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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Rosedale Hotel Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **Rosedale Hotel Holdings Limited**

**珀麗酒店控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1189)**

### **GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting ("AGM") of Rosedale Hotel Holdings Limited to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 7 June 2018 at 10:00 a.m. is set out on pages 11 to 14 of this circular.

Light refreshments will be served after the conclusion of the AGM.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deliver it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the AGM or adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjourned meeting if you so wish.

30 April 2018

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“AGM”	the annual general meeting of the Company to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 7 June 2018 at 10:00 a.m., notice of which is set out on pages 11 to 14 of this circular, and any adjournment thereof
“Board”	the board of Directors
“Bye-Laws”	the Bye-laws of the Company
“close associates”	the meanings ascribed to it under the Listing Rules
“Companies Act”	Companies Act 1981 of Bermuda
“Company”	Rosedale Hotel Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the SEHK
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of relevant resolution, the resolution of which is set out in the notice of the AGM
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Issue Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of relevant resolution, the resolution of which is set out in the notice of the AGM
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Future Commission in Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### Rosedale Hotel Holdings Limited

### 珀麗酒店控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1189)**

*Executive Directors:*

Dr. Yap, Allan (*Chairman*)

Ms. Chan Ling, Eva (*Managing Director*)

Mr. Chan Pak Cheung, Natalis

*Independent Non-executive Directors:*

Mr. Kwok Ka Lap, Alva

Mr. Poon Kwok Hing, Albert

Mr. Sin Chi Fai

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place  
of business:*

Room 3401, 34th Floor

Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

30 April 2018

*To Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to, among other things, (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; and (iii) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Issue Mandate.

In addition, if the Repurchase Mandate is granted, a separate ordinary resolution will be proposed at the AGM to increase the number of Shares which may be allotted and issued under the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 789,211,046 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of AGM, the Directors would be allowed under the Issue Mandate to issue up to a maximum of 157,842,209 Shares.

### GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate.

An explanatory statement in relation to the Repurchase Mandate as required by the relevant provisions of the Listing Rules concerning the Repurchases Mandate is set out in Appendix I to this circular.

The Directors wish to state that they have no present intention to repurchase Shares under the Repurchase Mandate and to issue new Shares under the Issue Mandate.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-Law 99 of the Bye-Laws and Code Provision A.4.2 of the Corporate Governance Code (“CG Code”) contained in Appendix 14 to the Listing Rules, Dr. Yap, Allan and Mr. Kwok Ka Lap, Alva shall retire from office by rotation at the AGM and, being eligible, have offered themselves for re-election. Separate resolutions will be proposed for the re-election of each retiring Director.

Details of Dr. Yap, Allan and Mr. Kwok Ka Lap, Alva as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

Notwithstanding that Mr. Kwok Ka Lap, Alva was appointed as an independent non-executive Director for more than nine years since December 2002, he is independent of daily management and free from any business or other relationships with the Group and its core connected persons (as defined in the Listing Rules) which may affect his independence as per his confirmation of independence made pursuant to Rule 3.13 of the Listing Rules. The Directors, therefore, are of the opinion that Mr. Kwok Ka Lap, Alva remains independent and recommend the re-election of Mr. Kwok Ka Lap, Alva as an independent non-executive Director at the AGM.

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## LETTER FROM THE BOARD

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### AGM

A notice convening the AGM is set out on pages 11 to 14 of this circular. A form of proxy for the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deliver it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjourned meeting if you so wish.

For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 1 June 2018 to Thursday, 7 June 2018, both days inclusive, during which period no transfer of shares will be registered.

To be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 31 May 2018.

### RECOMMENDATION

The Directors are of the opinion that the grant of Issue Mandate, the grant of Repurchase Mandate and the re-election of retiring Directors are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Your attention is also drawn to the additional information set out in Appendices I and II to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Rosedale Hotel Holdings Limited**  
**Chan Ling, Eva**  
*Managing Director*

*This is the explanatory statement to provide requisite information to Shareholders for their consideration of the Repurchase Mandate proposed to be approved at the AGM as required by Rule 10.06 of the Listing Rules.*

## **1. SHARE REPURCHASE**

The Listing Rules permit companies whose primary listings are on the SEHK to repurchase their shares fully paid-up on the SEHK subject to certain restrictions, the most important of which are summarised below:

### **(a) Source of funds**

Repurchases must be funded out of funds which are legally available for the purpose and in accordance with the Company's memorandum of association and Bye-Laws, the Companies Act and the Listing Rules. Under the Companies Act, a company may only repurchase its securities out of capital paid up on the shares to be repurchased or out of the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose.

