



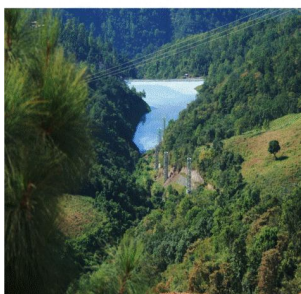
# Regent Pacific Group Limited



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

Stock Code: 0575

22 August 2011



## ANNOUNCEMENT

### UNAUDITED INTERIM RESULTS

### FOR THE SIX MONTHS ENDED 30 JUNE 2011



### HIGHLIGHTS

Some of the highlights or achievements for the period include:

- Loss of US\$1.50 million, which was mainly generated by the write off of US\$5.49 million of costs associated with the terminated offer to acquire BC Iron Limited (“**BCI**”)
- Shareholders’ equity of US\$260.25 million or net asset value (“**NAV**”) per share of Hong Kong 53.15 cents, a decrease of 3.52% as compared at 31 December 2010
- Successful sale of the Group’s interests in Matthews International Capital Management, LLC (“**MICM**”) and the Yinzishan Mining Project, which generated realised gains of US\$6.41 million and US\$2.40 million respectively
- Share buy-back of 53.25 million shares for a total consideration of US\$2.08 million
- Strong financial position with no debt and cash and listed securities of US\$200.36 million



**RESULTS**

The directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**” or “**Regent**” and collectively with its subsidiaries, the “**Group**”) are hereby to announce the unaudited results of the Group for the six months ended 30 June 2011, together with comparative figures for the six months ended 30 June 2010, as follows:

**Consolidated Statement of Comprehensive Income  
For the six months ended 30 June 2011**

	Notes	(Unaudited)	
		For the six months ended 30 June 2011 US\$'000	30 June 2010 US\$'000
Revenue/Turnover:	3		
Corporate investment income		1,298	374
Other income		307	9
		<hr/>	<hr/>
		1,605	383
Fair value gain		3,836	2,050
Total income		<hr/>	<hr/>
		5,441	2,433
Expenses:			
Employee benefit expenses		(3,541)	(3,549)
Rental and office expenses		(294)	(243)
Information and technology expenses		(134)	(192)
Marketing costs and commissions		(37)	(5)
Professional fees		(365)	(513)
Transaction cost on termination of BCI acquisition		(5,487)	-
Finance costs	5	-	(2)
Other operating expenses		(627)	(830)
		<hr/>	<hr/>
Operating loss before impairment		(5,044)	(2,901)
Reversal of impairment of exploration and evaluation assets		-	912
		<hr/>	<hr/>
Operating loss	4	(5,044)	(1,989)
Gain on disposal of the Yinzishan Mining Project	10	2,401	-
Share of profits of associates		1,468	941
Share of loss of a jointly controlled entity		-	(704)
		<hr/>	<hr/>
Loss before taxation		(1,175)	(1,752)
Taxation	6	-	-
		<hr/>	<hr/>
<b>Loss for the period</b>		<b>(1,175)</b>	<b>(1,752)</b>



**Consolidated Statement of Comprehensive Income  
For the six months ended 30 June 2011**

	Notes	(Unaudited)	
		For the six months ended 30 June 2011	30 June 2010
		US\$'000	US\$'000
<b>Other comprehensive income</b>			
Reclassified to profit or loss on disposal of available-for-sale financial assets		(6,858)	(23)
Net change in fair value of available-for-sale financial assets		-	1,993
Exchange gain on translation of financial statements of foreign operations		639	72
Reversal of exchange reserve upon disposal of a subsidiary		(225)	-
Share of other comprehensive income of associates		1,264	117
Share of other comprehensive income of a jointly controlled entity		-	241
<b>Other comprehensive income for the period</b>		<b>(5,180)</b>	<b>2,400</b>
<b>Total comprehensive income for the period</b>		<b>(6,355)</b>	<b>648</b>
<b>(Loss)/Profit for the period attributable to:</b>			
Shareholders of the Company		(1,504)	(1,510)
Non-controlling interests		329	(242)
		<b>(1,175)</b>	<b>(1,752)</b>
<b>Total comprehensive income attributable to:</b>			
Shareholders of the Company		(7,032)	910
Non-controlling interests		677	(262)
		<b>(6,355)</b>	<b>648</b>
Losses per share for loss attributable to the shareholders of the Company during the period (US cent):			
- Basic	7	(0.04)	(0.04)
- Diluted		N/A	N/A



