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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Rosedale Hotel Holdings Limited (“**Company**”) will be held at Forum Room I, Basement 2, Regal Hongkong Hotel, Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 1 June 2017 at 10:15 a.m. (or immediately following the conclusion of the annual general meeting of the Company which has been convened to be held at 10:00 a.m. on the same date and at the same place, whichever is the later) for the purposes of considering and, if thought fit, passing the following resolution (with or without amendments) as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of HK\$0.01 each in the share capital of the Company (“**Shares**”) which may fall to be allotted and issued pursuant to the exercise of options which may be granted under the share option scheme of the Company adopted on 30 May 2013 (“**Share Option Scheme**”) representing 10% of the Shares in issue as at the date on which this resolution is passed, pursuant to the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10% limit (“**Refreshed Scheme Mandate Limit**”) under the Share Option Scheme provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the Shares in issue as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the

Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit); and

- (b) the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

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

Hong Kong, 10 May 2017

Notes:

1. Any shareholder of the Company entitled to attend and vote at the special general meeting (“SGM”) (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 SGM. 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 SGM, the register of members of the Company will be closed from Thursday, 25 May 2017 to Thursday, 1 June 2017, both days inclusive, during which period, no transfer of shares will be registered. To be eligible to attend and vote at the SGM, all transfer of shares accompanied by the relevant share certificates must be deposited at the Company’s branch share registrar and transfer office 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 Wednesday, 24 May 2017.
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 notarially certified copy of such power or authority, shall be deposited at the Company’s branch share registrar and transfer office 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 SGM 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 the form of proxy will not preclude a shareholder of the Company from attending and voting at the SGM or adjourned meeting (as the case may be) and in such event, the 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 SGM (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 SGM (and at any adjournment thereof) personally or by proxy, then the one of such holders whose name stands first on the register of shareholders 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.

As at the date of this notice, the Board comprises:

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