

## 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 Saturday, December 9, 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon (among other things) (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, all the units (“Units”) of Regal Real Estate Investment Trust (“Regal REIT”) (including Units to be issued pursuant to the Proposed Spin-off (as defined below)); (ii) the receipt of the authorization of Regal REIT by the Securities and Futures Commission of Hong Kong pursuant to Section 104 of the Securities and Futures Ordinance; (iii) the conditions precedent to draw down of the term loan facility by Regal REIT being fulfilled or waived; (iv) the obligations of the underwriters under the underwriting agreements to be entered into in respect of the Global Offering (as defined below) becoming and remaining unconditional and not being terminated in accordance with the terms of such agreements or otherwise; (v) the offer price of the Units being duly determined; (vi) the underwriters of the Global Offering being satisfied with respect to completion of the subscription obligations under the subscription agreement in respect of the Global Offering; and (vii) the sale and purchase agreement in respect of the Proposed Spin-off becoming and remaining unconditional in accordance with its terms, and in each case, unless and to the extent any relevant condition is validly waived:

- (a) the Proposed Spin-off and all relevant documents or agreements in connection therewith or contemplated thereunder, be and is hereby approved and any two directors of the Company be and are hereby authorized on behalf of the Company to approve and implement the Proposed Spin-off and all incidental matters and to take all actions in connection therewith or arising therefrom relating to the Proposed Spin-off as they shall think fit; and
- (b) any two directors of the Company be and are hereby authorized (i) to sign and/or execute any document for and on behalf of the Company in connection with or pursuant to the Proposed Spin-off; (ii) to affix the common seal of the Company to any document in connection with or pursuant to the Proposed Spin-off (if necessary); and (iii) to exercise all such powers and do all such acts as they, in their absolute discretion, consider necessary, desirable or expedient to give effect to or in connection with the Proposed Spin-off.

For the purpose of this Resolution,

“**Global Offering**” means the proposed offering of Units to the public in Hong Kong and the proposed offering of Units to certain institutional, professional and other investors (including the preferential offering to certain qualifying holders of the Shares (as defined below) as detailed in the Circular (as defined below) for subscription of reserved Units, amount of which to be determined by the directors of the Company), the principal terms and conditions of which are set out or referred to in the circular to holders of the ordinary shares of the Company (the “Shares”) dated the date of the notice of this meeting (the “Circular”, a copy of which has been produced to this meeting marked “A” and initialled by the Chairman of this meeting for identification purpose);

“**Proposed Spin-off**” means the proposed spin-off of Regal REIT comprising the Global Offering and the Separate Listing, the principal terms and conditions of which are set out or referred to in the Circular; and

“**Separate Listing**” means the proposed separate listing of the Units on the Main Board of the Stock Exchange, the principal terms and conditions of which are set out or referred to in the Circular.”

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

Hong Kong, November 23, 2006

*Head office and principal place of business:*  
11th Floor, 68 Yee Wo Street  
Causeway Bay  
Hong Kong

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

### Notes:

1. The register of members of the Company will be closed from December 7, 2006 to December 8, 2006 (both dates inclusive). In order to determine the entitlement to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on December 6, 2006.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such Share, be entitled alone to vote in respect thereof.
4. To be valid, the 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 such power or authority, must be deposited with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th 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 thereof.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting. If such member attends the meeting, however, his form of proxy will be deemed to have been revoked.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the Board comprises the following members:-

**Executive Directors:**  
Mr. LO Yuk Sui  
(Chairman and Managing Director)  
Mr. Donald FAN Tung  
Mr. Jimmy LO Chun To  
Miss LO Po Man  
Mr. Kenneth NG Kwai Kai  
Ms. Belinda YEUNG Bik Yiu

**Non-Executive Director:**  
Dr. Francis CHOI Chee Ming, JP  
(Vice Chairman)

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