



**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD
 ON THURSDAY, 28 APRIL 2011 AT 11:00 A.M. OR AT ANY
 ADJOURNMENT THEREOF**

¹ No. of ordinary shares to which this proxy relates	
---	--

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 Meeting (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 Thursday, 28 April 2011 at 11:00 a.m. at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong (the "Meeting") or at any adjournment thereof on the ordinary resolution as set out in the notice of the Meeting (with or without modifications) as indicated below or, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION ⁸	For ⁴	Against ⁴
To approve, confirm and ratify (as appropriate) the Transaction (as defined in the circular of the Company dated 8 April 2011).		

Dated this _____ day of _____ 2011. Signature⁵ _____

Notes:

- 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).
- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the Meeting 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTION, PLEASE PLACE AN "✓" 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 resolution as set out in the notice of the Meeting or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than that referred to in the notice of the Meeting.
- 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.
- If two or more persons are jointly entitled to hold an ordinary share and are present at the Meeting, 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 Meeting.
- 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, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- The full text of the above ordinary resolution is set out in the notice of the Meeting.