



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 is fixed at **HK\$0.153 per Share**. Accordingly, the number of Scrip Dividend Shares which shareholders will receive under the Scrip Dividend Scheme will be calculated by the formula set out in this announcement.

The directors (the “**Directors**” or the “**Board**”) of Regent Pacific Group Limited (the “**Company**”) refer to the announcement made by the Company on 25 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**”).

1. Scrip Dividend Scheme

The Directors announce that the market value of the new Shares to be issued under the Scrip Dividend Scheme (the “**Scrip Dividend Shares**”) is fixed at **HK\$0.153 per Share**, being the average of the closing prices of the Shares quoted on The Stock Exchange of Hong Kong Limited 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 by the Company of the major transaction announcement on 22 November 2005) to Monday, 28 November 2005 (both days inclusive). Accordingly, the number of Scrip Dividend Shares which shareholders will receive under the Scrip Dividend Scheme will be calculated by the following formula:

$$\begin{array}{l} \text{Number of Scrip Dividend Shares} \\ \text{to be received under the Scrip} \\ \text{Dividend Scheme} \end{array} = \begin{array}{l} \text{Number of existing Shares} \\ \text{held on the record date for} \\ \text{which election is made under} \\ \text{the Scrip Dividend Scheme} \end{array} \times \frac{\text{HK\$0.22}}{\text{HK\$0.153}}$$

If all the shareholders elect to receive their Special Interim Dividend wholly by way of Scrip Dividend Shares, based on 1,107,226,089 ordinary Shares and 86,728,147 non-voting convertible deferred Shares in issue as at 18 November 2005, being the record date for the Special Interim Dividend, not more than 1,716,796,940 new ordinary Shares will be issued under the Scrip Dividend Scheme. The number of Scrip Dividend Shares to be issued to each shareholder will be rounded down to the nearest integral number. Fractional entitlements to Scrip Dividend Shares will not be allotted and the benefit thereof will accrue to the Company.

2. General

A circular giving details of the Special Interim Dividend and the Scrip Dividend Scheme will be despatched to shareholders of the Company on 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. In order for their election to be applicable to the Special Interim Dividend, shareholders are required to return their Election Forms to Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong **not later than 4:00 p.m. (Hong Kong time) on Tuesday, 13 December 2005.**

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[#]

Julie Oates[#]

Patrick Reid[#]

Mark Searle[#]

Jayne Sutcliffe*

Anderson Whamond*

* *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 28 November 2005

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