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REGAL REAL ESTATE INVESTMENT TRUST

(a Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))

(Stock Code: 1881)

Managed by



POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 8TH MAY, 2009

Reference is made to Regal REIT's announcements dated 26th March, 2009 and 7th April, 2009 respectively and the circular dated 7th April, 2009 issued by Regal REIT to the Unitholders (the "Circular") in relation to (A) proposed modification to distribution policy; (B) proposed Trust Deed amendments; and (C) proposed general mandate to repurchase Units. Capitalised terms referred to in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated herein.

As at the date of the AGM, the total number of Units in issue entitling the holders thereof to attend and vote for or against the resolutions at the AGM was 3,181,721,550. No Unitholder was required to abstain from voting on or against any of the Special Resolutions and Ordinary Resolutions put to vote at the AGM.

The Unit Registrar of Regal REIT, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll taken at the AGM.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the poll results in respect of the following proposed Special Resolutions and Ordinary Resolutions put to vote at the AGM are as set out below.

SPECIAL RESOLUTIONS			Number of votes (% of the total Units presented and voted at the AGM)	
			For	Against
3.	(A)	To approve the amendment to the Trust Deed in respect of special distribution(s) to Unitholders.	2,511,819,432 (99.999124%)	22,000 (0.000876%)
	(B)	To approve the amendment to the Trust Deed in respect of Pro Rata Issues.	2,511,764,432 (99.998646%)	34,000 (0.001354%)
	(C)	To approve the amendment to the Trust Deed in respect of the underwriting of issues of Units and/or Convertible Instruments.	2,511,792,432 (99.999841%)	4,000 (0.000159%)
	(D)	To approve the amendment to the Trust Deed in respect of the distribution reinvestment arrangements.	2,511,755,432 (99.999244%)	19,000 (0.000756%)
	(E)	To approve the amendment to the Trust Deed in respect of the production of valuation report.	2,511,657,028 (99.995660%)	109,000 (0.004340%)
	(F)	To approve the amendment to the Trust Deed in respect of the calculation of leverage ratio.	2,511,765,432 (99.999841%)	4,000 (0.000159%)
	(G)	To approve the amendment to the Trust Deed in respect of the insurance of real estate investments.	2,511,763,432 (99.999881%)	3,000 (0.000119%)
	(H)	To approve the amendment to the Trust Deed in respect of the use of electronic means for the provision of corporate communications to Unitholders or holders of Convertible Instruments.	2,511,754,429 (99.999403%)	15,003 (0.000597%)

ORDINARY RESOLUTIONS			Number of votes (% of the total Units presented and voted at the AGM)	
			For	Against
4.	(A)	To approve the modification to the distribution policy of Regal REIT.	2,511,615,432 (99.993829%)	155,000 (0.006171%)
	(B)	To approve the general mandate in relation to the repurchase of units of Regal REIT.	2,511,812,432 (99.999881%)	3,000 (0.000119%)

Based on the poll results set out above, all the proposed Special Resolutions and Ordinary Resolutions were duly passed.

In connection with Special Resolution number (3)(C) of the AGM Notice, as described in the Circular, the REIT Manager has applied to the SFC for a waiver (the “Waiver”) from strict compliance with Paragraph 6.2, Chapter 8, Paragraph 10.7(b)(iv) and Paragraph 12.2 of the REIT Code so as to allow the REIT Manager to issue new Units and/or Convertible Instruments to a Connected Person acting as an underwriter or sub-underwriter (the “Connected Underwriter”) of an issue or offer of Units or other securities (the “Securities”) by or on behalf of Regal REIT without the need for compliance with any reporting, announcement, disclosure or Unitholders’ approval requirements under Chapter 8, Paragraph 10.7(b)(iv) and/or Paragraph 12.2 of the REIT Code, or any valuation requirement under Paragraph 6.2 of the REIT Code, in circumstances where the issuance complies with the new Clause 5.1.8(iv) of the Trust Deed (the “Relevant Clause”). The SFC has, on 7th May, 2009, granted the Waiver, subject to the following conditions:

- (a) due approval by the Unitholders and adoption of Special Resolution number (3)(C) of the AGM Notice without any material amendment thereto;
- (b) the issue of new Units and/or Securities to the Connected Underwriter shall comply with all applicable provisions of the Listing Rules pursuant to which such issue to the Connected Underwriter is qualified for the exemption from all reporting, announcement and independent shareholders’ approval requirements applicable to connected transactions under the Listing Rules (as amended from time to time), with necessary changes being made, as if the provisions therein are applicable to REITs;
- (c) an announcement shall be issued by the REIT Manager pursuant to Paragraphs 10.3 and 10.4 of the REIT Code containing details of the issuance of new Units or Convertible Instruments to the Connected Underwriter under the Relevant Clause; and
- (d) issuance of such Units and/or Convertible Instruments to the Connected Underwriter shall be made strictly in accordance with the Relevant Clause and no Unitholders’ approval would otherwise have to be sought under Paragraph 12.3 of the REIT Code.

The grant of, and the conditions to, the Waiver are disclosed for the information of the Unitholders only and the REIT Manager has no present intention to issue Units or securities pursuant to a rights issue. Unitholders and investors are advised to exercise caution when trading in the Units or other securities of Regal REIT.

By order of the Board
Regal Portfolio Management Limited
as manager of Regal Real Estate Investment Trust
Kai Ole RINGENSON
Chief Executive Officer

Hong Kong, 8th May, 2009

As at the date of this announcement, the Board comprises Mr. LO Yuk Sui as Chairman and Non-executive Director; Mr. Kai Ole RINGENSON as Chief Executive Officer and Executive Director; Mr. Donald FAN Tung and Mr. Jimmy LO Chun To as Non-executive Directors; and Mr. John William CRAWFORD, J.P., Mr. Alvin Leslie LAM Kwing Wai and Hon Abraham SHEK Lai Him, J.P. as Independent Non-executive Directors.