**Consolidated Statement of Financial Position**  
**As at 30 June 2011**

	(Unaudited)	(Audited)
	As at	As at
	30 June	31 December
	2011	2010
Notes	US\$'000	US\$'000
<b>ASSETS AND LIABILITIES</b>		
<b>Non-current assets</b>		
Goodwill	12,256	12,256
Exploration and evaluation assets	9,636	9,485
Property, plant and equipment	200	558
Interests in associates	24,299	22,487
Available-for-sale financial assets	19	7,025
	46,410	51,811
<b>Current assets</b>		
Cash and bank balances	59,696	123,816
Financial assets at fair value through profit and loss	141,611	114,080
Trade receivables	8 43	43
Loan receivables	4,345	4,345
Prepayments, deposits and other receivables	19,200	6,090
Amounts due from non-controlling interest	155	852
	225,050	249,226
<b>Current liabilities</b>		
Trade payables, deposit received, accruals and other payables	9 (4,541)	(17,909)
Dividend payable	-	(10,050)
Derivative financial instruments	(3,389)	(740)
	(7,930)	(28,699)
<b>Net current assets</b>	217,120	220,527
<b>Total assets less current liabilities</b>	263,530	272,338
<b>Net assets</b>	<b>263,530</b>	<b>272,338</b>

**Consolidated Statement of Financial Position  
As at 30 June 2011**

	(Unaudited) As at 30 June 2011 US\$'000	(Audited) As at 31 December 2010 US\$'000
	Notes	
<b>EQUITY</b>		
<b>Capital and reserves attributable to the shareholders of the Company</b>		
Share capital	38,577	39,109
Reserves	221,673	230,626
<b>Equity attributable to shareholders of the Company</b>	<b>260,250</b>	<b>269,735</b>
<b>Non-controlling interests</b>	<b>3,280</b>	<b>2,603</b>
<b>Total equity</b>	<b>263,530</b>	<b>272,338</b>
NAV per share:		
- US cents	6.83	6.90
- Hong Kong cents	53.15	53.70



**Notes:**

**1. General information and basis of preparation**

The Company was incorporated in the Cayman Islands with limited liability. Its registered office is at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "**HK Stock Exchange**") and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange.

The Company's principal activity is investment holding, and the principal activities of the Group consist of exploration and mining of natural resources, and corporate investments.

The interim financial report has been prepared in accordance with the applicable disclosure requirements of Appendix 16 to The Rules Governing the Listing of Securities (the "**HK Listing Rules**") on the HK Stock Exchange and Hong Kong Accounting Standard ("**HKAS**") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

The accounting policies used in the preparation of the interim financial report are consistent with those used in the annual financial statements for the year ended 31 December 2010, except for the adoption of the new and revised Hong Kong Financial Reporting Standards ("**HKFRSs**") (which include individual Hong Kong Financial Reporting Standards, HKASs and Interpretations) as disclosed in note 2 to the interim financial report.

The interim financial report does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2010.

**2. Adoption of new or revised HKFRSs**

In the current period, the Group has applied for the first time the following new standards, amendments and interpretations (the "**new HKFRSs**") issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 January 2011:

HKAS 32 (Amendment)	Financial Instruments: Presentation – Classification of Rights Issue
HKAS 24 (Revised)	Related Party Disclosures
HK(IFRIC) Int-19	Extinguishing Financial Liabilities with Equity Instruments
Various	Annual Improvements to HKFRSs 2010

Other than as noted below, the adoption of these new HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.



## Improvements to HKFRSs 2010

Amendment to HKAS 34 “Interim financial reporting” is effective for annual periods beginning on or after 1 January 2011. It emphasizes the existing disclosure principles in HKAS 34 and adds further guidance to illustrate how to apply these principles. Greater emphasis has been placed on the disclosure principles for significant events and transactions. Additional requirements cover disclosure of changes to fair value measurement (if significant), and the need to update relevant information from the most recent annual report. The amendment to HKAS 34 only results in additional disclosures.

