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## **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of Regal Hotels International Holdings Limited (the “Company”) will be held at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 28 April 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the establishment of a joint venture company to be incorporated in the British Virgin Islands with limited liability (“JV Co”) by Capital Merit Investments Limited (“Capital Merit”), a wholly-owned subsidiary of Paliburg Holdings Limited, and Regal Hotels Investments Limited (“Regal Investments”), a wholly-owned subsidiary of the Company, on a 50:50 basis and upon the terms and subject to the conditions of the conditional shareholders’ agreement dated 17 March 2011 entered into between Capital Merit, Paliburg Holdings Limited as guarantor of Capital Merit, Regal Investments and the Company as guarantor of Regal Investments (the “Shareholders’ Agreement”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose) and the performance of the transactions contemplated under the Shareholders’ Agreement be and are hereby approved; and
- (b) any two directors of the Company be and are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any documents, instruments and agreements and to do any acts or things as may be deemed by them in their absolute discretion to be necessary or incidental to, ancillary to or in connection with the matters contemplated in the Shareholders’ Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 8 April 2011

*Registered Office:*  
Rosebank Centre,  
11 Bermudiana Road,  
Pembroke,  
Bermuda

*Head Office and Principal Place of Business  
in Hong Kong:*  
11th Floor, 68 Yee Wo Street  
Causeway Bay  
Hong Kong

**Notes:**

1. Any member of the Company entitled to attend and vote at the meeting of the Company may appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and attend and vote on his behalf at the meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same power on behalf of such member of the Company which he or they represent as such member of the Company could exercise.
2. In order to be valid, the instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. At the meeting, the chairman thereof will exercise his power under bye-law 79 of the bye-laws of the Company to put the above resolution to the vote of the members of the Company by way of poll.

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