the dilution of the Group's interest in bigsave Holdings plc due to the issue of further shares by bigsave Holdings plc to its minority shareholders.

4. Operating profit/(loss) from ordinary activities

	2002 US\$'000	2001 US\$'000
After charging:		
Amortisation of intangible assets	628	640
Auditors' remuneration	205	230
Bad debts written off	1	377
Depreciation	398	499
Loss on disposal of fixed assets	125	68
Net loss on disposal of current investments	430	12,493
Operating lease rental on property	964	706
Provision for diminution in value of other investments	2,772	10,045
Provision for diminution in value of other non-current assets	–	657
After crediting:		
Foreign exchange gain	6	448
Net profit on disposal of other non-current financial assets	45	1,886
Interest income	206	545
Investment income from listed investments	6	46
Unrealised profit on current investments	239	7,615

The total cost of services rendered for the year was US\$4,232,000 (2001: US\$5,154,000).

5. Taxation

	2002 US\$'000	2001 US\$'000
Group:		
Hong Kong profits tax for the year	–	–
Overseas taxation:		
– Group subsidiaries	196	1,291
– Share of tax of associates	727	1,549
	<u>923</u>	<u>2,840</u>

No provision for Hong Kong profits tax has been made in the financial statements as all the Group companies which are subject to such tax have sustained losses for taxation purposes for the year. Taxes on profits assessable in overseas countries have been calculated at the rates of taxation prevailing in such countries. Provision has been set aside in respect of all entities where the directors believe a liability exists.

Further to certain enquiries into the amount of tax paid by the Company and its subsidiaries in respect of its operations in some jurisdictions in previous years, the Group has set aside a general provision of US\$2,500,000 against potential taxation liabilities. The Company and its subsidiaries are in the final stages of reaching a negotiated settlement with the United Kingdom taxation authorities. It is anticipated that this will be finalised shortly and that the general provision will be adequate to meet it. Accordingly, the provision previously made has been transferred to current liabilities.

6. Dividend

The Group does not intend to declare a final dividend, nor did the Group declare any interim dividend at the time when the interim results were announced.

7. Earnings/(Loss) per share

- a. The calculation of basic earnings/(loss) per share is based on the net profit attributable to shareholders for the year of US\$3,553,000 (2001: loss of US\$98,331,000) and on the weighted average of 1,186,902,435 (2001: 1,156,543,357) shares of the Company in issue during the year.
- b. The diluted earnings per share is based on the net profit attributable to shareholders for the year of US\$3,553,000 and on the weighted average of 1,189,551,057 shares issued and issuable, calculated on the assumption that the Company's outstanding share options had been exercised.

CHAIRMAN'S STATEMENT

The Chairman is pleased to announce that for the full year to 31 March 2002 the Group returned to profitability. The Group recorded a profit attributable to shareholders of US\$3.6 million (2001: loss of US\$98.3 million) in the year ended 31 March 2002, representing earnings per share of 0.3 US cents (2001: loss of 8.5 US cents per share). The change in the results is mainly due to the improvement in the results of the Group's Korean associate, KoreaOnline Limited ("KOL"), which contributed US\$15.7 million profit during the year (2001: loss of US\$40.2 million, inclusive of goodwill impairment of US\$32.9 million). The value of shareholders' equity increased slightly by 3.5% to US\$87 million (2001: US\$84.1 million) over the previous year on an unchanged number of shares outstanding. Net assets per share were 7.3 US cents (2001: 7.1 US cents), an increase of 3% over the previous year. As at 31 March 2002, the Group had US\$5.1 million net cash or 6% of its total shareholders' funds.

Set out below is a brief summary of the main elements of the profit attributable to shareholders, which are as follows:

	<i>US\$m</i>
Share of profits connected with KOL	15.7
Share of losses connected with technology related investments	(7.2)
Other operating losses	(4.9)
	<hr/>
Total profit attributable to shareholders	<u>3.6</u>

In terms of the consolidated balance sheet, the main elements consist of:

	<i>US\$m</i>
Stake in KOL	78.2
Value of technology related assets	4.1
Other net assets	4.7
	<hr/>
Total net assets	<u>87.0</u>

Full details of the figures and summary are contained in the financial statements in the annual report and the Management's Discussion and Analysis section in this announcement respectively.

It should be noted that the Directors have made what they believe to be fair provisions in relation to the technology related assets due to the difficulties encountered within the sector.

The Directors of the Company have decided not to declare a dividend for the year.

The year prior to the one which has just ended was very difficult, encompassing the effective stockmarket demise of the internet sector and the various problems which engulfed KOL, our Korean affiliate. The Group has made a determined effort to reduce costs and to improve the performance of its operations in its core areas of business.

