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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 (the “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 Tuesday, 31 May 2016 at 10:00 a.m. is set out on pages 11 to 14 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Trior 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 adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish.

26 April 2016

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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 Tuesday, 31 May 2016 at 10:00 a.m., and any adjournment thereof, notice of which is set out on pages 11 to 14 of this circular
“Board”	the board of Directors
“Bye-Laws”	the Bye-laws of the Company, as amended, from time to time
“close associates”	the meanings ascribed to it under the Listing Rules
“Companies Act”	Companies Act 1981 of Bermuda (as amended)
“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 Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 April 2016, 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 Stock Exchange
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise 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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Shares Issue Mandate”	the proposed general mandate to be granted to the Directors 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Code on Takeovers and Mergers and Share Buy-backs 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:*

31st Floor

Paul Y. Centre

51 Hung To Road

Kwun Tong

Kowloon

Hong Kong

26 April 2016

*To the 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 a general mandate to issue additional Shares to the Directors; (ii) the grant of a general mandate to repurchase Shares to the Directors; 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 Shares 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 Shares Issue Mandate by the number of Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the total number of issued Shares as at the date of the grant of the Shares Issue 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 Company would be authorised under the Shares 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.

With respect to the Repurchase Mandate and the Shares Issue Mandate, the Directors wish to state that they have no present intention to exercise the Repurchase Mandate to repurchase Shares and the Shares Issue Mandate to issue new Shares.

### 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 and Corporate Governance Report (the “Code”) set out in Appendix 14 to the Listing Rules, Ms. Chan Ling, Eva and Mr. Sin Chi Fai shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election.

Details of Ms. Chan Ling, Eva and Mr. Sin Chi Fai as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

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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. Whether or not you are able to attend the AGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon and return 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 adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors are of the opinion that the grant of Shares Issue Mandate, the grant of Repurchase Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the 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 of  
**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 Stock Exchange to repurchase their shares fully paid-up on the Stock Exchange 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 the 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 2015, 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 have traded on the Stock Exchange in each of the 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>2015</b>		
April	0.820	0.530
May	1.200	0.670
June	1.230	0.810
July	0.920	0.510
August	0.640	0.450
September	0.560	0.445
October	0.610	0.485
November	0.540	0.500
December	0.530	0.480
<b>2016</b>		
January	0.500	0.420
February	0.460	0.415
March	0.465	0.415
April (up to the Latest Practicable Date)	0.455	0.420

#### **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 the Shareholders.

The Directors have undertaken to the Stock Exchange 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. According to public records, as at the Latest Practicable Date, Hanny Holdings Limited ("Hanny") indirectly held 148,506,000 Shares, representing approximately 18.82% of the issued Shares and China Enterprises Limited ("CEL"), an associated company of Hanny, 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 Hanny and CEL in the Company, the exercise in full of the Repurchase Mandate will cause the aggregate shareholdings of Hanny 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 to be made pursuant to the Repurchase Mandate.

The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) 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 has purchased, sold or redeemed any of the Company's listed securities (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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

1. **Ms. Chan Ling, Eva**, aged 50, has been the Managing Director of the Company since June 2009. She is also the chairman of the Corporate Governance Committee, a member of the Remuneration Committee of the Company and a director of various subsidiaries of the Company. She joined the Company in May 2002. Ms. Chan has over 27 years' experience in auditing, accounting and finance in both international accounting firms and listed companies. She is a member of Chartered Accountants Australia and New Zealand, a fellow of the Association of Chartered Certified Accountants and also a practicing member of the Hong Kong Institute of Certified Public Accountants. Ms. Chan is currently the deputy chairman of China Enterprises Limited, the shares of which are traded on the OTC Securities Marketplace in the United States of America, a substantial shareholder of the Company within the meaning of Part XV of the SFO and an associated company of Hanny Holdings Limited, a substantial shareholder of the Company. Ms. Chan was an executive director of China Strategic Holdings Limited and an independent non-executive director of Global Mastermind Holdings Limited (formerly known as Well Way Group Limited), both of which are listed companies in Hong Kong, until she resigned on 1 June 2014 and 23 June 2014 respectively.

Save as disclosed above, Ms. Chan 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. She did not have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Chan has not entered into any service contract with the Company and there is no designated length of service for her appointment, but she 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 Code. Ms. Chan received from the Company emoluments of HK\$2,638,000, including salary, retirement benefit scheme contribution and discretionary bonus, for the financial year ended 31 December 2015. Such emoluments were determined by the Remuneration Committee of the Company with reference to her duties and responsibilities with the Company, the Company's performance and current market situation. Ms. Chan's emoluments will be reviewed by the Remuneration Committee of the Company from time to time.

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

2. **Mr. Sin Chi Fai**, aged 56, has been an Independent Non-executive Director of the Company since January 2008 and is also a member of the Audit Committee of the Company. Mr. Sin is a director and a shareholder of a Singapore company engaged in the distribution of data storage media and computer related products in Asian countries. He obtained a diploma in Banking from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) and is a member of Singapore Institute of Directors. Mr. Sin has over 19 years' experience in banking field and sales and marketing in information technology industries. He is also an independent non-executive director of Hanny Holdings Limited ("Hanny"), a listed company in Hong Kong and a substantial shareholder of the Company, and China Enterprises Limited, the shares of which are traded on the OTC Securities Marketplace in the United States of America, a substantial shareholder of the Company within the meaning of Part XV of the SFO and an associated company of Hanny.

Save as disclosed above, Mr. Sin 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. He did not have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Sin 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 Code. Mr. Sin received from the Company a director's fee of HK\$60,000 for the financial year ended 31 December 2015. Such fee was determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and current market situation. The director's fee of Mr. Sin will be reviewed by the Board from time to time.

In relation to the proposed re-election of Mr. Sin as a Director of the Company, there are no other matters that need to be brought to the attention of the 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 IS HEREBY GIVEN** that the 2016 Annual General Meeting (the “AGM”) of Rosedale Hotel Holdings Limited (the “Company”) will be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 31 May 2016 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 the auditor for the year ended 31 December 2015.
2. To re-elect each as a separate resolution, the following persons as directors:
  - (i) Ms. Chan Ling, Eva; and
  - (ii) Mr. Sin Chi Fai.
3. To authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix the remuneration of auditor.

As special business, to consider and, if thought fit, to 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 (the “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 (the “Stock Exchange”) 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 for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange 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, 26 April 2016

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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. 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 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 adjournment thereof (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.
3. A form of proxy for use at the AGM is enclosed.
4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting at the AGM and any adjournment thereof 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 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 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.
6. With respect to Resolution No. 2 above, Ms. Chan Ling, Eva and Mr. Sin Chi Fai will retire from office by rotation and being eligible, offer themselves for re-election at the AGM. Details of Ms. Chan Ling, Eva and Mr. Sin Chi Fai are set out in Appendix II to this circular.
7. If a typhoon signal no.8 or above or a black rainstorm warning signal is in effect at any time after 7:30 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify shareholders of the Company of the date, time and place of the rescheduled AGM.