



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 the Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 16th June, 2005 at 11:15 a.m. (or so soon after the Annual General Meeting of the Company convened to be held at the same place on the same date shall have been concluded or adjourned) 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 share option scheme of the Company (a copy of the rules of which has been produced to the meeting marked "A" and initialled by the Chairman of this meeting for identification purposes) (the "Scheme") be and is hereby approved and adopted;
- (B) the directors of the Company acting together, individually or by committee (the "Directors") be and are hereby authorised to approve any amendments to the rules of the Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, and to take all such steps as may be necessary, desirable or expedient to carry into effect and administer the Scheme subject to and in accordance with the terms thereof;
- (C) subject to paragraph (D) of this resolution, the Directors be and are hereby authorised to grant options under the Scheme and to allot, issue and otherwise deal with new ordinary shares of par value HK\$0.01 each in the share capital of the Company ("Shares") upon the exercise of options to be granted under the Scheme subject to and in accordance with the terms thereof; and
- (D) the aggregate nominal amount of Shares to be allotted and issued pursuant to paragraph (C) of this resolution, together with that of any Shares to be allotted and issued upon the exercise of any options granted or to be granted under any other share option scheme of the Company as may from time to time be adopted by the Company, shall not exceed the aggregate of 10% of the ordinary share capital of the Company in issue as at the date of the passing of this resolution."

ORDINARY RESOLUTION NO. 2

"THAT the conditional grant of options in respect of 200,000,000 Shares at an exercise price of HK\$0.75 per Share under the Scheme by the Directors to Mr. Lo Yuk Sui, who is a substantial shareholder of the Company, in accordance with the terms of such options as contained in the circular of the Company dated 31st May, 2005 to its shareholders (a copy of which has been produced to this meeting marked "B" and initialled by the Chairman of this meeting for identification purposes) be and is hereby approved, and that the Directors be and are hereby authorised to take all such steps as may be necessary, desirable or expedient to carry into effect such conditional grant of options in accordance with the terms of the Scheme."

By Order of the Board
Eliza Lam Sau Fun
Secretary

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

Registered office:
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

Hong Kong, 31st May, 2005

Notes:

1. 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.
2. The form of proxy must be deposited with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 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.

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 Managing Director*)
Mr. Donald FAN Tung
Mr. Tommy LAM Chi Chung
Mr. Jimmy LO Chun To
Miss LO Po Man
Mr. Kenneth NG Kwai Kai
Ms. Belinda YEUNG Bik Yiu

Non-Executive Directors:
Dr. Francis CHOI Chee Ming (*Vice Chairman*)
Mr. Kai Ole RINGENSON

Independent Non-Executive Directors:
Ms. Alice KAN Lai Kuen
Mr. NG Siu Chan
Mr. WONG Chi Keung