At the date of authorisation of these financial statements, certain new HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

HKAS 1 (Revised)	Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income <sup>3</sup>
Amendments to HKAS 12	Income Taxes – Deferred Tax: Recovery of Underlying Assets <sup>2</sup>
HKAS 19 (2011)	Employee Benefits <sup>4</sup>
HKAS 27 (2011)	Separate Financial Statements <sup>4</sup>
HKAS 28 (2011)	Investments in Associates and Joint Ventures <sup>4</sup>
Amendments to HKFRS 7	Disclosure – Transfers of Financial Assets <sup>1</sup>
HKFRS 9	Financial Instruments <sup>4</sup>
HKFRS 10	Consolidated Financial Statements <sup>4</sup>
HKFRS 11	Joint Arrangements <sup>4</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>4</sup>
HKFRS 13	Fair Value Measurement <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2011

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2012

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2012

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2013

The Directors anticipate that all of the pronouncements will be adopted in the Group’s accounting policy for the first period beginning after the effective date of the pronouncement. Information on new HKFRSs that are expected to have impact on the Group’s accounting policies is provided below. Certain other new HKFRSs have been issued but are not expected to have a material impact on the results and the financial position of the Group.

The amendments to HKFRS 7 improve the disclosure requirements for transfer transactions of financial assets and allow users of financial statements to better understand the possible effects of any risks that may remain with the entity on transferred assets. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period.

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting



mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

### 3. Segment information

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the Executive Director for decisions about resources allocation to the Group's business components and for review of the performance of those components. The business components in the internal financial information reported to the Executive Director is determined following the Group's major product and service lines.

The Group has identified the following reportable segments.

Coal Exploration	:	Exploration of coal resources
Coking Coal	:	Production of coking coal
Metals Mining	:	Exploration for metal resources
Corporate Investment	:	Investment in corporate entities, both listed and unlisted

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- finance costs
- income tax
- corporate income and expenses which are not directly attributable to the business activities of any operating segment
- share of results of associates and a jointly controlled entity accounted for using the equity method

are not included in arriving at the operating results of the operating segment.

Segment assets include all assets but exclude investments in available-for-sale financial assets, interests in associates and interest in a jointly controlled entity.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include borrowings attributable to the Group's headquarters.

There are no sales between the reportable segments.

Information regarding the Group's reportable segments is set out below:





For the six months ended 30 June 2011

(Unaudited)

	Coal Exploration US\$'000	Coking Coal US\$'000	Metals Mining US\$'000	Corporate Investment US\$'000	Total US\$'000
Revenue from external customers	-	-	-	1,605	1,605
Segment results	(290)	(8)	(947)	(3,799)	(5,044)
Share of profits of associates		977	-	491	1,468
Total results	(290)	969	(947)	(3,308)	(3,576)
Gain on disposal of the Yinzishan Mining Project					2,401
Finance cost					-
Taxation					-
Loss for the period					(1,175)

For the six months ended 30 June 2010

(Unaudited)

	Coal Exploration US\$'000	Coking Coal US\$'000	Metals Mining US\$'000	Corporate Investment US\$'000	Total US\$'000
Revenue from external customers	-	-	-	383	383
Segment results	(1,122)	(8)	10	(867)	(1,987)
Share of profits of associates	-	808	-	133	941
Share of loss of a jointly controlled entity	-	-	(704)	-	(704)
Total results	(1,122)	800	(694)	(734)	(1,750)
Finance costs					(2)
Taxation					-
Loss for the period					(1,752)

	Coal Exploration US\$'000	Coking Coal US\$'000	Metals Mining US\$'000	Corporate Investment US\$'000	Total US\$'000
Segment assets					
-As at 30 June 2011 (unaudited)	18,017	5,800	36	223,289	247,142
-As at 31 December 2010 (audited)	17,743	4,876	2,158	246,748	271,525

**4. Operating loss**

	(Unaudited)	
	For the six months ended	
	30 June 2011	30 June 2010
	US\$'000	US\$'000
Operating loss is arrived at after charging:		
Auditors' remuneration	96	77
Depreciation on owned property, plant and equipment	57	133
Operating lease rental on property and equipment	425	187
Share-based payment (equity and cash settled)	694	634
Net foreign exchange loss	-	441
Realised loss on trading of derivative financial instruments	584	-
Unrealised loss on derivative financial instruments	3,389	-
Unrealised loss on financial assets at fair value through profit and loss	-	5,535
and crediting:		
Interest income on bank deposits and loan receivable	449	8
Net foreign exchange gain	794	-
Dividend income from available-for-sale financial assets	27	110
Dividend income from financial assets at fair value through profit and loss	28	696
Gain on disposal of property, plant and equipment	-	16
Reversal of impairment of exploration and evaluation assets	-	912
Unrealised gain on derivative financial instruments	-	415
Unrealised gain on financial assets at fair value through profit and loss	1,348	-
Realised gain on trading of derivative financial instruments	-	6,820
Realised gain on disposal of financial assets at fair value through profit and loss	49	323
Realised gain on disposal of the Yinzishan Mining Project	2,401	-
Realised gain on disposal of available-for-sale financial assets	6,412	27

**5. Finance costs**

	(Unaudited)	
	For the six months ended	
	30 June 2011	30 June 2010
	US\$'000	US\$'000
Interest on hire purchase	-	2



## 6. Taxation

No provision for Hong Kong or overseas profits tax has been made in the interim financial report as all the Group companies which are subject to such tax have sustained losses for taxation purposes for the period.

