
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your ordinary shares in **Regal Hotels International Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**RE-ELECTION OF DIRECTORS,
GENERAL MANDATE TO REPURCHASE ORDINARY SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2009 Annual General Meeting of Regal Hotels International Holdings Limited (the "Company") to be held at the Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 9th June, 2009 at 11:00 a.m. is appended to this circular. If you do not propose to attend the Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Meeting or at any adjourned meeting should you so wish.

28th April, 2009

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LETTER FROM THE CHAIRMAN



Directors:

LO Yuk Sui (*Chairman and Chief Executive Officer*)
Francis CHOI Chee Ming, JP (*Vice Chairman*)[#]
Belinda YEUNG Bik Yiu (*Chief Operating Officer*)
Donald FAN Tung
Alice KAN Lai Kuen*
Jimmy LO Chun To
LO Po Man
Kenneth NG Kwai Kai
NG Siu Chan*
WONG Chi Keung*

*Head office and principal place
of business:*

11th Floor, 68 Yee Wo Street
Causeway Bay
Hong Kong

* *Independent Non-Executive Directors*

Non-Executive Director

28th April, 2009

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATE TO REPURCHASE ORDINARY SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to provide the Shareholders of the Company with requisite information with respect to the resolutions to be proposed at the forthcoming annual general meeting of the Company to be held on Tuesday, 9th June, 2009 (the “2009 Annual General Meeting”) relating to (1) the re-election of the Directors of the Company who will retire and, being eligible, have offered themselves for re-election at the 2009 Annual General Meeting, and (2) the grant of a general mandate (the “Repurchase Mandate”) to the Directors of the Company for the repurchase of its ordinary shares of HK\$0.10 each (“Ordinary Shares”) on the terms set out in the Ordinary Resolution 5(A) (the “Repurchase Proposal”) as contained in the Notice of the 2009 Annual General Meeting.

LETTER FROM THE CHAIRMAN

Re-election of Directors

In accordance with Bye-law 109(A) of the Bye-laws of the Company and for compliance with the Code on Corporate Governance Practices (the “CG Code”) set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”), Ms. Belinda YEUNG Bik Yiu, an Executive Director and the Chief Operating Officer, Mr. Donald FAN Tung and Mr. Jimmy LO Chun To, both Executive Directors (collectively, the “Retiring Directors”) will retire from office by rotation at the 2009 Annual General Meeting.

The Retiring Directors, being eligible, have offered themselves for re-election at the 2009 Annual General Meeting.

The re-election of the Retiring Directors at the 2009 Annual General Meeting will not be for any specific term of office, but the Retiring Directors will be subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws of the Company and the retirement requirement under the CG Code. The particulars of the Retiring Directors offering for re-election, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular.

General Mandate to Repurchase Ordinary Shares

The Directors wish to seek the approval of Shareholders of the Company to the Repurchase Mandate for the Repurchase Proposal. The explanatory statement regarding the Repurchase Proposal required to be sent to Shareholders in accordance with the Listing Rules is set out in Appendix II to this circular.

Notice of Annual General Meeting

The Notice of the 2009 Annual General Meeting is contained in pages 11 to 13 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules, voting on all resolutions to be put forth to the Shareholders at the 2009 Annual General Meeting will be taken by poll. The Company will announce the results of poll voting by way of publication of a related announcement on the website of the Stock Exchange in accordance with the requirements under Rule 13.39(5) of the Listing Rules.

Yours faithfully,
LO YUK SUI
Chairman

APPENDIX I PARTICULARS OF DIRECTORS OFFERING FOR RE-ELECTION

(I) Ms. Belinda YEUNG Bik Yiu (*Executive Director and Chief Operating Officer*)

Ms. Belinda Yeung, aged 50, was appointed to the Board in 2002 and designated as the Chief Operating Officer in 2007. Ms. Yeung joined the Group (comprising the Company and its subsidiaries) in 1987. Having obtained her hotel management university degree in U.S.A., Ms. Yeung has acquired extensive hotel management experience in U.S.A., Mainland China as well as in Hong Kong — in both multi-unit corporate and single-unit hotel management levels. As the Chief Operating Officer in charge of the hotel operation and management functions of the Group, Ms. Yeung is responsible for overseeing the hotel business operations of the Group. On top of her hotel management responsibilities, Ms. Yeung is also in charge of the human resources management of the Century City Group (comprising Century City International Holdings Limited (“Century”), of which the Company is the listed associate, the Company and their respective subsidiaries). Ms. Yeung has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas (“listed public companies”) during the last three years.