Any amount of premium payable on a repurchase over the par value of the Shares may only be effected out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

### **(b) Share capital**

As at the Latest Practicable Date, the Company had 789,211,046 Shares in issue. On the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of passing such resolution to approve the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 78,921,104 Shares, being 10% of the total number of issued Shares at the date of passing such resolution.

### **(c) Core Connected Persons**

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by Shareholders.



**2. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

The Directors consider that in the event that the Repurchase Mandate were to be carried out in full at anytime during the proposed purchase period, there might be a material adverse impact on the working capital and gearing position of the Company as compared with that as at 31 December 2017, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse effect on the working capital or gearing position of the Company.

**3. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the SEHK in each of the twelve (12) calendar months preceding the date of this circular were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>		
April	0.640	0.410
May	0.570	0.470
June	0.620	0.500
July	0.550	0.490
August	0.530	0.470
September	0.530	0.465
October	0.490	0.460
November	0.475	0.415
December	0.470	0.400
<b>2018</b>		
January	0.465	0.410
February	0.435	0.390
March	0.430	0.390
April (up to the Latest Practicable Date)	0.400	0.370

**4. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the SEHK that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-Laws and the applicable laws of Bermuda.

## **5. EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

According to public records, as at the Latest Practicable Date, Master Glory Group Limited ("Master Glory") indirectly held 148,506,000 Shares, representing approximately 18.82% of the issued Shares, and China Enterprises Limited ("CEL"), an associated company of Master Glory, indirectly held 48,660,424 Shares, representing approximately 6.17% of the issued Shares.

On the basis that no further Shares are issued or repurchased prior to the date of the AGM and in the event that the Repurchase Mandate is exercised in full and that there is no change in the shareholdings of Master Glory and CEL in the Company, the exercise in full of the Repurchase Mandate will cause the aggregate shareholdings of Master Glory and CEL in the Company to increase from approximately 24.99% to 27.76% of the then issued Shares. The Directors are not aware of any consequences which would give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate.

The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the SEHK if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the SEHK) of the number of issued shares of a company would be in public hands. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

## **6. SECURITIES REPURCHASE MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (whether on the SEHK or otherwise) in the six months preceding the Latest Practicable Date.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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*The biographical details of the retiring Directors proposed for re-election at the AGM are set out as follows:*

1. **Dr. Yap, Allan**, aged 62, has been the Chairman of the Company since December 2014. He is also a director of various subsidiaries of the Company. Dr. Yap holds an honorary degree of Doctor of Laws and has over 30 years' experience in finance, investment and banking. He was an executive director of the Company from 2002 to 2011. Dr. Yap is a substantial shareholder, the chairman and an executive director of Master Glory Group Limited (a substantial shareholder of the Company), the shares of which are listed on the SEHK. In addition, he is the chairman, chief executive officer and a director of Burcon NutraScience Corporation, the shares of which are listed on the NASDAQ Stock Market in the United States of America, the Toronto Stock Exchange in Canada and the Frankfurt Stock Exchange in Germany, as well as China Enterprises Limited (a substantial shareholder of the Company within the meaning of Part XV of the SFO and an associated company of Master Glory Group Limited), the shares of which are traded on the OTC Securities Marketplace in the United States of America. He is also the executive chairman of Hanwell Holdings Limited and Tat Seng Packaging Group Ltd., the shares of both companies are listed on Singapore Exchange Limited. Dr. Yap was an alternate director of Television Broadcasts Limited, the chairman and an executive director of Shaw Brothers Holdings Limited and the honorary chairman and a non-executive director of SMI Holdings Group Limited, the shares of all of which are listed on the SEHK, until he resigned on 29 December 2015, 25 October 2016 and 28 November 2017 respectively.

Save as disclosed above, Dr. Yap did not hold any directorships in other public listed companies in the past three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Yap was interested in 7,800,000 share options entitling him to subscribe for 7,800,000 Shares, representing approximately 0.99% of the issued share capital of the Company. Save as disclosed herein, he did not have any interest in the Shares within the meaning of Part XV of the Securities and Future Ordinance.

