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## **NOTICE OF COURT MEETING**

HCMP No. 1032 of 2019

**IN THE HIGH COURT OF  
THE HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE**

**MISCELLANEOUS PROCEEDINGS  
NO. 1032 OF 2019**

**IN THE MATTER OF  
ABERDEEN RESTAURANT ENTERPRISES LIMITED**

**AND**

**IN THE MATTER OF  
THE COMPANIES ORDINANCE,  
CHAPTER 622 OF THE LAWS OF  
THE HONG KONG SPECIAL ADMINISTRATIVE REGION**

## **NOTICE OF COURT MEETING**

**NOTICE IS HEREBY GIVEN** that, by an order dated 13 August 2019 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**Court**”) has directed that a meeting of the holders of the Scheme Shares (as defined in the Scheme referred to below) (the “**Court Meeting**”) be convened for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between Aberdeen Restaurant Enterprises Limited (“**AREL**”) and the holders of the Scheme Shares, and that the Court Meeting be held at the Jumbo Floating Restaurant, Shum Wan Pier Drive, Wong Chuk Hang, Aberdeen, Hong Kong on Thursday, 12 September 2019, at 2:00 p.m. at which place and time all holders of Scheme Shares are requested to attend.

A copy of the Scheme and a copy of an explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to Section 671 of the Companies Ordinance, are incorporated in the scheme document dated 19 August 2019 of which this Notice forms part (the “**Scheme Document**”), which has been sent to holders of the Scheme Shares in accordance with the requirements of the articles of association of AREL. A copy of the Scheme Document, together with the form of proxy for use at the Court Meeting, can also be obtained by any person entitled to attend the Court Meeting during usual business hours on any day prior to the day appointed for the Court Meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) (a) from the Company Secretary of AREL at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong or (b) from the office of Gibson, Dunn & Crutcher, AREL’s solicitors, at 32/F Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong. The Scheme Document and the form of proxy for use at the Court Meeting are also available for download at <http://www.sfc.hk> and [www.melco-group.com](http://www.melco-group.com).

In compliance with the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), shares in AREL (“**AREL Shares**”) owned by the Offeror and persons acting in concert (as defined in the Takeovers Code) with the Offeror may not vote at the Court Meeting on the resolution to approve the Scheme. Only AREL Shares held by shareholders of AREL other than Melco Leisure and Entertainment Group Limited (the “**Offeror**”), Melco (Nominees) Limited and Melco Services Limited and any other persons acting in concert with the Offeror (the “**Independent Shareholders**”) are eligible for voting at the Court Meeting.

The above-mentioned Independent Shareholders may vote in person at the Court Meeting or they may appoint one or more proxies, whether a member of AREL or not, to attend and vote in their stead. A **pink** form of proxy for use at the Court Meeting is enclosed with this Scheme Document.

In the case of joint holders, the vote of the most senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and, for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the register of members of AREL in respect of the relevant joint holding.

It is requested that forms appointing proxies, must either be signed by the shareholder of AREL appointing the proxy, or accompanied by written evidence to the satisfaction of directors of AREL of the authority of the person who executed the appointment to execute it on behalf of the shareholder of AREL appointing the proxy, and be lodged, by hand or by post, with the Company Secretary of AREL, at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong not less than forty-eight (48) hours before the time appointed for the Court Meeting or any adjournment thereof. If forms appointing proxies are not so lodged, they may be returned by facsimile at (852) 3162 3579 (marked for the attention of “the Company Secretary”) up to the time of the Court Meeting or they may be handed to the chairman of the Court Meeting at the Court Meeting.

Completion and return of the form of proxy will not preclude an Independent Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof. In the event that an Independent Shareholder attends and votes at the Court Meeting or any adjournment thereof after having lodged his/her form of proxy, his/her form of proxy shall be deemed to be revoked by operation of law.

For the purpose of determining the entitlement to attend and vote at the Court Meeting, the register of members of AREL will be closed from Thursday, 5 September 2019 to Thursday, 12 September 2019, both days inclusive, and during such period, no transfer of AREL Shares will be effected. In order to qualify to vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company Secretary of AREL as stated above no later than 4:30 p.m. (Hong Kong time) on Wednesday, 4 September 2019.

By the Order, the Court has appointed Leung Hoi Wai, Vincent, a director of AREL or, failing him, any other person who is a director of AREL as at the date of the Order to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the outcome thereof to the Court.

The Scheme will be subject to the subsequent approval of the Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated 19 August 2019.

**Gibson, Dunn & Crutcher**

Solicitors

32/F Gloucester Tower

The Landmark

15 Queen's Road Central

Hong Kong

Solicitors for

**Aberdeen Restaurant Enterprises Limited**

*As at the date of this notice, the directors of AREL are:*

Mr. Evan Andrew Winkler

Mr. Chung Yuk Man, Clarence

Mr. Leung Hoi Wai, Vincent