



Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

8 June 2012

ANNOUNCEMENT

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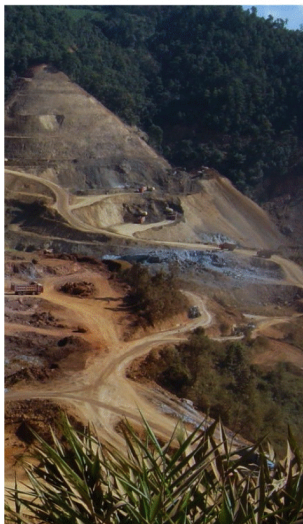
DISCLOSEABLE TRANSACTION: DISPOSAL OF SHARES IN POLO RESOURCES LIMITED

Summary

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

The Company announces that on 12 July 2010, 9 November 2010 and between 8 May and 7 June 2012, it disposed of 81,350,000 Polo Shares by a series of on-market transactions, at the average price of GBP 0.0463 (or approximately US\$0.0720 or HK\$0.5616) per Polo Share, representing approximately 3.55 per cent of the existing issued share capital of Polo, for an aggregate cash consideration of GBP 3,762,591 (or approximately US\$5,849,700 or HK\$45,627,660).

The Disposal has provided the Company with total proceeds (before expenses) of GBP 3,762,591 (or approximately US\$5,849,700 or HK\$45,627,660).





The Disposal has generated a total net realized gain before expenses of approximately GBP 2,635,967 (or approximately US\$4,098,138 or HK\$31,965,476), calculated by deducting the acquisition costs from the total proceeds of the Disposal (before expenses) of 81,350,000 Polo Shares disposed of by the Company and adding back dividends received.

The total net realized gain will represent an 80.38 per cent return on investment, which is a remarkable result achieved in a period of less than 4 years, inclusive of dividends received.

Following the Disposal, the Company holds 81,190,000 Polo Shares, representing approximately 3.54 per cent of the existing issued share capital of Polo.

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

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

The Disposal

The Company announces that on 12 July 2010, 9 November 2010 and between 8 May and 7 June 2012, it disposed of 81,350,000 Polo Shares by a series of on-market transactions, at the average price of GBP 0.0463 (or approximately US\$0.0720 or HK\$0.5616) per Polo Share, representing approximately 3.55 per cent of the existing issued share capital of Polo, for an aggregate cash consideration of GBP 3,762,591 (or approximately US\$5,849,700 or HK\$45,627,660).

The Company announced on 5 May 2009 that it held 92,040,000 Polo Shares, representing approximately 4.45 per cent of the then issued share capital of Polo. Following the Disposal, the Company continues to hold 81,190,000 Polo Shares, representing approximately 3.54 per cent of the existing issued share capital of Polo, which position reflects that the Company has both acquired and disposed of Polo Shares (with any and all disposals constituting the Disposal) during the period concerned through a series of on-market transactions conducted in the ordinary and usual course of business of the Company.

In respect of all acquisitions of Polo Shares to date, the average price paid by the Company was GBP 0.0403 (or approximately US\$0.0627 or HK\$0.4891) per Polo Share, for an aggregate cash consideration of GBP 6,552,031 (or approximately US\$10,186,443 or HK\$79,454,255).



The Disposal has provided the Company with total proceeds (before expenses) of GBP 3,762,591 (or approximately US\$5,849,700 or HK\$45,627,660).

The Disposal has generated a total net realized gain before expenses of approximately GBP 2,635,967 (or approximately US\$4,098,138 or HK\$31,965,476), calculated by deducting the acquisition costs from the total proceeds of the Disposal (before expenses) of 81,350,000 Polo Shares disposed of by the Company and adding back dividends received.

The Company expects to recognize in its income statement a result different from that disclosed above, principally by reference to the carrying value of 81,350,000 Polo Shares, the subject of the Disposal, as recorded in the Company's accounts. The difference between the two calculations arises and is derived from: (i) the unrealized and realized results recognized and recorded in the previous financial years; (ii) the relevant exchange rate ascribed by the Company at the relevant trade date for each acquisition of Polo Shares; and (iii) the dividends received in the previous financial years.

The total net realized gain will represent an 80.38 per cent return on investment, which is a remarkable result achieved in a period of less than 4 years, inclusive of dividends received.

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

Basis of Consideration

The consideration for the Disposal was determined on the basis of normal commercial terms and arm's length transactions by on-market trades.