Dr. Yap has not entered into any service contract with the Company and there is no designated length of service for his appointment, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Bye-Law 99 of the Bye-Laws and Code Provision A.4.2 of the CG Code. Dr. Yap is entitled to receive a director's fee of HK\$120,000 per annum. Such fee was determined by the Remuneration Committee of the Company with reference to the prevailing market situation, and will be reviewed from time to time.

In relation to the proposed re-election of Dr. Yap as a Director, there are no other matters that need to be brought to the attention of Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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2. **Mr. Kwok Ka Lap, Alva**, aged 69, has been an Independent Non-executive Director of the Company since December 2002. He is also the chairman of the Remuneration Committee, and a member of the Audit Committee, the Nomination Committee and the Corporate Governance Committee of the Company. Mr. Kwok was a marketing manager in an international company engaging in the design of business administration system. He has been in the insurance and investment business for over 35 years, principally in the senior managerial position leading a sizable sales team. Mr. Kwok is an independent non-executive director of Master Glory Group Limited, a substantial shareholder of the Company. He is also an independent non-executive director of ITC Properties Group Limited. The shares of Master Glory Group Limited and ITC Properties Group Limited are listed on the SEHK.

Save as disclosed above, Mr. Kwok did not hold any directorships in other public listed companies in the past three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Kwok was interested in 500,000 share options entitling him to subscribe for 500,000 Shares, representing approximately 0.06% of the issued share capital of the Company. Save as disclosed herein, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Kwok has not entered into any service contract with the Company and there is no designated length of service for his appointment, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Bye-Law 99 of the Bye-Laws and Code Provision A.4.2 of the CG Code. Mr. Kwok is entitled to receive a director's fee of HK\$60,000 per annum and an additional fee of HK\$20,000 per annum for being the chairman of the Remuneration Committee of the Company. Such fees were recommended by the Remuneration Committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation, and will be reviewed from time to time.

In relation to the proposed re-election of Mr. Kwok as a Director of the Company, there are no other matters that need to be brought to the attention of Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Rosedale Hotel Holdings Limited

### 珀麗酒店控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1189)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2018 Annual General Meeting (“AGM”) of Rosedale Hotel Holdings Limited (“Company”) will be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 7 June 2018 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and of the auditor for the year ended 31 December 2017.
2. To re-elect each as a separate resolution, the following persons as directors of the Company:
  - (i) Dr. Yap, Allan; and
  - (ii) Mr. Kwok Ka Lap, Alva.
3. To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of auditor.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

5(A). **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements, subscription rights and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution, shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, subscription rights and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to: (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; (iii) the exercise of options granted under the share option scheme adopted by the Company; or (iv) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time, shall not exceed 20% of the total number of the shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5(B). “**THAT**:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in Resolution No. 5(A)(d) above) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and/or the requirements of The Stock Exchange of Hong Kong Limited or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors; and
- (c) the aggregate number of shares of the Company which are authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly.”

5(C). “**THAT** conditional upon the passing of Resolutions Nos. 5(A) and 5(B) above, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution No. 5(A) above be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5(B) above, provided that such number shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

By Order of the Board  
**Rosedale Hotel Holdings Limited**  
**Law Sau Lai**  
*Company Secretary*

Hong Kong, 30 April 2018

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the AGM (and at any adjournment thereof) shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to present him/her/it and vote on his/her/its behalf at the AGM. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he/she or they represent as such shareholder could exercise.
2. For the purpose of determining shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 1 June 2018 to Thursday, 7 June 2018, both days inclusive, during which period no transfer of shares will be registered. To be eligible to attend and vote at the AGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 31 May 2018.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time for holding the AGM or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Completion and delivery of an instrument appointing a proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM and at any adjourned meeting (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the AGM (and at any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the AGM (and at any adjournment thereof) personally or by proxy, then the one of such holders whose name stands first on the register of member of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.
6. With respect to Resolution No. 2 above, Dr. Yap, Allan and Mr. Kwok Ka Lap, Alva shall retire from office by rotation and, being eligible, have offered themselves for re-election at the AGM. Details of Dr. Yap, Allan and Mr. Kwok Ka Lap, Alva are set out in Appendix II to this circular.