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## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Regal Hotels International Holdings Limited (“**Company**”) will be held at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Monday, 14 July 2014 at 10:20 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions, which will be proposed as ordinary resolutions of the Company:

### **ORDINARY RESOLUTION 1**

**“THAT:-**

- (a) the provision of financial assistance to the P&R Group (as defined in the circular of the Company dated 25 June 2014 (“**Circular**”)) for or in relation to the P&R Group’s (i) participation in the Cosmopolitan Open Offer (as defined in the Circular) of Cosmopolitan International Holdings Limited as set out in the Circular and (ii) underwriting of the Cosmopolitan Open Offer under the Underwriting Agreement (as defined in the Circular), and the transactions contemplated thereunder (including, but not limited to, subscription and excess application for any Cosmopolitan Open Offer Shares and Cosmopolitan Convertible Preference Shares (both as defined in the Circular) under the Cosmopolitan Open Offer and the underwriting of any of the said shares), the terms and other particulars of which financial assistance being set out in the Circular (a copy of which has been produced to the meeting marked “A” and signed by the chairman of this meeting for the purpose of identification), be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a) above.”

### **ORDINARY RESOLUTION 2**

**“THAT:-**

- (a) the provision of financial assistance to the P&R Group (as defined in the circular of the Company dated 25 June 2014 (“**Circular**”)) for or in relation to the Cosmopolitan Convertible Bonds Subscription Agreement (as defined in the Circular) and the transactions contemplated thereunder (including the subscription of the Cosmopolitan Convertible Bonds (as defined in the Circular), any possible exercise of the option rights thereunder to

subscribe for any Cosmopolitan Optional Convertible Bonds (as defined in the Circular) and subscription of Cosmopolitan Optional Convertible Bonds on exercise of such option rights), the terms and other particulars of which financial assistance being set out in the Circular, be and are hereby approved; and

- (b) the directors of the Company be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a) above.”

By order of the board of directors of  
**Regal Hotels International Holdings Limited**  
**Eliza Lam Sau Fun**  
*Secretary*

Hong Kong, 25 June 2014

*Registered office:*  
26 Burnaby Street  
Hamilton HM 11  
Bermuda

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

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at 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 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holdings.
4. Votes cast at a general meeting will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
5. In the event that a typhoon signal no. 8 (or above) or a black rainstorm warning is in effect on the day of the meeting, shareholders are requested to call the Company's hotline at (852) 2894-7546 on that day to enquire about the arrangements of 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 Chief Executive Officer*)  
Miss LO Po Man (*Vice Chairman and Managing Director*)  
Ms. Belinda YEUNG Bik Yiu (*Chief Operating Officer*)  
Mr. Donald FAN Tung  
Mr. Jimmy LO Chun To  
Mr. Kenneth NG Kwai Kai  
Mr. Allen WAN Tze Wai

**Non-executive director:**

Dr. Francis CHOI Chee Ming, GBS, JP  
(*Vice Chairman*)

**Independent non-executive directors:**

Ms. Alice KAN Lai Kuen  
Professor Japhet Sebastian LAW  
Mr. NG Siu Chan  
Mr. WONG Chi Keung