Share of associates' and a jointly controlled entity's taxation for the six months ended 30 June 2011 of US\$57,000 (2010: US\$145,000) and nil (2010: US\$20,000) are included in the consolidated statement of comprehensive income as share of profits of associates and share of loss of a jointly controlled entity respectively.

## 7. Losses per share

The calculation of basic losses per share is based on the loss attributable to shareholders of the Company of US\$1,504,000 (2010: US\$1,510,000) and the weighted average number of ordinary shares of 3,846,223,681 (2010: 3,893,573,341) in issue during the period.

Diluted losses per share for the six months ended 30 June 2011 and 30 June 2010 were not presented because the impact of the exercise of the Company's outstanding share options were anti-dilutive.

## 8. Trade receivables

At 30 June 2011 and 31 December 2010, the ageing analysis of trade receivables was as follows:

	(Unaudited) As at 30 June 2011 US\$'000	(Audited) As at 31 December 2010 US\$'000
1 to 3 months old	-	-
More than 3 months old but less than 12 months old	43	43
	<u>43</u>	<u>43</u>

The Group applies credit policies appropriate to the particular business circumstances concerned but generally requires outstanding amounts to be paid within 30 days of invoice.

**9. Trade payables, deposit received, accruals and other payables**

At 30 June 2011 and 31 December 2010, the ageing analysis of trade payables was as follows:

	(Unaudited) As at 30 June 2011 US\$'000	(Audited) As at 31 December 2010 US\$'000
Due within 1 month or on demand	-	-
More than 6 months	97	97
Trade payables	97	97
Deposit received, accruals and other payables	4,444	17,812
	<u>4,541</u>	<u>17,909</u>

Included in trade payables were those payables placed in trust accounts amounting to US\$29,000 as at 30 June 2011 (31 December 2010: US\$29,000).

The fair value of trade payables, deposit received, accruals and other payables approximates their respective carrying amounts at the reporting date.

**10. Disposal of subsidiaries**

On 31 March 2011, the Group disposed of its entire equity interest in its subsidiaries, Regent Minerals Limited ("RML") and Simao Regent Minerals Limited ("SRM"), which mainly held the Yinzishan Mining Project in Yunnan, PRC.

The net assets of RML and SRM at their date of disposal were as follows:

	RML and SRM US\$'000
Exploration and evaluation assets	1,297
Property, plant and equipment	312
Prepayments	4
Accruals	(7)
Exchange reserve	(225)
Net assets disposed	<u>1,381</u>
Gain on disposal of subsidiaries included in loss for the period in the consolidated statement of comprehensive income	<u>2,401</u>
Total consideration	<u>3,782</u>
Satisfied by:	
Cash consideration	<u>3,782</u>



## REVIEW AND PROSPECTS

### Main Activities

The Group's principal activities during the period were:

- Production of coke and related by-products at West China Coking and Gas Company Limited ("**West China Coke**") chemical plant in Yunnan Province, China, a Sino-foreign joint venture of which the Group holds an indirect 25% interest
- Development of the Ji Ri Ga Lang thermal coal project in Inner Mongolia, China, a Sino-foreign joint venture of which the Group holds an indirect 51% interest
- Acquisition of additional interests in BCI and Venturex Resources Limited taking the Group's interests to 21.61% and 25.92% as at 30 June 2011 respectively
- Evaluation of other exploration and business development opportunities in Australia, China, Indonesia and elsewhere

### Financial Results

The Group reported a consolidated loss attributable to the owners of the Company for the six months ended 30 June 2011 of US\$1.50 million (2010: US\$1.51 million).

The main causes for the loss were: (i) the write off of US\$5.49 million of costs associated with the terminated offer to acquire BCI, and (ii) the marked-to-market loss of US\$2.58 million, which was offset by the realized gains of US\$8.81 million generated from the sale of MICM and the Yinzishan Mining Project.

The six month period ended 30 June 2011 was a challenging time for the equity capital markets with the Australian, Toronto, London and Hong Kong stock exchanges recording double digit declines over the period, which impacted on our investment portfolio. During the first half of the year, we rebalanced our portfolio by increasing our exposure to gold companies, such as Avion Gold Corporation and Goldrich Mining Company to benefit from the increase in the gold price.

