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## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at the Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 9th June, 2010 at 11:00 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31st December, 2009.
2. To declare a final dividend for the year ended 31st December, 2009 of HK6.8 cents per ordinary share.
3. To elect Directors.
4. To appoint Auditors and authorise the Board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(A) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase the ordinary shares of HK\$0.10 each (“Ordinary Shares”) in the capital of the Company, subject to and in accordance with all applicable laws and the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Ordinary Shares which may be purchased by the Company pursuant to paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the Ordinary Shares in issue at the date of this Resolution, and the said approval shall be limited accordingly; and

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the expiration of the period within which the next Annual General Meeting is required by the Bye-laws of the Company or The Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
  - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”
- (B) “THAT the exercise by the Directors during the Relevant Period (as defined in Resolution 5(A) set out in the Notice of this Meeting) of all the powers of the Company to issue, allot and dispose of additional Ordinary Shares of the Company (including making and granting offers, agreements and options which would or might require Ordinary Shares to be issued, allotted or disposed of, whether during or after the end of the Relevant Period) be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where Ordinary Shares are offered to shareholders on a fixed record date in proportion to their then holdings of Ordinary Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong), the additional Ordinary Shares issued, allotted or disposed of (including Ordinary Shares agreed conditionally or unconditionally to be issued, allotted or disposed of, whether pursuant to an option or otherwise) shall not in aggregate exceed 20% of the aggregate nominal amount of the Ordinary Shares in issue at the date of this Resolution, and the said approval shall be limited accordingly.”
- (C) “THAT the general mandate granted to the Directors under Resolution 5(B) above be and is hereby extended by the addition of an amount representing the aggregate nominal amount of Ordinary Shares purchased by the Company pursuant to the general mandate approved in Resolution 5(A) above.”

6. To consider and, if thought fit, pass the following resolution as a Special Resolution:

**“THAT** the bye-laws of the Company be amended as follows:

(1) Bye-law 1

(a) By inserting the following new definition of “business day” immediately after the definition of “Bermuda” in Bye-law 1:

““business day” shall mean a day on which the stock exchange in the Relevant Territory generally is open for the business of dealing in securities. For the avoidance of doubt, where the stock exchange in the Relevant Territory is closed for the business of dealing in securities on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”;

(b) By deleting the paragraph regarding the definition of “A resolution shall be a special resolution” in Bye-law 1 in its entirety and substituting therewith the following:

“A resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such members as, being entitled so to do, vote in person or, in the case of any members being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 71.”;

(c) By deleting the paragraph regarding the definition of “A resolution shall be an ordinary resolution” in Bye-law 1 in its entirety and substituting therewith the following:

“A resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such members as, being entitled so to do, vote in person or, in the case of any member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 71.”; and

(d) By deleting the first paragraph of the definition of “Expressions referring to writing” in Bye-law 1 in its entirety and substituting therewith the following:

“Expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable Statutes, rules and regulations.”;

(2) Bye-law 7(A)

By deleting the words “, and that any holder of shares of the class present in person or by proxy may demand a poll” at the end of Bye-law 7(A);

(3) Bye-law 66(B)

By inserting the words “, save for the use of share premium as expressly permitted by the Statute,” immediately before the words “any share premium account” in the 3rd line of Bye-law 66(B);

(4) Bye-law 71

By deleting the first paragraph of the existing Bye-law 71 in its entirety and substituting therewith the following:

“71. An annual general meeting shall be called by notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days, and a general meeting, other than an annual general meeting, called for the passing of a special resolution shall be called by notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. A general meeting, other than an annual general meeting, not called for the passing of a special resolution may be called by notice of not less than fourteen (14) clear days and not less than ten (10) clear business days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Statutes and if permitted by the rules of the stock exchange in the Relevant Territory, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-law be deemed to have been called if it is so agreed:-”;

(5) Bye-law 78

By deleting the existing Bye-law 78 in its entirety and substituting therewith the following:

“78. At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll.”;

(6) Bye-law 79

By deleting the existing Bye-law 79 in its entirety and substituting therewith the following:

“79. A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting, as the Chairman of the meeting or adjourned meeting may direct. No notice need to be given of a poll not taken immediately at the meeting or adjourned meeting. The result of the poll shall be deemed to be the resolution of the meeting or adjourned meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules and regulations of the stock exchange in the Relevant Territory.”;

(7) Bye-law 80

By deleting the existing Bye-law 80 in its entirety and substituting therewith the following:

“80. [Intentionally deleted].”;

(8) Bye-law 81

By deleting the existing Bye-law 81 in its entirety and substituting therewith the following:

“81. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”;

(9) Bye-law 82

By deleting the existing Bye-law 82 in its entirety and substituting therewith the following:

“82. [Intentionally deleted].”;

(10) Bye-law 85

By deleting the words “on a show of hands every member entitled to attend and vote at the meeting and who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under Section 78 of the Companies Act shall have one vote, and” in the 4th to 10th line of Bye-law 85, and by deleting the word “Bye-Law” in the 19th line of Bye-law 85 and substituting therewith the word “Bye-law”;

(11) Bye-law 88

By deleting the words “whether on a show of hands or” in the 4th line of Bye-law 88;

(12) Bye-law 92

By deleting the words “or poll” in the 11th and 12th line and the words “or on a poll demanded at a meeting or an adjourned meeting in cases” in the 18th to 20th line of Bye-law 92; and

(13) Bye-law 109(A)

By deleting the existing Bye-law 109(A) in its entirety and substituting therewith the following:

“109. (A) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, Provided that every Director shall be subject to retirement at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”.

By Order of the Board  
**Regal Hotels International Holdings Limited**  
**Eliza Lam Sau Fun**  
*Secretary*

Hong Kong, 28th April, 2010

**Notes:**

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. The form of proxy must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the Meeting.

3. The Register of Ordinary Shareholders will be closed from Friday, 4th June, 2010 to Wednesday, 9th June, 2010, both days inclusive, during which period no transfers of ordinary shares will be effected. In order to qualify for the proposed final dividend, all transfers of ordinary shares, duly accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at the address set out above not later than 4:30 p.m. on Thursday, 3rd June, 2010.
4. With respect to Resolution 6 above, approval is being sought from the shareholders of the Company to amend the Bye-laws of the Company (the "Bye-laws") in order (i) to accord the Company with flexibility in relation to the issue of the Company's corporate communications (within the meaning ascribed thereto under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) to its shareholders by means of publication on website pursuant to the Listing Rules; and (ii) to comply with the requirements promulgated by relevant changes in the Listing Rules with respect to certain corporate governance issues, and for clarification amendment.
5. A circular of the Company containing further details relating to the re-election of Directors, explanatory statement or information regarding Resolutions 5(A), 5(B) and 5(C) above and the proposed amendments to the Bye-laws will be sent to the Company's shareholders, together with the 2009 Annual Report of the Company.

As at the date of this announcement, the Board of Directors of the Company comprises the following members:

**Executive Directors:**

Mr. LO Yuk Sui

*(Chairman and Chief Executive Officer)*

Ms. Belinda YEUNG Bik Yiu

*(Chief Operating Officer)*

Mr. Donald FAN Tung

Mr. Jimmy LO Chun To

Miss LO Po Man

Mr. Kenneth NG Kwai Kai

Mr. Allen WAN Tze Wai

**Non-Executive Director:**

Dr. Francis CHOI Chee Ming, GBS, JP

*(Vice Chairman)*

**Independent Non-Executive Directors:**

Ms. Alice KAN Lai Kuen

Mr. NG Siu Chan

Mr. WONG Chi Keung