

Regional Express Holdings Limited

Annual General Meeting

2008

Date of meeting	19 November 2008
Time of meeting	11 am
Place of meeting	Level 3 Board Room 81 – 83 Baxter Road Mascot NSW 2020

Regional Express Holdings Limited
(ABN 18 099 547 270)

Notice of Annual General Meeting and Explanatory Notes

This page has been intentionally left blank.

Contents of this booklet

Section	Page
Chairman's letter	5
Notice of Annual General Meeting for Regional Express Holdings Limited	6
Explanatory notes to the Notice of Meeting	7
Proxies	9
Glossary	10
Corporate directory	11

Documents accompanying this booklet

1. Proxy Form for the Meeting
2. Reply paid envelope

Important dates

Deadline for return of Proxy Forms: 11 am on 17 November 2008

Voting entitlement date: 7.00 pm on 17 November 2008

Date and time of Meeting: 11 am on 19 November 2008

Meeting procedure

The Meeting will be conducted by the Chairperson, subject to the discretion of the Chairperson to adjourn or reconvene the meeting. Each resolution will be voted on separately.

Other parts of the notice of meeting

The Chairman's letter and the Explanatory Notes form part of the Notice of Meeting.

How to vote

Eligibility to vote

For the purposes of the Meeting, a Member will be entitled to vote at the Meeting if they are recorded on the Company's register of members at 7.00 pm on 17 November 2007 (the *Voting Entitlement Date*).

Voting in person

If you are proposing to attend the Meeting and vote, there is no need for you to take any further action at this time.

Voting by corporate representative

Body corporate Members should complete a "Corporate Letter of Representation" to enable a person to attend the Meeting on their behalf. A form of this certificate may be obtained from the Registrar by calling 1300 735 980 (within Australia) or +61 2 8280 7136 (outside Australia).

Voting by proxy

If you are not attending the Meeting and you wish to vote you must complete and lodge the enclosed Proxy Form. A reply paid envelope is enclosed for the Proxy Form. Proxies may also be submitted by fax.

More information about how to vote and lodge proxies is contained in the Explanatory Notes and the Proxy Form.

Defined terms

A number of defined terms are used in this Notice of Meeting. These terms are explained in the Glossary.

Further assistance

General queries about the Meeting and voting arrangements should be directed to:

Irwin Tan or Benjamin Ng
Company Secretaries
Tel: +61 2 9023 3555

13 October 2008

Dear Member

Annual General Meeting 2008

Please find enclosed information relating to the Regional Express Holdings Limited Annual General Meeting to be held at 11 am on 19 November 2008.

The AGM will provide an overview of the Company's activities for the period ended 30 June 2008, as well as an update on recent developments. In addition, Members will be given the opportunity to consider and vote on a number of matters, as follows:

Consideration of financial statements

The Company will be reporting to you on its financial performance for the financial year ended 30 June 2008.

Remuneration report

Members will be asked to vote on the remuneration report section of the Directors' Report in the Annual Report. Consistent with the *Corporations Act 2001* (Cth), Members should note that the vote is not binding.

Re-election of Directors

Members will be asked to vote on the re-election of two Directors to the Company's board of Directors.

The proposed resolutions are set out in full in the enclosed Notice of Meeting and an explanation of each resolution is set out in the enclosed Explanatory Notes.

If you are unable to attend the Meeting, the Directors encourage you to cast your vote by completing, signing and returning the enclosed Proxy Form.

I urge all Members to read this booklet carefully before voting on the proposed resolutions. If you are undecided what to do, you should consult your accountant, stockbroker or other professional adviser.

I look forward to seeing you at the Meeting.



Lim Kim Hai
Executive Chairman

Notice of Annual General Meeting for Regional Express Holdings (ABN 18 099 547 270)

Regional Express Holdings Limited (*Company*) gives notice that the Annual General Meeting of the Company will be held at Level 3 Board Room, 81 – 83 Baxter Road, Mascot, NSW 2020 on 19 November 2008 at 11 am.