The Directors propose to change the name of the Company back to "Regent Pacific Group Limited", subject to approval of the Company's shareholders and the Registrar of Companies of the Cayman Islands. The proposed change of name reaffirms the Company's commitment to value focussed asset management both of our own and of client assets. Private equity investment, including that done for our own account, has done well and has vindicated our decisions to concentrate on Korea and Indonesia within our traditional markets in Asia.

James Mellon and Jamie Gibson have informed the Board that on 16 May 2002 they amicably concluded without reaching any result the discussions with KGI International Holdings Limited regarding its proposed offer for all the outstanding securities of the Company, due primarily to the proposed price offered and conditions of the deal.

Latterly, however, the return of our largest investment, KOL, has improved. This has been largely due to the repurchase of shares by Ileun Securities Co Ltd into treasury and the merger of Regent Securities Co Ltd and Ileun Securities Co Ltd to form Bridge Securities Co Ltd. KOL's net asset value has therefore increased and has further been helped by the appreciation of the Korean Won against the US dollar during the year.

Over the year there has been an increasing divergence of opinion between KOL management and the Board of the Company on issues relating to the manner of operation of KOL. In this respect, iRegent and The State of Wisconsin Investment Board (“**SWIB**”) have resolved to rectify this divergence of opinion by entering into a new shareholders’ agreement regarding the shareholdings of iRegent and SWIB in KOL (the “**KOL Shareholders’ Agreement**”). iRegent and SWIB own approximately 40% and 27% of the issued share capital of KOL respectively and are in the process of seeking to change the management team at KOL. In this respect, on 11 July 2002, iRegent and SWIB jointly deposited with the board of directors of KOL a notice requisitioning an extraordinary general meeting (“**EGM**”) for the purpose of the dismissal of all of the current directors of the board of KOL and the appointment of new directors to the board of KOL. iRegent, SWIB and certain other minority shareholders, which together own approximately 83% of the issued share capital of KOL, have expressed their commitment to vote, and therefore are expected to vote, in favour of the resolutions contained in the requisition notice. In response to the requisition notice, the board of directors of KOL has issued a notice of an EGM to be held on 10 January 2003 to consider and, if thought fit, pass the ordinary resolutions outlined in the requisition notice. Accordingly, iRegent and SWIB commenced legal action in the Cayman Islands on 2 August 2002 seeking an order that KOL does convene an EGM as requisitioned by iRegent and SWIB within 7 days of the court order or such other period as the court thinks fit or that, unless KOL convenes the EGM as requisitioned by iRegent and SWIB within 7 days of the court order or such other period as may be ordered by the court, iRegent and SWIB be at liberty to convene the EGM. It is expected that the application seeking the relief sought by iRegent and SWIB will be heard by the court on 16 and 17 October 2002.

The Company and SWIB have, amongst other things, agreed in the KOL Shareholders’ Agreement to explore ways in which to realise their investments in KOL in the most effective and profitable manner. If a sale on terms satisfactory to the Board is agreed, the disposal of the Company’s shares in KOL would be a major transaction and would be conditional on approval by the Company’s shareholders. Shareholders, including certain Directors of the Company, who together hold approximately 36% of the Company’s issued ordinary shares, have indicated to the Board that they would intend to vote in favour of a sale if the terms are satisfactory to the Board. The Board intends that the benefit of any such sale, including the distribution of proceeds, will be made available to all shareholders of the Company equally although it is not yet possible to say what form such a distribution would take.

Assuming the realisation of the investment in KOL and distribution of the proceeds is approved by the Company’s shareholders, it is the intention of the Board that it will retain up to 10% of the benefit of a sale to provide resources to rebuild its asset management business to the scale it reached at the time of listing in May 1997. It is also the intention of the Board that the Company will focus on value-based investment, an area in which we believe that we have considerable experience and have previously enjoyed great success.

The Chairman thanks his fellow Directors and colleagues for all their hard work in the past year. Jamie Gibson, who is responsible at the iRegent level for selling KOL, has assumed the role of Chief Executive Officer and is charged with the day-to-day operations of the Company.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF THE GROUP’S PERFORMANCE

Revenue and profits

The Group recorded a profit attributable to shareholders of US\$3.6 million (2001: loss of US\$98.3 million) in the year ended 31 March 2002. Detailed analysis of these figures can be seen in the consolidated income statement.

The change in the results is mainly due to the improvement in the results of the Korean associate, KoreaOnline Limited, which contributed US\$15.7 million profit during the year (2001: loss of US\$40.2 million, inclusive of goodwill impairment of US\$32.9 million). During the corresponding period last year, KOL suffered significant losses due to its insurance, asset management and banking businesses. Subsequent to 31 March 2001, these businesses were closed and full provision had already been made in the year ended 31 March 2001 for closure costs. Additionally, upon a restructuring scheme of KOL the two securities businesses, Regent Securities Co Ltd and Ileun Securities Co Ltd, were merged to form Bridge Securities Co Ltd in January 2002. This contributed a significant part of profit to the group of KOL.

