



# REGENT PACIFIC GROUP LIMITED

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

(Stock code: 575)

## POLL RESULTS AT EXTRAORDINARY GENERAL MEETING

All ordinary and special resolutions proposed at the Extraordinary General Meeting, as set out in the EGM Notice, have been duly passed by way of poll. The poll results are set out in detail in this announcement.

The directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**”) are pleased to announce that all resolutions proposed at the Company’s extraordinary general meeting held on Thursday, 23 November 2006 (the “**Extraordinary General Meeting**” or the “**Meeting**”), as set out in the notice of the Meeting dated 27 October 2006 (the “**EGM Notice**”), have been duly passed.

The chairman of the Meeting demanded a poll on all ordinary and special resolutions proposed at the Extraordinary General Meeting, which were duly passed by the following votes:

Ordinary Resolutions		Number of votes (approximate % of total votes cast at the Meeting)			
		For		Against	
(1)	To authorise the Directors to issue and allot 21,514,256 new ordinary shares in the capital of the Company to Stephen Dattels on the terms and conditions of the Introduction Agreement (as defined in the circular dated 27 October 2006 (the “Circular”))	727,050,440	(98.20%)	13,357,000	(1.80%)
(2)	To authorise the Directors to issue and allot up to 3,750 Redeemable Convertible Preference Shares (as defined in the Circular) to the Interested Directors (as defined in the Circular) and the ordinary shares falling to be issued upon conversion of such Redeemable Convertible Preference Shares	310,685,486	(95.88%)	13,357,000	(4.12%)
(3)	To authorise the Directors to issue and allot up to 2,500 Redeemable Convertible Preference Shares to the Independent Placees (as defined in the Circular) and the ordinary shares falling to be issued upon conversion of such Redeemable Convertible Preference Shares	727,050,440	(98.20%)	13,357,000	(1.80%)
<b>Special Resolution</b>					
(4)	To increase the Company’s authorised share capital and to approve the amendment of the Company’s Articles of Association	768,718,979	(98.29%)	13,357,000	(1.71%)

As at the date of the Meeting, the Company’s total issued voting share capital consists of 1,467,687,324 ordinary shares. In respect of the Placing (as defined in the Circular),

- Under Chapter 14A of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Interested Directors, and their respective associates, were required to abstain from voting in relation to Ordinary Resolution numbered 2 with respect to the issue and conversion of the Redeemable Convertible Preference Shares to the Interested Directors; and
- Pursuant to Rule 2.15 of the Listing Rules, MLP Investments (Caymans), Ltd (one of the placees), and its associates, having a material interest in the Placing, was required to abstain from voting in relation to Ordinary Resolution numbered 3 with respect to the issue and conversion of the Redeemable Convertible Preference Shares to the Independent Placees.

Save for the above, there were no restrictions on any shareholders to abstain from voting in respect of any of the proposed resolutions at the Meeting or to cast their votes either only in favour of or only against any of the proposed resolutions.

Tengis Limited, the Company's Branch Share Registrars in Hong Kong, was appointed as the scrutineers in respect of the poll at the Meeting.

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, 23 November 2006

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