In benchmarking our performance, our return on the investment portfolio has outperformed the ASX 300 Resources Index by 7.6% for the 6 months to 30 June 2011, with about 75% of our mining portfolio listed on the ASX. For comparison, we have outperformed the TSX Global Metal and Mining Index by 13.5% for the same period.

Market conditions remain extremely volatile driven by significant macro economic imbalances being the sovereign debt problems in the United States and Europe and the pace of credit tightening in developing countries, especially China as these countries address inflationary threats. However, in these challenging market and economic conditions, opportunities are presenting themselves as valuations are becoming attractive and with our strong cash position we are pursuing acquisitions.

The Group's associates, West China Coke and Regent Markets Holdings Limited ("**Regent Markets**"), contributed a share of profit of US\$0.98 million and US\$0.49 million respectively to the Group for the six months ended 30 June 2011.

We are in a strong financial position, with no debt and cash and listed securities of US\$200.36 million as at 30 June 2011.



We undertook a share buy-back of 53.25 million shares for a total consideration of US\$2.08 million.

Shareholders' equity decreased by 3.52% to US\$260.25 million as at 30 June 2011 from US\$269.74 million as at 31 December 2010.

## Review of Results and Operations

### Divestments

During the period, we sold our interests in MICM and SRM and its immediate holding company (RML) which realised a gain of US\$6.41 million and US\$2.40 million, respectively.

### West China Coke

During the six months ended 30 June 2011, West China Coke's operations produced a total of 452,985 tonnes of coke, 37,862 tonnes of refined methanol, 13,923 tonnes of tar, 3,129 tonnes of ammonium sulphate and 3,977 tonnes of crude benzol. This produced revenue of RMB 949.97 million or US\$145.24 million (2010: RMB 762.07 million or US\$111.65 million) and a net profit of RMB 25.55 million or US\$3.91 million (2010: RMB 22.07 million or US\$3.23 million). The average coke price and methanol price received in the six months ended 30 June 2011 was RMB 1,935 per tonne (approximately US\$296 per tonne) and RMB 2,769 per tonne (approximately US\$423 per tonne), respectively.

In August 2011, the Group will receive a dividend of RMB 6.02 million (approximately US\$0.92 million) before withholding tax for the financial year ended 31 December 2010.

### Ji Ri Ga Lang

Abagaqi Changjiang Mining Company Limited ("**ACMC**", the joint venture company which is owned as to 51 per cent. by Regent Coal (BVI) Limited (a wholly owned subsidiary of the Company) and 49 per cent. by the local partners) is continuing to progress the conversion of its existing exploration licence into a mining licence. Pending the application process for licence conversion, there have been minimum exploration activities and expenditure incurred on the project site during the first half of 2011. The current resource of thermal coal stands at 92.2 million tonnes in accordance with the JORC Code. The 92.2 million tonnes resource is allocated in the measured and indicated categories, 87 per cent. of which is a measured resource. The planned production rate is 3 million tonnes of thermal coal per annum with a mine life over 25 years.

After consultation with the relevant governmental agencies in Inner Mongolia, ACMC completed and submitted the necessary reports and supporting documents in respect of obtaining the general plan from the Inner Mongolian Development and Reform Commission (the "**IM DRC**"), which is a significant milestone for obtaining the mining licence. As previously announced in August 2010, this approval has now been obtained and the IM DRC has referred the general plan application to the National Development and Reform Commission (the "**NDRC**") with a recommendation that it be approved. The Company is also pleased to announce that this recommendation is supported by a positive opinion (already issued) from the Inner Mongolian Department of Land and Resources, which has also been provided to the NDRC.

In addition to requiring NDRC approval of the general plan, to obtain the mining licence additional reports are also required to be filed and approved with relevant authorities, which include a water resource report (prepared), a geological disaster assessment report (prepared) and an environmental impact assessment study (the "**EIA**"), as well as demarcation. The EIA will be prepared after the NDRC has approved the general plan.



While the IM DRC approval is indeed a positive step towards obtaining the mining licence, we do ask that shareholders continue to be patient as we work with our joint venture partners to satisfy the other pre conditions to obtaining the mining licence.

