



富豪酒店國際控股有限公司
Regal Hotels
International Holdings Limited
(Incorporated in Bermuda with limited liability)

(Stock Code: 78)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a 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 Monday, 19th July, 2004 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTION NO. 1

"THAT:

- (A) the performance by the Company of the subscription agreements (the "Subscription Agreements", a copy each of which has been produced to this meeting marked "A" and initialled by the Chairman of this meeting for identification purpose) both dated 3rd June, 2004, one entered into between Cheerview Limited (the "Issuer"), the Company and Clovering Enterprise Limited, and the other entered into between the Issuer, the Company, Finance Noble Limited and Leader Advance Limited, and relating to the proposed issue of 2% Guaranteed Convertible Bonds due 2007 for an aggregate principal amount of up to HK\$400 million (the "Bonds"), the principal terms and conditions of which are set out or referred to in the circular to holders of Regal Shares (as defined below) ("Regal Shareholders") dated 30th June, 2004 (the "Circular", a copy of which has been produced to this meeting marked "B" and initialled by the Chairman of this meeting for identification purpose), be and is hereby approved;
- (B) the issue of the Bonds upon the terms and conditions as set out in the Subscription Agreements be and is hereby approved;
- (C) the issue and allotment of new ordinary shares of HK\$0.01 each in the share capital of the Company ("Regal Shares") upon the due exercise of the conversion rights attaching to the Bonds be and is hereby approved;
- (D) the directors of the Company (the "Directors") be and are hereby authorised to approve any amendments or modifications to the Subscription Agreements as they may, in their absolute discretion, consider necessary or desirable; and
- (E) the Directors be and are hereby authorised to (i) execute all such documents; and (ii) do all such other acts and things as they may, in their absolute discretion, consider necessary, desirable or expedient to effect, implement and complete the Subscription Agreements and any or all other transactions contemplated in this resolution."

ORDINARY RESOLUTION NO. 2

"THAT:

- (A) the bonus issue of warrants ("Warrants") in units of subscription rights of HK\$0.25 each conferring rights on holders thereof to subscribe for new ordinary shares of HK\$0.01 each in the share capital of the Company ("Regal Shares") at an initial subscription price of HK\$0.25 per Regal Share, subject to adjustments, at any time from the date falling six months after the issue of the Warrants to the date falling seven days prior to the third anniversary of the issue of the Warrants (both dates inclusive), or such other date provided in the instrument constituting the Warrants ("Warrant Instrument", a final draft of which has been produced to this meeting marked "C" and initialled by the Chairman of this meeting for identification purpose) upon the terms and conditions set out in the Warrant Instrument to be executed by way of deed poll by the Company in the proportion of one unit of subscription right of HK\$0.25 for every 10 Regal Shares to holders of Regal Shares ("Regal Shareholders") whose names appear on the register of members of the Company as at the close of business on the record date for the determination of entitlements to the issue of the Warrants ("Record Date"), provided that the entitlements of those Regal Shareholders whose addresses as at the close of business on the Record Date are outside Hong Kong will be dealt with in accordance with the arrangements set out in the section headed "Overseas Regal Shareholders" in the "Letter from the Board" contained in the circular to the Regal Shareholders dated 30th June, 2004, a copy of which has been produced to this meeting marked "B" and initialled by the Chairman of this meeting for identification purpose, be and is hereby approved;
- (B) the issue of new Regal Shares to holders of the Warrants upon the due exercise of subscription rights attached to the Warrants be and is hereby approved;
- (C) the directors of the Company (the "Directors") be and are hereby authorised to approve any amendments or modifications to the Warrant Instrument as they may, in their absolute discretion, consider necessary or desirable; and
- (D) the Directors be and are hereby authorised to (i) execute all such documents; and (ii) do all such other acts and things as they may, in their absolute discretion, consider necessary, desirable or expedient to effect and implement the Warrant Instrument and effect, implement and complete any or all other transactions contemplated in this resolution."

ORDINARY RESOLUTION NO. 3

"THAT:

- (A) the authorised share capital of the Company be increased from HK\$100,000,000 comprising of 10,000 million ordinary shares of HK\$0.01 each in the share

capital of the Company ("Regal Shares") and US\$167,480 comprising of 16,748 5¼% convertible cumulative redeemable preference shares of US\$10 each ("Regal Convertible Preference Shares") to HK\$200,000,000 comprising of 20,000 million Regal Shares and US\$167,480 comprising of 16,748 Regal Convertible Preference Shares with effect from the date of this resolution, by the creation of an additional 10,000 million new Regal Shares; and

- (B) the directors of the Company be and are hereby authorised to (i) execute all such documents and (ii) do all such other acts and things as they may, in their absolute discretion, consider necessary, desirable or expedient to effect and implement the increase in the authorised share capital of the Company contemplated in this resolution."

ORDINARY RESOLUTION NO. 4

"THAT:

- (A) subject to paragraph (C) below, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as defined below) of all powers of the Company to purchase warrants (the "Warrants") which fall to be issued pursuant to Ordinary Resolution No. 2 set out in the notice of this meeting contained in the circular to holders of ordinary shares of HK\$0.01 each in the share capital of the Company dated 30th June, 2004, a copy of which has been produced to this meeting marked "B" and initialled by the Chairman of this meeting for identification purpose, on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the Warrants may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, at a price determined by the Directors, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the authorisation given to the Directors in paragraph (A) shall be in addition to any other authorisation given to the Directors to purchase Warrants;
- (C) the aggregate amount of subscription rights attached to the Warrants to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10% of the total amount of subscription rights attached to the Warrants outstanding as at the date of their issue; and
- (D) for the purposes of this resolution:
- "Relevant Period" means the period from the time of the passing of this resolution until whichever is the earlier of:
- the conclusion of the first annual general meeting of the Company following the passing of this resolution;
 - the expiration of the period within which the first annual general meeting of the Company following the passing of this resolution 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
 - the date when an ordinary resolution is passed at a general meeting of the Company revoking or varying the authority given under this resolution."

By Order of the Board
Eliza Lam Sau Fun
Company Secretary

Hong Kong, 30th June, 2004

Head office and principal place of business:
18th Floor, Paliburg Plaza
68 Yee Wo Street
Causeway Bay
Hong Kong

Notes:

- A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member.
- In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude members from attending and voting at the meeting if members so desire.

As at the date of this announcement, the board of directors of the Company comprises Mr. LO Yuk Sui (Chairman and Managing Director), Mr. Donald FAN Tung (Executive Director), Mr. Dominic LAI (Independent Non-Executive Director), Mr. Tommy LAM Chi Chung (Executive Director), Mrs. Kitty LO LEE Kit Tai (Non-Executive Director), Mr. Jimmy LO Chun To (Executive Director), Mr. Kenneth NG Kwai Kai (Executive Director), Mr. Thomas NG Wai Hung (Independent Non-Executive Director), Mr. Kai Ole RINGENSON (Non-Executive Director), Dr. Alex WU Shu Chih, CBE, LL D, FBIM FROP, F Inst D, JP (Independent Non-Executive Director) and Ms. Belinda YEUNG Bik Yiu (Executive Director).