The Explanatory Notes accompanying and forming part of this Notice of Meeting describe in more detail the matters to be considered.

The following will be transacted at the meeting.

Ordinary business

Item 1 - Annual Report

To receive and consider the financial report of the Company and its controlled entities for the financial year ended 30 June 2008, and the related Directors' Report, Directors' Declaration and Auditor's Report.

Resolution 1 - Adoption of remuneration report

To consider, and if thought fit, pass the following as a non-binding ordinary resolution:

"That the remuneration report, as set out in the Directors' Report for the Company and its controlled entities for the financial year ended 30 June 2008, be adopted."

Resolution 2 – Re-election of John Sharp as a Director

To consider, and if thought fit, pass the following as an ordinary resolution:

"That John Sharp, being a Director of the Company, who retires in accordance with ASX Listing Rule 14.4 and article 19.5 of the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 3 – Re-election of appointment of Russell Hodge as a Director

To consider, and if thought fit, pass the following as an ordinary resolution:

"That Russell Hodge, being a Director of the Company, who retires in accordance with ASX Listing Rule 14.4 and article 19.5 of the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

BY ORDER OF THE BOARD

Dated: 13 October 2008



Irwin Tan
Company Secretary

Explanatory Notes to the Notice of Meeting

Annual Report

The Annual Report for consideration at the Company Meeting will consist of the financial statements of the Company for the financial year ending on 30 June 2008, the notes to those financial statements, the Directors' declaration about the statements and notes, the Directors' report and the auditor's report.

Neither the *Corporations Act 2001* (Cth) nor the Company's constitution requires a vote of the Members on the statements or the reports. However, Members will be given the opportunity to raise questions or comments on the statements and reports at the Company Meeting. In addition, a reasonable opportunity will be given to Members as a whole at the Company Meeting to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

Adoption of the remuneration report

The *Corporations Act 2001* (Cth) requires that a resolution must be put to Members that the remuneration report of the Company be adopted. The remuneration report of the Company, which forms part of the Directors' report, is set out on pages 17 to 19 of the Annual Report. The remuneration report sets out the Company's remuneration policy and reports the remuneration arrangements in place for executive Directors and non-executive Directors.

Under the *Corporations Act 2001* (Cth), the resolution of the Members that the remuneration report of the Company be adopted, or any failure to pass that resolution, is advisory only and does not bind the Company or its Directors.

The Board of Directors recommends that Members vote in favour of the adoption of the remuneration report.

Re-election of Directors

In accordance with ASX Listing Rule 14.4 and article 19.5 of the Company's constitution, any Director appointed throughout the year to fill a casual vacancy (under 19.4 of the Company's constitution) must retire at the next AGM following their appointment and will be eligible for re-election at that next AGM.

The following Directors, appointed to the Board in accordance with article 19.4 of the Company's constitution, retire as required by Article 19.5 of the Company's constitution and ASX listing rule 14.4 and, being eligible, offer themselves for re-election as Directors of the Company:

John Sharp

The Honourable John Sharp, originally from a farming and business background, is an aviator having been a licensed pilot of both fixed wing and rotary wing aircraft. Mr. Sharp was a member of the House of Representatives of the Commonwealth Parliament for 14 years (1984 – 1998). Mr. Sharp retired from the House of Representatives in 1998 and established his own high level aviation and transport consulting company, Thenford Consulting. Mr. Sharp is a former Chairman of the Aviation Safety Foundation of Australia, a director of Australian Aerospace, a wholly owned subsidiary of European Aeronautics Defence and Space (EADS) representing Airbus (the aircraft manufacturer of ATR, CASA, Eurocopter and Astrium satellites) and a director of Skytraders, an air freight and aerial work operation providing services for Australia's Antarctic Division. He is Chairman of Parsons Brinkerhoff Advisory Board. This is an engineering and design company operating throughout Australia. He is also Chairman of Power and Data Corporation Pty Limited and Chairman of Pel-Air Aviation Pty Limited. Mr. Sharp is a Trustee and Board Member of John McKeown House, Honorary Federal Treasurer, National Party of Australia and Chairman of Winifred West Schools Foundation. He is a member of the University of Wollongong Vice Chancellor's Advisory Board. Mr. Sharp's extensive experience of aviation, regional air services and as the former Federal Minister for Transport and Regional Development in the Federal Government, adds significantly to the expertise and standing of the Board.

