

REGIONAL EXPRESS HOLDINGS LIMITED

ANNUAL GENERAL MEETING 2007

Date of meeting	15 November 2007
Time of meeting	10.30am
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

Regional Express Group of Companies:

Regional Express Holdings Ltd

ABN 180 9954 7270 ACN 099 547 270

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81-83 Baxter Road
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AIR  LINK

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Documents accompanying this Booklet

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

Important dates

Deadline for return of Proxy Forms: 10.30 am on 13 November 2007

Voting Entitlement Date: 7.00 pm on 13 November 2007

Date and time of Meeting: 10.30 am on 15 November 2007

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 13 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
Company Secretary
Tel: +61 2 9023 3555

16 October 2007

Dear Member

Annual General Meeting 2007

Please find enclosed information relating to the Regional Express Holdings Limited annual general meeting to be held at 10.30 am on 15 November 2007.

The AGM will provide an overview of the Company's activities for the period ended 30 June 2007, 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 2007.

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

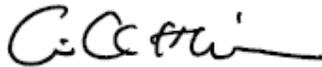
Members will be asked to vote on the re-election of two Directors to the Company's board of Directors.

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 15 November 2007 at 10.30 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 2007, 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 2007, be adopted."

Resolution 2 – Re-election of Stephen Jermyn as a Director

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

"That Stephen Jermyn, 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 David Miller as a Director

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

"That David Miller, 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: 16 October 2007



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 2007, 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 22 to 25 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:

Stephen Jermyn

Mr. Jermyn served on the Board of McDonalds Australia Ltd from 1987 to November 2006. Mr. Jermyn joined McDonalds Australia Ltd as CFO in 1984 and was appointed Vice President in 1986. He was appointed to the Board of Directors in 1987 and appointed Executive Vice President in 1993. In June 1999, Mr. Jermyn was appointed Deputy Managing Director.

Mr. Jermyn has been involved in all aspects of the development of the McDonalds restaurant business in Australia and as Deputy Managing Director was responsible for Finance, Accounting, Information Services, Legal, Restaurant Design and Construction, Research, Employee Relations and the development and expansion of McDonalds restaurants. In this role he had significant experience in the development of new businesses and franchising. Mr. Jermyn retired from active involvement in McDonalds Australia at the end of 2005 but continued to consult to McDonalds in Greater China during 2006.

Mr. Jermyn is a past council member of the Franchising Council of Australia and a Fellow of the Australian Society of Certified Practising Accountants. He is currently the Chairman of RMHC Australia and is also a director of Mortgage Choice Ltd, Reverse Corp Ltd and a number of private companies.

David Miller

Mr. Miller commenced flying commercially in 1985 and bought a 50% share of Air Link which was at that time a one aircraft charter business. Between 1985 and 1991 Mr. Miller purchased all the shares of Air Link and commenced RPT services throughout Western N.S.W. Air Link had commercial ties with Hazelton Airlines right through until the Ansett collapse in 2001. Mr. Miller has served as a director of the Regional Aviation Association of Australia since 1992 along with industry leaders Max Hazelton and Don Kendell and held the position of chairman for four years and vice-chairman for numerous terms of this important industry body. Air Link continues under Mr. Miller's management to serve the smaller more remote centres in Western N.S.W.

The Board of Directors recommends that Members vote in favour of the re-election of Stephen Jermyn and David Miller as Directors.

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 10.30 am on 13 November 2007.

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 of 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 10.30 am on 13 November 2007.

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 2007, 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 10.30 am on 15 November 2007.
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	10.30 am on 13 November 2007, 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

Robert Winnel

Geoffrey James Breust

James Richard Davis

John Sharp

Russell John Hodge

Stephen Craig Jermyn

David Norman Miller

Secretaries of the Company

Irwin Kuan Joo Tan

Benjamin Ng

Registrar

Link Market Services Limited

Tel: 1300 735 980 or (02) 8280 7136

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