### **Regent Markets**

Regent Markets has reported turnover for the six months ended 30 June 2011 exceeding US\$59 million, a 30.30% increase over the corresponding period in 2010. Net profit for the six months ended 30 June 2011 was US\$1.07 million (2010: US\$0.36 million). The company continues to lead the UK's fixed-odds financial betting sector and is consolidating this lead by laying emphasis on its website technology and client service.

### **BC Iron**

On 10 May 2011, the Company was informed by the board of BCI of its decision to withdraw its unanimous recommendation of the Company's cash offer to acquire all the issued share capital in BCI following receipt of a report from the independent expert, KPMG, opining that the Company's cash offer of A\$3.30 per share was not fair and not reasonable and therefore was not in the best interests of the BCI shareholders as a whole. Consequently, BCI terminated the scheme of arrangement with the Company.

### **Interim Dividend**

The Directors have resolved not to declare an interim dividend in respect of the six months ended 30 June 2011 (For the year ended 31 December 2010: a special interim dividend of HK\$0.02 in cash per share).

However, the Directors expect that the Company will declare a final dividend for the current financial year that is at least commensurate to the total dividend paid last year. In addition, the Company will continue with its share repurchase programme where we believe the Company's shares are inherently undervalued.

### **Outlook**

Commodity prices during the first half of 2011 averaged considerably higher than in 2010. This was primarily due to the strong demand from China, low interest rates that have facilitated commodity investments, a weaker US dollar and increasing commodity supply constraints.

With market expectations for global growth of around 3.5% and Chinese GDP at around 9.5%, we expect positive implications for metals and minerals markets during 2011 and into 2012. However, there are important risks to this outlook related to the pace of credit tightening in developing countries and the threat of the financial crisis destabilising commodity markets.

Market conditions remain extremely volatile driven by significant macro economic imbalances being the sovereign debt problems in the United States and Europe and the pace of credit tightening in developing countries, especially China as these countries address inflationary threats. However, in these challenging market and economic conditions, opportunities are presenting themselves as valuations are becoming attractive and with our strong financial position we are pursuing acquisitions.

**TRADING RECORD OVER LAST FIVE YEARS**

	Six months ended 30 June	Year ended 31 December			Nine months ended 31 December	Year ended 31 March
	2011 US\$'000	2010 US\$'000	2009 US\$'000	2008 US\$'000	2007 US\$'000	2007 US\$'000
Total income	5,441	61,158	20,553	6,142	2,598	3,684
Income less expenses before impairment losses and provision	(5,044)	34,134	5,212	(13,912)	(4,695)	(2,981)
Reversal of impairment of exploration and evaluation assets	-	912	-	-	-	-
Impairment losses	-	(28)	-	(154,696)	-	-
Write down	-	-	(6,384)	-	-	-
Finance costs – interest on convertible bonds, redeemable convertible preference shares and hire purchase	-	(2)	(170)	(854)	(1,662)	(2,613)
Operating (loss)/profit	(5,044)	35,016	(1,342)	(169,462)	(6,357)	(5,594)
Gain on disposal of a jointly controlled entity and the Zhun Dong coal project	-	19,834	-	-	-	-
Gain on disposal of the Yinzishan Mining Project	2,401	-	-	-	-	-
Share of profits of associates	1,468	2,915	3,447	403	678	1,828
Share of profits of a jointly controlled entity	-	3,007	9,092	7,701	7,067	4,378
(Loss)/Profit before taxation	(1,175)	60,772	11,197	(161,358)	1,388	612
Taxation	-	(1,000)	-	(324)	-	-
(Loss)/Profit for the period/year	(1,175)	59,772	11,197	(161,682)	1,388	612
Non-controlling interests	(329)	20	(145)	739	215	(30)
(Loss)/Profit attributable to Shareholders of the Company	(1,504)	59,792	11,052	(160,943)	1,603	582

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE**

The Group recorded a net loss after tax and non-controlling interests of US\$1.50 million for the six months ended 30 June 2011 (2010: 1.51 million).





The corporate division recorded income of US\$5.44 million (2010: US\$2.43 million).

The Group's associates, Regent Markets and West China Coke, contributed a share of profit of US\$0.49 million and US\$0.98 million respectively to the Group for the six months ended 30 June 2011.