The technology and internet stock investment environment remains poor. bigsave Holdings plc and AstroEast.com Limited contributed a combined loss of US\$3.3 million, net of minority interests (2001: loss of US\$39.6 million, inclusive of goodwill impairment of US\$36.5 million). The revenue of the asset management business was reduced by 59% to US\$3.1 million (2001: US\$7.6 million) partly due to the reduction in assets under management upon the restructuring scheme. The corporate investment business incurred a loss of US\$4.8 million (2001: loss US\$11.3 million), which, as compared with last year, has reduced by 57% due to the provision made on a portfolio basis for the technology stakes last year.

Costs

The Group has always taken care to keep its operational costs as low as possible, conducive with efficient operations. A bonus scheme is operated for the core staff based on a percentage of profits earned. A provision for bonuses of US\$0.9 million has been made for the year. However, the Board has decided not to award cash bonuses to eligible participants until the cash flow position of the Group materially changes.

Balance sheet

The shareholders' equity increased slightly by 3.5% to US\$87 million (2001: US\$84.1 million) during the year and KOL now accounts for approximately 90% of the total shareholders' funds as at 31 March 2002. The remaining Group assets comprise the technology investments of US\$4 million and other corporate investments of US\$5 million. Full provision has been made for bigsave Holdings plc as at 31 March 2002.

As indicated in note 5 to the accounts above, the Group has been in discussion with the tax authorities in the United Kingdom in relation to profits declared by UK subsidiaries since 1994. Whilst no liability has been admitted, the Group has deemed it prudent to provide US\$2.5 million against possible claims. The Company and its subsidiaries are in the final stages of reaching a negotiated settlement with the United Kingdom taxation authorities. It is anticipated that this will be finalised shortly and that the general provision will be adequate to meet it. Accordingly, the provision previously made has been transferred to current liabilities.

The borrowings of the Group amounted to US\$428,000 at the balance sheet date and were limited to those of bigsave Holdings plc. The wholly-owned subsidiaries of the Group had no borrowings at that date, which is in keeping with the Directors' stated policy.

Future funding

As at 31 March 2002, the Group had US\$5.1 million net cash or 6% of its total shareholders' funds of which US\$5 million formed part of "head office" funding. There were no material charges against Group assets.

The Company's subsidiaries and associates may require funding as their businesses develop. It is expected that the bulk of such funding will be obtained from external sources but, dependent upon the amount and the duration, funding will also be made available by the Group from its internal resources.

Management of risk

The Company is exposed to foreign currency fluctuations arising from operations of its subsidiaries and associates. This exposure relates mainly to the translation between US dollars and non-US dollar currencies. The Group has not taken any currency hedge against the investments in Korea and United Kingdom due to their non-cash nature and the high hedging cost such hedging would involve.

As KOL was responsible for approximately 90% of the total shareholders' fund as at 31 March 2002, the Company is exposed to the fluctuations in the equity values of KOL. The exposure is to the Korean economy, and its credit and equity markets. The responsibility for management of these risks rests with the KOL management. Despite the current dispute between iRegent and the KOL management, iRegent will continue to monitor its exposure through working with the KOL management. However, iRegent and The State of Wisconsin Investment Board are in the process of seeking to change the management team at KOL. In this respect, on 11 July 2002, iRegent and SWIB jointly deposited with the board of directors of KOL a notice requisitioning an extraordinary general meeting for the purpose of the dismissal of all of the current directors of the board of KOL and the appointment of new directors to the board of KOL. iRegent, SWIB and certain other minority shareholders, which together own approximately 83% of the issued share capital of KOL, have expressed their commitment to vote, and therefore are expected to vote, in favour of the resolutions contained in the requisition notice. In response to the requisition notice, the board of directors of KOL has issued a notice of an EGM to be held on 10 January 2003 to consider and, if thought fit, pass the ordinary resolutions outlined in the requisition notice. Accordingly, iRegent and SWIB commenced legal action in the Cayman Islands on 2 August 2002 seeking an order that KOL does convene an EGM as requisitioned by iRegent and SWIB within 7 days of the court order or such other period as the court thinks fit or that, unless KOL convenes the EGM as requisitioned by iRegent and SWIB within 7 days of the court order or such other period as may be ordered by the court, iRegent and SWIB be at liberty to convene the EGM. It is expected that the application seeking the relief sought by iRegent and SWIB will be heard by the court on 16 and 17 October 2002.

