

**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD
 ON MONDAY, 14 JULY 2014 AT 10:20 A.M. OR
 AT ANY ADJOURNMENTS THEREOF**

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| ¹ No. of ordinary shares to which this proxy relates | |
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I/We² _____
 of _____,
 being the registered holder(s) of the ordinary share(s) of HK\$0.10 each in the capital of **REGAL HOTELS INTERNATIONAL HOLDINGS LIMITED** (the “**Company**”) hereby appoint³ the Chairman of the SGM (as defined below) or _____
 of _____
 as my/our proxy to attend, act and vote for me/us and on my/our behalf at the special general meeting of the Company to be held on Monday, 14 July 2014 at 10:20 a.m. at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong (the “**SGM**”) or at any adjournment thereof on the ordinary resolutions as set out in the notice of the SGM (with or without modifications) as indicated below or, if no such indication is given, as my/our proxy thinks fit:

| ORDINARY RESOLUTIONS ⁸ | | For ⁴ | Against ⁴ |
|-----------------------------------|---|------------------|----------------------|
| 1. | To approve the provision of financial assistance to the P&R Group for or in connection with the P&R Group’s participation in Cosmopolitan Open Offer and the transactions contemplated thereunder. | | |
| 2. | To approve the provision of financial assistance to the P&R Group for or in connection with the Cosmopolitan Convertible Bonds Subscription Agreement and the transactions contemplated thereunder. | | |

**Note — Capitalised terms above have the meanings ascribed to them in the circular of the Company dated 25 June 2014. Please refer to the notice of the SGM accompanying the said circular of the Company for the full text of the above resolutions.*

Dated this _____ day of _____ Signature⁵ _____

Notes:

1. Please insert the number of ordinary shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the SGM is preferred, please strike out the relevant reference and insert the name and address of the proxy desired in the space provided. A member may appoint one or, if he is a holder of more than one ordinary share, more proxies to attend and vote in his stead. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST A RESOLUTION, PLEASE PLACE A “/” IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the ordinary resolutions as set out in the notice of the SGM or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the SGM other than that referred to in the notice of the SGM.
5. This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. If two or more persons are jointly entitled to hold an ordinary share and are present at the SGM, only the joint holder whose name stands first in the register of ordinary shareholders of the Company in respect of the joint holding is entitled to vote at the SGM.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than forty-eight (48) hours before the time appointed for the holding of the SGM or any adjournment thereof.
8. The full text of the above ordinary resolutions is set out in the notice of the SGM.