Russell Hodge

Mr. Hodge practiced as a solicitor from 1973 to 1997 and specialised in aviation and commercial law. He retired as senior partner of Owen Hodge & Son Solicitors in 1992. Mr. Hodge, a former CEO of Pel-Air, was an executive director of Pel-Air from November 1994 to March 2008. He currently is a non-executive director of Pel-Air. He was previously a director of the Regional Aviation Association of Australia (RAAA). He has 30 years experience in aviation regulation, compliance, aircraft financing and the commercial operations of aircraft and airlines.

The Board of Directors recommends that Members vote in favour of the re-election of John Sharp and Russell Hodge as Directors.

Proxies

Proxy votes

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies the Notice of Meeting.

Any Member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to vote on their behalf in respect of each share they hold in the Company. If two proxies are appointed, the Member may specify the proportion or number of votes each proxy is appointed to exercise. If two proxies are appointed and no proportion or number is specified, each proxy may exercise half of the votes. A proxy need not be a Member.

The Proxy Form contains voting instructions and other important information which you should read carefully.

To be effective, Proxy Forms (duly completed and with any necessary documentation) must be received by 11 am on 17 November 2008.

Proxy Forms may be returned by any of the following means:

By mailing it to:

Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 or Locked Bag A14, Sydney South, NSW 1235 Australia using the reply paid envelope enclosed with this booklet

By faxing it to:

(02) 9287 0309 (within Australia)

+61 2 9287 0309 (outside Australia)

By hand delivering it to:

Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000

By lodging it online at:

<http://www.linkmarketservices.com.au>

Proxy Forms must be signed by a Member or the Member's attorney or, if the Member is a body corporate, by two directors or by a director and secretary, or if it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer.

If a proxy is signed by a Member's attorney, the power of attorney must have been previously noted by the Registrar or a certified copy thereof must also be received by 11 am on 17 November 2008.

Glossary

AGM	Annual General Meeting
Annual Report	In the case of the Company, the financial statements of the Company for the financial year ending on 30 June 2008, the notes to those financial statements, the Directors' declaration about the statements and notes, the Directors' report and the auditor's report
ASX	Australian Stock Exchange
Booklet	This booklet, comprising the Chairman's letter, the Notice of Meeting, the Explanatory Notes and accompanying documents
Company	Regional Express Holdings Limited (ABN 18 099 547 270)
Directors	The directors of the Company or the Responsible Entity (as the case requires) from time to time and "Director" means any one of them
Explanatory Notes	Explanatory Notes to the Notice of Meeting
Meeting	The AGM of the Company to be held at Level 3 Board Room, 81 – 83 Baxter Road, Mascot, NSW 2020 at 11 am on 19 November 2008.
Notice of Meeting	The notice of the Meeting (together with the Chairman's letter and Explanatory Notes) enclosed in this Booklet
Registrar	Link Market Services Limited (ACN 083 214 537)
Member	A person who is entered in the Company's members' register from time to time as the holder of shares in the capital of the Company
Voting Entitlement Date	11 am on 17 November 2008, being the time and date for determining the eligibility of Members to vote at the Meeting

Corporate directory

Regional Express Holdings Limited

81 – 83 Baxter Road, Mascot, NSW 2020

Tel: +61 2 9023 3555

Website: <http://www.rex.com.au>

Directors of the Company

Lim Kim Hai

Lee Thian Soo

James Davis

John Sharp

Russell Hodge

David Miller

Secretaries of the Company

Irwin Tan

Benjamin Ng

Registrar

Link Market Services Limited

Tel: 1300 735 980 or (02) 8280 7136

Website: <http://www.linkmarketservices.com.au>