Through investments of Interman Holdings Limited and Interman Limited in technology related ventures, the Group is exposed to the technology sector. The ability of these companies in controlling their operating cash requirements is key to their development and hence the value of the Group's investment in them. The Group's specialist investment managers closely monitor the operations and performance of these companies.

The Group will operate both equity market and currency hedges from time to time and on a speculative basis. Speculative investment is carefully controlled, in accordance with parameters set by the Board, in short term situations where physical assets may be inappropriate. There is strict segregation between the investment management and settlement functions.

In the course of the Group's normal operations, margin deposits of varying amounts of cash are held by the Group's brokers. As at 31 March 2002, the amount of these margin deposits was US\$264,000 (2001: US\$6,000).

In terms of the total operations of the Group, activities of this nature are of limited materiality.

Contingent liabilities

The Group was not involved in any material litigation or disputes during the year ended 31 March 2002.

Employees

The Group, including its subsidiaries but excluding associates, employed approximately 20 employees at 31 March 2002. The remuneration policy is to reward key employees by a combination of salaries, profit related bonuses and share options, where appropriate. For employees below board level, remuneration will be determined by the Director(s) responsible for the division whilst, for Directors, remuneration is determined by a sub-committee of the Board. In all cases, grants of share options will be agreed by the Board as a whole.

FINAL DIVIDEND

The Directors of the Company have resolved not to declare a final dividend for the year ended 31 March 2002 (2001: Nil).

REVIEW BY THE AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) comprises the two independent non-executive Directors, namely Anthony Robert Baillieu and Stawell Mark Searle, and a non-executive Director, David McMahon.

The audited financial statements of the Company for the year ended 31 March 2002 have been reviewed by the Audit Committee.

ESTABLISHMENT OF A NEW SHARE OPTION SCHEME

In view of the new requirements introduced on 1 September 2001 to Chapter 17 of the HK Listing Rules with respect to share option schemes of Hong Kong listed companies and their subsidiaries, the Directors of the Company have proposed establishing, subject to approval by the Company’s shareholders at a general meeting, a new share option scheme. In order to differentiate this new share option scheme from the existing employee share option scheme of the Company (the “**Existing Employee Share Option Scheme**” or the “**Existing Scheme**”), which shall continue in force until 14 July 2004 unless it is terminated before then, the new scheme is named “Share Option Scheme (2002)” (the “**Share Option Scheme (2002)**”).

An ordinary resolution will be proposed for the annual general meeting of the Company for Year 2002 (the “**2002 Annual General Meeting**”) to approve, inter alia, the establishment of the Share Option Scheme (2002). Details of the new scheme will be set out in a circular to be despatched by the Company to its shareholders (the “**Shareholders’ Circular**”) together with the Company’s annual report for the year ended 31 March 2002.

Application will be made to the Listing Committee of the HK Stock Exchange for the approval of the listing of and permission to deal in the shares to be issued pursuant to the exercise of the options granted under the Share Option Scheme (2002). Implementation of the scheme is subject to such approval of listing and permission to deal being granted.

TERMINATION OF THE EXISTING EMPLOYEE SHARE OPTION SCHEME

The adoption of the Share Option Scheme 2002 shall not affect outstanding options under the Existing Employee Share Option Scheme. However, the Directors have proposed that the Existing Scheme be terminated, subject to the adoption of the Share Option Scheme (2002) and the grant by the HK Stock Exchange of the aforesaid approval in respect of the listing of and permission to deal in the shares falling to be issued pursuant to the exercise of any options granted under the Share Option Scheme (2002). Accordingly, approval of the shareholders will also be sought at the 2002 Annual General Meeting to terminate the Existing Scheme, provided that its provisions shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted under such scheme prior to the date of such termination. No further options will be granted under the Existing Scheme prior to the date of the 2002 Annual General Meeting.

CHANGE OF COMPANY NAME

Upon review of the Company's current strategy and operations, the Board has proposed to change the Company's name to its original name "Regent Pacific Group Limited", subject to approval by its shareholders at a general meeting and of the Registrar of Companies of the Cayman Islands. This reaffirms the Company's commitment to value focussed asset management both of our own and of client assets.

A special resolution will be proposed for the 2002 Annual General Meeting to change the name of the Company to "Regent Pacific Group Limited". Details of the change of the Company's name will be set out in the Shareholders' Circular.

PUBLICATION OF FURTHER INFORMATION

All information required by paragraphs 45(1) to 45(3) inclusive of Appendix 16 of the HK Listing Rules in respect of the preliminary announcement of the final results will be published on the websites of the Company (www.iRegentGroup.com) and the HK Stock Exchange (www.hkex.com.hk) in due course.

On Behalf of the Board of
iRegent Group Limited

James Mellon
Chairman

Hong Kong, 2 October 2002

"Please also refer to the published version of this announcement in The Standard"