Ms. Yeung’s directorship with the Company is subject to retirement by rotation pursuant to the relevant provisions under the Bye-laws of the Company and the retirement requirement under the CG Code. Ms. Yeung has a service contract with the Group, which does not have a specific length of service and is determinable by either party on 3 months’ notice. Under her service contract, she is presently entitled to receive from the Group emoluments of HK\$140,000 per month, which were determined by reference to industry norm and market conditions, and, in addition, performance based discretionary bonus, incentive share options and other related employee benefits. Ms. Yeung is also entitled to normal Director’s fee in the amount of HK\$100,000 per annum in acting as a Director of the Company, which was determined based on the duties and responsibilities in respect of such office and was previously approved by Shareholders of the Company at general meeting.

As at 22nd April, 2009 (the “Latest Practicable Date”), Ms. Yeung directly held derivative interests in 3,000,000 new Ordinary Shares through certain share options granted to her under the share option scheme of the Company named as “The Regal Hotels International Holdings Limited Share Option Scheme” (the “Regal Share Option Scheme”), representing approximately 0.30% of the issued ordinary share capital of the Company as at the Latest Practicable Date, within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”). Ms. Yeung also directly held interests in 2,000 issued ordinary shares of Century, representing approximately 0.00001% of the issued ordinary share capital of Century as at the Latest Practicable Date, within the meaning of Part XV of the SFO. Save as disclosed herein, Ms. Yeung does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no information that is required to be disclosed by Ms. Yeung pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in relation to the re-election of Ms. Yeung.

APPENDIX I PARTICULARS OF DIRECTORS OFFERING FOR RE-ELECTION

(II) Mr. Donald FAN Tung (*Executive Director*)

Mr. Donald Fan, aged 52, was appointed to the Board in 2002. Mr. Fan has been with the Group since 1987. He is primarily in charge of the property investment and development businesses and the hotel project works of the Group. Mr. Fan is also an executive director of Century, an executive director and the chief operating officer of Paliburg Holdings Limited (“Paliburg”), the listed subsidiary of Century and of which the Company is the listed associate, and a non-executive director of Regal Portfolio Management Limited (“RPML”), the manager of Regal Real Estate Investment Trust (the listed associate of the Company). Mr. Fan is involved in the property development, architectural design and project management functions as well as overseeing the building construction business of the Paliburg Group (comprising Paliburg and its subsidiaries). Save as disclosed herein, Mr. Fan has not held any directorships in other listed public companies during the last three years.

Mr. Fan’s directorship with the Company is subject to retirement by rotation pursuant to the relevant provisions under the Bye-laws of the Company and the retirement requirement under the CG Code. Mr. Fan does not have a service contract with the Group. He is entitled to normal Director’s fee in the amount of HK\$100,000 per annum in acting as a Director of the Company, which was determined based on the duties and responsibilities in respect of such office and was previously approved by Shareholders of the Company at general meeting. With respect to his executive role, Mr. Fan presently receives from the Group emoluments of HK\$56,000 per month, which were determined by reference to industry norm and market conditions and allocated on the basis of the services rendered to the Group and, in addition, performance based discretionary bonus, incentive share options and other related employee benefits.

As at the Latest Practicable Date, Mr. Fan directly held derivative interests in 2,000,000 new ordinary shares of the Company through certain share options granted to him under the Regal Share Option Scheme, representing approximately 0.20% of the issued ordinary share capital of the Company as at the Latest Practicable Date, within the meaning of Part XV of the SFO. Mr. Fan also directly held interests in 471 issued ordinary shares of Paliburg and derivative interests in 85 new ordinary shares of Paliburg through interests in 2010 warrants of Paliburg carrying subscription rights in an aggregate amount of HK\$179.55 and 2,232,000 new ordinary shares of Paliburg through certain share options granted to him under the share option scheme of Paliburg named as “The Paliburg Holdings Limited Share Option Scheme” (the “Paliburg Share Option Scheme”), in aggregate representing approximately 0.22% of the issued ordinary share capital of Paliburg as at the Latest Practicable Date, within the meaning of Part XV of the SFO. Details of the directorships of Mr. Fan in the substantial and controlling shareholders (as defined in the Listing Rules) of the Company are disclosed under the section headed “Substantial Shareholders’ Interests in Share Capital” in the Report of Directors contained in the annual report of the Company for the year ended 31st December, 2008 (the “2008 Annual Report”). Save as disclosed herein, Mr. Fan does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no information that is required to be disclosed by Mr. Fan pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in relation to the re-election of Mr. Fan.