The Directors consider the Disposal 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 Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In respect of the Company's interest in Polo, the Company's attributable share (being 3.55 per cent disposed of) of Polo's: (i) net loss for the financial year ended 30 June 2011 from continued operations is US\$184,068 (or approximately HK\$1,435,730); and (ii) net loss for the financial year ended 30 June 2010 from continued operations is US\$540,346 (or approximately HK\$4,214,699), both before taxation and extraordinary items.

In respect of the Company's interest in Polo, the Company's attributable share (being 3.55 per cent disposed of) of Polo's: (i) net profit for the financial year ended 30 June 2011 from continued operations is US\$2,314,778 (or approximately HK\$18,055,268); and (ii) net profit for



the financial year ended 30 June 2010 from continued operations is US\$1,023,927 (or approximately HK\$7,986,631), both after taxation and extraordinary items.

The net asset value of Polo was US\$163,364,000 (or approximately HK\$1,274,239,200) as 31 December 2011, as reported in Polo's latest publicly disclosed interim financial statements for the period ended 31 December 2011.

Principal Business Activities of Polo

Polo is a globally focused natural resources and mine development investment company dually listed on AIM and TSX-V. It selects, acquires and manages substantial investments in companies and projects with strong value enhancement potential and attractive growth prospects and utilizes this ability to deliver value-adding returns.

Further information on Polo can also be found on its website www.poloresources.com.

Use of Proceeds

It is the intention of the Company, consistent with its stated business strategy, to use the proceeds of the Disposal, together with the existing cash and liquid cash reserves of the Group, to acquire: (i) strategic, controlling and operational interests in mining companies and assets (some of which have already been identified and extensively diligenced); and (ii) listed securities of resource companies, in order to enhance Shareholders' value.

Reasons for the Disposal

The Directors are of the view that the Disposal represents an ideal opportunity for the Company to profitably monetise its shareholding in Polo.

The Directors consider the Disposal 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 Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Discloseable Transaction

In view of the fact that the aggregate amount of cash proceeds received from the Disposal of 81,350,000 Polo Shares (being GBP 3,762,591 or approximately US\$5,849,700 or HK\$45,627,660) exceeds 5 per cent but is less than 25 per cent of the Company's market capitalisation, the 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 Disposal in accordance with the HK Listing Rules.

Not a Connected Transaction

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of Polo, William de Broe Limited through which the Disposal was conducted, the counterparties to the on-market disposals of Polo Shares and their respective beneficial owner(s) and associate(s) is a third party independent from the Company and is not a connected person of the Group.

Principal Business Activities of the Company

The Company is a limited liability company incorporated under the laws of the Cayman Islands whose Shares are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange. The Company is a diversified mining group focused, primarily, on the Asian region. Its principal assets and investments are located in Yunnan Province, China as well as the Pilbara region of Western Australia where the Company has strategic interests in BC Iron Limited (23%) and Venturex Resources Limited (25%). The Company also has passive interests in a number of other mining companies.

Definitions

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

"AIM"	the Alternative Investment Market of the London Stock Exchange
"associate(s)"	shall have the meaning defined in the HK Listing Rules
"Board"	the board of directors of the Company
"China"	Peoples' Republic of China
"Company"	Regent Pacific Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange



“connected person(s)”	shall have the meaning defined in Chapter 14A of the HK Listing Rules
“Director(s)”	the directors of the Company
“Disposal”	the disposal of 81,350,000 Polo Shares by a series of on-market transactions on 12 July 2010, 9 November 2010 and between 8 May and 7 June 2012 for an aggregate cash consideration of GBP 3,762,591 (or approximately US\$5,849,700 or HK\$45,627,660)
“GBP”	Great British pounds, the lawful currency in the United Kingdom
“Group”	the Company and its subsidiaries
“HK Listing Rules”	The Rules Governing the Listing of Securities on the HK Stock Exchange, as amended from time to time
“HK Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Polo”	Polo Resources Limited, a company having limited liability, the shares of which are dually listed on AIM and TSX-V (AIM and TSX-V: POL)
“Polo Share(s)”	the listed shares in the capital of Polo
“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
“TSX-V”	the TSX Venture Exchange
“US\$”	United States dollars, the lawful currency in the United States



Note: Unless otherwise specified herein, (i) amounts denominated in GBP have been translated, for the purpose of illustration only, into US\$ using the exchange rate of GBP 1.00 = US\$1.5547; and (ii) 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.

On Behalf of the Board of
Regent Pacific Group Limited

Jamie Gibson
Director

Directors of the Company:

James Mellon (*Co-Chairman*)^{*}

Stephen Dattels (*Co-Chairman*)^{*}

Jamie Gibson (*Chief Executive Officer*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 8 June 2012