The main elements of the loss are analysed as follows:

	US\$'million
Share of profit from Regent Markets	\$ 0.49
Share of profit of West China Coke	\$ 0.98
Gain on disposal of the Yinzishan Mining Project	\$ 2.40
Corporate investment	\$ 1.34
Coal mining and coking coal	\$ (0.27)
Metals mining	\$ (0.95)
Transaction costs on termination of BCI acquisition	<u>\$ (5.49)</u>
Total loss attributable to shareholders of the Company	<u>\$ (1.50)</u>

#### FINANCIAL POSITION

Shareholders' equity decreased by 3.52% to US\$260.25 million as at 30 June 2011 from US\$269.74 million as at 31 December 2010. The decrease was mainly due to: (i) the loss of US\$1.50 million for the six months ended 30 June 2011, (ii) the buy back of 53.25 million shares of the Company, which reduced the share capital and share premium by US\$2.08 million, (iii) the purchase of shares of the Company for a cost of US\$0.74 million, which are held for the Group's share award scheme, (iv) the disposal of an available-for-sale financial asset (MICM), which reduced the investment revaluation reserve by US\$6.86 million, (v) the decrease of the exchange reserve by US\$0.23 million mainly due to the reversal of a subsidiary's exchange reserve, and these were offset against (vi) the exchange gain of US\$0.75 million on translation of foreign operation, (vii) the share-based payment reserve increase of US\$0.37 million due to the share-based payment on the Group's share award scheme and share of reserve from an associate, and (viii) the increase of statutory reserve of US\$0.80 million due to the share of reserve from an associate.

The investments in Regent Markets of US\$3.67 million and West China Coke of US\$20.63 million accounted for 1.41% and 7.93% of the shareholders' equity respectively. The Group's assets comprised: (i) goodwill of US\$12.26 million; (ii) exploration and evaluation assets of US\$9.64 million; (iii) cash of US\$59.70 million; (iv) listed and unlisted investments of US\$141.63 million; and (v) other assets and receivables of US\$23.93 million.

The Group's liabilities comprised payables and accruals of US\$4.54 million and derivative financial instruments of US\$3.39 million.

#### FUTURE FUNDING

As at 30 June 2011, the Group held cash of US\$59.70 million and margin deposits of US\$13.42 million held with the Group's brokers for trading of derivatives, representing 22.94% and 5.16%, respectively, of shareholders' equity. The cash and margin deposit numbers do not take into account the Group's holding of listed securities of US\$140.66 million that are valued at 30 June 2011.

The Company's subsidiaries and associates may require funding as their businesses develop. It is expected that bulk of such funding will be obtained from the Group's own assets.



## **MANAGEMENT RISK**

The most significant risks affecting the profitability and viability in respect of the Group are the performance of its investment portfolio and to a lesser extent the Group's interest in West China Coke.

## **CHARGE ON ASSETS**

None of the Group's assets were pledged as at 30 June 2011 and 31 December 2010.

## **FINANCIAL INSTRUMENTS**

The Group will operate both equity market and currency hedges from time to time. 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 terms of the total operations of the Group, activities of this nature are of limited materiality.

## **CONTINGENT LIABILITIES**

There were no material contingent liabilities of the Group for the period ended 30 June 2011.

## **CHANGES SINCE 30 JUNE 2011**

During July 2011, an aggregate of 138,580,000 shares were repurchased by the Company on the HK Stock Exchange at a total consideration of HK\$48,949,200 (approximately US\$6,290,000) which reduced the share capital and share premium by US\$6.29 million.

Other than the above share repurchase, there were no other significant changes in the Group's financial position and from the information disclosed under Management's Discussion and Analysis in this announcement.

## **EMPLOYEES**

The Group, including subsidiaries but excluding associates, employed approximately 30 employees at 30 June 2011. The remuneration policy is to reward key employees by a combination of salaries, profit related discretionary bonuses and share options and share awards, 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 the remuneration committee of the Board. In all cases, profit related discretionary bonuses and grants of share rewards will be agreed by the remuneration committee of the Board. During the period and up to the date of this announcement, 16,700,000 share awards were granted to eligible participants.

## **INTERIM DIVIDEND**

The Directors have resolved not to declare an interim dividend in respect of the six months ended 30 June 2011 (For the year ended 31 December 2010: a special interim dividend of HK\$0.02 in cash per share).



## THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to a high standard of corporate governance, for which the Directors are accountable to the Company, and has applied the principles of The Code on Corporate Governance Practices (the “**Code on CG Practices**”) as set out in Appendix 14 to the HK Listing Rules in a manner consistent with best practices of a listed issuer. The primary responsibility for ensuring that the Code on CG Practices is complied with rests with the Board of Directors with the full support of the Company’s secretary and its executive management.

The Company continues to monitor developments in this area of corporate governance as they relate to listed issuers in Hong Kong.

As far as the Directors are aware, the Company has complied with the code provisions set out in the Code on CG Practices during the six months ended 30 June 2011.

