



## REGENT PACIFIC GROUP LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 0575)**

### SCRIP DIVIDEND SCHEME

The market value of the new Shares to be issued under the Scrip Dividend Scheme will be fixed by reference to the average of the closing prices of the Shares quoted on the Stock Exchange over the four trading days during the period from Wednesday, 23 November 2005 (the day on which trading of the Shares first resumed after the issue of the major transaction announcement on 22 November 2005) to Monday, 28 November 2005 (both days inclusive), with any adjustments which the Directors in their absolute discretion consider necessary. Shareholders will be advised of the price and other details of the Special Interim Dividend in the circular to be issued and despatched by the Company to its shareholders on or around Tuesday, 29 November 2005.

The Directors were informed by the members of the Concert Party Group that they intend to elect to receive the Special Interim Dividend by way of Scrip Dividend Shares in respect of one-third of their interests in the Company. However, the Company will scale down their election so that no obligation to make a mandatory general offer will be triggered under the Takeovers Code by virtue of any such election.

The directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**”) refer to the announcement made by the Company on 18 November 2005 in relation to, inter alia, the special interim dividend (the “**Special Interim Dividend**”) of **22 Hong Kong cents per share** for the year ending 31 March 2006 declared by the Company on 18 November 2005, with an option to receive the Special Interim Dividend by way of new shares in the Company (“**Share(s)**”), credited as fully paid, in respect of part or all of such Special Interim Dividend (the “**Scrip Dividend Scheme**”).

The Directors would like to announce the following with respect to the Scrip Dividend Scheme:

#### 1. **Market value of the new Shares to be issued**

Trading in the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) was suspended from 3:37 pm on Tuesday, 8 November 2005 to 4:00 pm on Tuesday, 22 November 2005, pending the release by the Company of a major transaction announcement, which was issued on 22 November 2005.

The Directors have determined that the market value of the new Shares to be issued under the Scrip Dividend Scheme (“**Scrip Dividend Shares**”) will be fixed by reference to the average of the closing prices of the Shares quoted on the Stock Exchange over the four trading days during the period from Wednesday, 23 November 2005 (the day on

which trading of the Shares first resumed after the issue of the major transaction announcement on 22 November 2005) to Monday, 28 November 2005 (both days inclusive), with any adjustments which the Directors in their absolute discretion consider necessary.

## 2. **Delay in despatch of Circular and Election Form**

A circular giving details of the Special Interim Dividend and the Scrip Dividend Scheme (the “**Circular**”) will be despatched to shareholders of the Company on or around Tuesday, 29 November 2005, which will be accompanied by an election form (the “**Election Form**”) for shareholders to elect: (i) a cash dividend, or (ii) a scrip dividend, or (iii) part cash dividend and part scrip dividend. Shareholders will be advised in the Circular of the market value of the Scrip Dividend Shares and other details of the Special Interim Dividend.

## 3. **Concert Party Group**

As at 18 November 2005, being the record date for the Special Interim Dividend, according to the Register of Interests in Shares and Short Positions of Substantial Shareholders kept by the Company pursuant to Part XV of the Securities and Futures Ordinance, James Mellon (and his associates, as defined in The Rules Governing the Listing of Securities on the Stock Exchange) currently holds a 23.49% interest in the total issued voting share capital of the Company. His associate also holds 86,728,147 non-voting convertible deferred shares in the issued share capital of the Company, which are also entitled to the Special Interim Dividend. In addition, Jayne Sutcliffe and Anderson Whamond hold an interest of 3.50% and 0.45%, respectively, in the total issued voting share capital of the Company. James Mellon and his associates, Jayne Sutcliffe and Anderson Whamond (the “**Concert Party Group**”) have registered their aggregate holding as at 19 October 2001 pursuant to Rule 26.6 of The Hong Kong Code of Takeovers and Mergers (the “**Takeovers Code**”).

The Directors were informed by the members of the Concert Party Group that they intend to elect to receive the Special Interim Dividend by way of Scrip Dividend Shares in respect of one-third of their interests in the Company. However, the Company will closely monitor the situation and in particular, the extent of election by shareholders other than the Concert Party Group to receive the Special Interim Dividend by way of Scrip Dividend Shares. The Company will scale down the election by the members of the Concert Party Group to receive the Special Interim Dividend by way of Scrip Dividend Shares so that no obligation to make a mandatory general offer will be triggered under the Takeovers Code by virtue of any such election.

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

**Jamie Gibson**  
*Director*

**Directors of the Company:**

James Mellon (*Chairman*)\*

Jamie Gibson (*Chief Executive Officer*)

Clara Cheung

David Comba<sup>#</sup>

Julie Oates<sup>#</sup>

Patrick Reid<sup>#</sup>

Mark Searle<sup>#</sup>

Jayne Sutcliffe\*

Anderson Whamond\*

\* *Non-Executive Directors*

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

Hong Kong, 25 November 2005

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