(III) Mr. Jimmy LO Chun To (*Executive Director*)

Mr. Jimmy Lo, aged 35, was appointed to the Board in 1999 and is an Executive Director of the Company. He is also an executive director of Century and Paliburg and a non-executive director of

APPENDIX I PARTICULARS OF DIRECTORS OFFERING FOR RE-ELECTION

RPML. Mr. Lo graduated from Cornell University, New York, U.S.A. with a degree in architecture. Apart from his involvement in the design of the Group's property and hotel projects, he undertakes responsibilities in the business development function of the Century City Group. Save as disclosed herein, Mr. Lo has not held any directorships in other listed public companies during the last three years.

Mr. Lo's directorship with the Company is subject to retirement by rotation pursuant to the relevant provisions under the Bye-laws of the Company and the retirement requirement under the CG Code. Mr. Lo does not have a service contract with the Group. He is entitled to normal Director's fee in the amount of HK\$100,000 per annum in acting as a Director of the Company, which was determined based on the duties and responsibilities in respect of such office and was previously approved by Shareholders of the Company at general meeting. With respect to his executive role, Mr. Lo presently receives from the Group emoluments of HK\$25,000 per month, which were determined by reference to industry norm and market conditions and allocated on the basis of the services rendered to the Group and, in addition, performance based discretionary bonus, incentive share options and other related employee benefits.

As at the Latest Practicable Date, Mr. Lo directly held derivative interests in 1,500,000 new ordinary shares of the Company through certain share options granted to him under the Regal Share Option Scheme, representing approximately 0.15% of the issued ordinary share capital of the Company as at the Latest Practicable Date, within the meaning of Part XV of the SFO. Mr. Lo also directly held interests in 38,340 issued ordinary shares of Paliburg and derivative interests in 4,260 new ordinary shares of Paliburg through interests in 2010 warrants of Paliburg carrying subscription rights in an aggregate amount of HK\$8,946.00 and 2,232,000 new ordinary shares of Paliburg through certain share options granted to him under the Paliburg Share Option Scheme, in aggregate representing approximately 0.22% of the issued ordinary share capital of Paliburg as at the Latest Practicable Date, within the meaning of Part XV of the SFO. In addition, he directly held interests in 165,980 issued ordinary shares of Century and derivative interests in 33,196 new ordinary shares of Century through interests in the 2011 warrants of Century carrying subscription rights in an aggregate amount of HK\$33,196.00, in aggregate representing approximately 0.01% of the issued ordinary share capital of Century as at the Latest Practicable Date, within the meaning of Part XV of the SFO. Details of the directorships of Mr. Lo in the substantial and controlling shareholders (as defined in the Listing Rules) of the Company are disclosed under the section headed "Substantial Shareholders' Interests in Share Capital" in the Report of Directors contained in the 2008 Annual Report. He is the son of Mr. LO Yuk Sui, the Chairman and Chief Executive Officer of the Company, and the brother of Miss LO Po Man, an Executive Director of the Company. Save as disclosed herein, Mr. Lo does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no information that is required to be disclosed by Mr. Lo pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in relation to the re-election of Mr. Lo.

This is the explanatory statement to provide requisite information to you for your consideration of the Repurchase Proposal, as required by the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange. The Ordinary Shares are listed on the Stock Exchange.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 1,010,742,333 Ordinary Shares in issue.