## REVIEW BY THE AUDIT COMMITTEE

The interim financial report of the Company for the six months ended 30 June 2011 has been reviewed by the audit committee of the Company (the “**Audit Committee**”).

The Audit Committee was established on 11 March 1999, with written terms of reference amended on 18 March 2005, in compliance of the code provisions in C.3 of the Code on CG Practices, and further revised on 5 January 2007 to incorporate issues relating to internal controls. The committee’s purpose is to assist the Board in providing an independent review of the effectiveness of the financial reporting process and the internal control and risk management systems of the Company, overseeing the audit process and performing other duties and responsibilities as assigned by the Board.

In compliance of Rule 3.21 of the HK Listing Rules, the Audit Committee currently comprises the Non-Executive Co-Chairman of the Board (James Mellon) and two Independent Non-Executive Directors, namely Julie Oates and Mark Searle. The committee is chaired by Julie Oates. The Audit Committee is in compliance of Rule 3.21 of the HK Listing Rules.

The Audit Committee discharged their duties in accordance with their terms of reference with no exceptions reported.

Terms of reference of the Audit Committee are available at the Company’s website: [www.regentpac.com](http://www.regentpac.com).

## INTERNAL CONTROL

Pursuant to Code Provision C.2.1 of the Code on CG Practices, the Audit Committee has engaged an independent professional firm to undertake a review of the Group’s internal control systems, including its financial, operational and compliance functions, which will be carried out in the 4<sup>th</sup> quarter of 2011. The process will also review the ongoing operational and investment risks within the Group. The recommendations provided by the professional firm will be considered by the Audit Committee and incorporated into the future review programme as appropriate.



## PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

### 1. Under the repurchase mandates

A general mandate was granted to the Directors at the Company's annual general meeting held on 10 June 2010 to repurchase, on the HK Stock Exchange, shares up to a maximum of 391,099,052 shares (the "2010 Repurchase Mandate").

Prior to May 2011, no shares were repurchased by the Company on the HK Stock Exchange pursuant to the 2010 Repurchase Mandate.

In May 2011, the Company repurchased an aggregate of 38,520,000 shares on the HK Stock Exchange pursuant to the 2010 Repurchase Mandate at prices ranging from HK\$0.290 to HK\$0.320 per share, for a total consideration of HK\$11,865,150 (approximately US\$1,535,039).

The 2010 Repurchase Mandate expired upon close of the Company's annual general meeting held on 1 June 2011, at which a new general mandate was granted to the Directors to repurchase, on the HK Stock Exchange, shares up to a maximum of 387,247,052 shares (the "2011 Repurchase Mandate").

The Company repurchased an aggregate of 153,310,000 shares on the HK Stock Exchange pursuant to the 2011 Repurchase Mandate at a total consideration of HK\$53,167,700 (approximately US\$6,832,138), details of which are set out below:

Month	Number of shares repurchased during the month	Highest price paid per share (HK\$)	Lowest price paid per share (HK\$)	Total amount paid (HK\$)
June 2011	14,730,000	0.295	0.270	4,218,500
July 2011	138,580,000	0.380	0.305	48,949,200
	<u>153,310,000</u>			<u>53,167,700</u>

All the repurchased shares were cancelled accordingly.

### 2. Long Term Incentive Plan 2007

During the period from 25 March 2011 to 28 March 2011, the Company, through its trustee, acquired from the market and on the HK Stock Exchange an aggregate of 16,700,000 shares at prices ranging from HK\$0.330 to HK\$0.350 per share, for a total consideration of HK\$5,709,300 (approximately US\$734,800), which are to be vested to the respective eligible participants under the Company's Long Term Incentive Plan 2007 in accordance with the vesting schedule of the units granted.

Save for the above, the Company or its subsidiaries did not purchase, sell or redeem any of their listed securities, whether on the HK Stock Exchange or otherwise, during the six months ended 30 June 2011 or subsequent to the period end date and prior to the date of this announcement.

## PUBLICATION ON WEBSITES

This announcement is published on the websites of the Company ([www.regentpac.com](http://www.regentpac.com)) and the HK Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).



## DESPATCH OF INTERIM REPORT

The interim report containing full details of the Company's unaudited interim results for the six months ended 30 June 2011 will be despatched to all its shareholders and be published on the aforesaid websites before 30 September 2011.

On behalf of the Board of  
**REGENT PACIFIC GROUP LIMITED**

James Mellon  
*Co-Chairman*

### **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, 22 August 2011