Subject to the passing of the Ordinary Resolution 5(A) referred to in the letter from the Chairman preceding this appendix, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 101,074,233 Ordinary Shares, on the assumption that there will be no variation in the issued Ordinary Shares during the period up to 9th June, 2009. The aggregate nominal amount of Ordinary Shares which may be repurchased under the Repurchase Mandate will not exceed 10% of those of the Ordinary Shares in issue at the date of the 2009 Annual General Meeting.

The Repurchase Mandate will be valid for the period from the date of passing the Ordinary Resolution 5(A) until whichever is the earliest 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 the Ordinary Resolution 5(A) by an ordinary resolution of Shareholders of the Company in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Proposal is in the interests of the Company and its Shareholders. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share or may otherwise be in the interests of the Company, and will only be made when the Directors believe that such purchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available for the purpose in accordance with the Company's Memorandum of Association and Bye-laws and the laws of Bermuda. Any shares repurchased under the Repurchase Mandate must be funded out of the capital paid up on the repurchased shares or the funds of the Company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of shares. Any premium payable on the repurchase must be provided for out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

It is not expected that there would be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2008 Annual Report) even if the proposed repurchases were to be carried out in full

at any time during the proposed repurchase period. Nevertheless, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Ordinary Shares have traded on the Stock Exchange in each of the previous twelve months and in April 2009 (up to the Latest Practicable Date) were as follows:

	Ordinary Shares	
	Highest HK\$	Lowest HK\$
April 2008	4.850*	4.100*
May 2008	4.450*	4.200*
June 2008	4.300*	3.650*
July 2008	4.000*	3.550*
August 2008	3.650*	2.950*
September 2008	3.000*	1.810*
October 2008	2.200*	1.220
November 2008	1.980	1.400
December 2008	2.150	1.700
January 2009	2.320	1.740
February 2009	2.010	1.710
March 2009	1.700	1.310
From 1st April, 2009 to the Latest Practicable Date	1.670	1.380

* These prices have been adjusted for the consolidation of ordinary shares of the Company, on the basis that every ten then existing issued and unissued ordinary shares of HK\$0.01 each were consolidated into one ordinary share of HK\$0.10, which became effective on 23rd October, 2008 ("Share Consolidation").

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Ordinary Shares to the Company under the Repurchase Proposal if such is approved by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Ordinary Resolution 5(A) in accordance with the Listing Rules and the laws of Bermuda.

No other connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Ordinary Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by Shareholders.

As at the Latest Practicable Date, Paliburg, the listed subsidiary of Century (of which Mr. Lo Yuk Sui is the chairman and controlling shareholder), held approximately 47.20% shareholding interests in the issued ordinary share capital of the Company.

In the event that the Repurchase Mandate in respect of the Ordinary Shares granted to the Directors pursuant to the Repurchase Proposal were to be carried out in full, the shareholding interests of Paliburg would increase to approximately 52.45% of the issued ordinary share capital of the Company, assuming there are no other changes in the capital structure of the Company. Pursuant to Rule 32 of the Hong Kong Code on Takeovers and Mergers (the "Takeover Code"), such resultant increase in shareholding interests would be treated as an acquisition of voting rights for the purpose of the Takeover Code. Accordingly, Paliburg might become obliged to make a mandatory offer as and when the 2% creeper under Rule 26 of the Takeover Code is exceeded. Save as aforesaid and based on information known to date, the Directors are not aware of any consequences which may arise under the Takeover Code even if the Repurchase Mandate were exercised in full. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, trigger off any potential consequences under the Takeover Code.

Furthermore, the Directors have no intention to exercise the Repurchase Mandate to such extent as would cause the public float to fall below 25% or such other minimum percentage as prescribed by the Listing Rules from the time to time.

6. SECURITIES PURCHASES MADE BY THE COMPANY

The Company has repurchased a total of 468,000 ordinary shares of HK\$0.01 each and 7,448,800 Ordinary Shares of HK\$0.10 each on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Before Share Consolidation

Date of Repurchase	Number of ordinary shares of HK\$0.01 each repurchased	Price per ordinary share of HK\$0.01	
		Highest HK\$	Lowest HK\$
22/10/2008	468,000	0.168	0.161

After Share Consolidation

Date of Repurchase	Number of Ordinary Shares of HK\$0.10 each repurchased	Price per Ordinary Share of HK\$0.10	
		Highest HK\$	Lowest HK\$
23/10/2008	79,200	1.680	1.530
24/10/2008	229,400	1.620	1.530
27/10/2008	643,000	1.520	1.310
28/10/2008	167,000	1.400	1.290
30/10/2008	142,200	1.330	1.310
10/11/2008	68,000	1.870	1.820
11/11/2008	50,000	1.870	1.820
13/11/2008	110,000	1.920	1.880
14/11/2008	154,000	1.900	1.850
17/11/2008	64,000	1.880	1.840
18/11/2008	28,000	1.820	1.770
19/11/2008	52,000	1.790	1.730
20/11/2008	22,000	1.670	1.590
21/11/2008	64,000	1.710	1.690
24/11/2008	90,000	1.750	1.680
25/11/2008	62,000	1.700	1.670
26/11/2008	42,000	1.800	1.720
28/11/2008	110,000	1.800	1.770
01/12/2008	78,000	1.820	1.780
02/12/2008	36,000	1.810	1.780
03/12/2008	60,000	1.810	1.790
04/12/2008	20,000	1.780	1.760
05/12/2008	102,000	1.780	1.750
08/12/2008	152,000	1.810	1.790
09/12/2008	52,000	1.810	1.790
10/12/2008	248,000	1.810	1.780
11/12/2008	64,000	1.820	1.800
12/12/2008	152,000	1.820	1.790
15/12/2008	80,000	1.820	1.790
16/12/2008	238,000	1.830	1.710
17/12/2008	164,000	1.830	1.810
18/12/2008	66,000	1.870	1.850
23/12/2008	180,000	2.000	1.930
24/12/2008	22,000	1.990	1.940
29/12/2008	98,000	2.080	2.030
30/12/2008	90,000	2.080	2.020
31/12/2008	198,000	2.140	2.080

APPENDIX II**EXPLANATORY STATEMENT ON
REPURCHASE OF ORDINARY SHARES**

Date of Repurchase	Number of Ordinary Shares of HK\$0.10 each repurchased	Price per Ordinary Share of HK\$0.10	
		Highest HK\$	Lowest HK\$
02/01/2009	164,000	2.150	2.110
05/01/2009	110,000	2.180	2.160
06/01/2009	88,000	2.200	2.150
07/01/2009	30,000	2.250	2.250
08/01/2009	116,000	2.110	2.040
09/01/2009	52,000	2.130	2.100
12/01/2009	112,000	2.070	2.000
13/01/2009	94,000	1.990	1.960
14/01/2009	80,000	1.990	1.960
15/01/2009	142,000	1.920	1.890
16/01/2009	96,000	1.900	1.860
19/01/2009	50,000	1.900	1.890
20/01/2009	104,000	1.880	1.840
21/01/2009	124,000	1.840	1.740
22/01/2009	80,000	1.880	1.850
29/01/2009	258,000	1.890	1.850
30/01/2009	96,000	1.900	1.850
03/02/2009	46,000	1.950	1.900
06/02/2009	20,000	1.990	1.950
09/02/2009	56,000	1.990	1.940
10/02/2009	32,000	2.000	1.960
11/02/2009	28,000	1.980	1.980
13/02/2009	374,000	1.930	1.860
16/02/2009	30,000	1.930	1.930
17/02/2009	14,000	1.930	1.890
18/02/2009	162,000	1.900	1.860
19/02/2009	68,000	1.900	1.880
20/02/2009	242,000	1.840	1.800
23/02/2009	160,000	1.800	1.750
24/02/2009	104,000	1.790	1.760
25/02/2009	40,000	1.810	1.800

Save as disclosed herein, the Company has not purchased any of its ordinary shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

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 Tuesday, 9th June, 2009 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, 2008.
2. To declare a final dividend for the year ended 31st December, 2008 of HK5.0 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 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 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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

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

Hong Kong, 28th April, 2009

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or 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 registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th 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 Thursday, 4th June, 2009 to Tuesday, 9th June, 2009, 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 registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at the address set out above, not later than 4:30 p.m. on Wednesday, 3rd June, 2009.
4. A circular of the Company containing further details relating to the re-election of Directors and an explanatory statement regarding Resolution 5(A) above will be sent to the Company's shareholders together with the 2008 Annual Report of the Company.