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Aberdeen Restaurant Enterprises Limited
(Incorporated in Hong Kong with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Aberdeen Restaurant Enterprises Limited (“**AREL**”) will be held at the Jumbo Floating Restaurant, Shum Wan Pier Drive, Wong Chuk Hang, Aberdeen, Hong Kong on Thursday, 12 September 2019, at 2:30 p.m. (or as soon thereafter as the Court Meeting (as defined in the Scheme Document hereinafter mentioned) convened at the direction of the High Court of the Hong Kong Special Administrative Region for the same day and place shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

SPECIAL RESOLUTION

“THAT:

- (A) the proposed scheme of arrangement dated 19 August 2019 (the “**Scheme**”) between AREL and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof contained in the scheme document dated 19 August 2019 (the “**Scheme Document**”), which has been produced to this Meeting and for the purpose of identification signed by the chairman of this Meeting, or in such other form and on such terms and conditions as may be approved by the Court, be and is hereby approved;

- (B) for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
- (i) the issued share capital of AREL be reduced by cancelling and extinguishing the Scheme Shares (the “**Capital Reduction**”);
 - (ii) subject to and forthwith upon the Capital Reduction taking effect, the issued share capital of AREL be increased to its former amount by the allotment and issuance to Melco Leisure and Entertainment Group Limited (the “**Offeror**”) of such number of new Class A AREL Shares (as defined in the Scheme) and Class B AREL Shares (as defined in the Scheme) as are equal to the respective numbers of Class A AREL Shares and Class B AREL Shares cancelled and extinguished;
 - (iii) AREL shall apply the credit amount arising in its books of account as a result of the Capital Reduction in paying up in full (applying the credit amount equally among all the new AREL Shares to be issued, on a pro rata basis) the new Class A AREL Shares and Class B AREL Shares to be allotted and issued as aforesaid, credited as fully paid, to the Offeror, and the directors of AREL (“**AREL Directors**”) be and are hereby authorised to allot and issue the same accordingly; and
- (C) the AREL Directors be and are hereby authorised to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme, which the Court may see fit to impose and to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme and the Proposal (as defined in the document of which the notice of this resolution forms part).”

By Order of the Board
Aberdeen Restaurant Enterprises Limited
Leung Hoi Wai, Vincent
Company Secretary

Hong Kong, 19 August 2019

Registered office:
38th Floor
The Centrium
60 Wyndham Street
Central, Hong Kong

As at the date of this notice, the AREL Directors are:

Mr. Evan Andrew Winkler
Mr. Chung Yuk Man, Clarence
Mr. Leung Hoi Wai, Vincent

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
2. At the EGM, the chairman of the EGM will put forward the above resolution to be voted on by way of poll.
3. A **white** form of proxy for use at the EGM is enclosed herewith.
4. A member of AREL entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him/her. A member who is the holder of two or more AREL Shares (as defined in the Scheme) may appoint more than one proxy to attend on the same occasion. If more than one proxy is appointed, the number of AREL Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy. A proxy need not be a member of AREL.
5. In order to be valid, the **white** form of proxy must either be signed by the shareholder of AREL appointing the proxy, or accompanied by written evidence to the satisfaction of AREL Directors 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 holding the EGM or any adjournment thereof.
6. Completion and return of the **white** form of proxy shall not preclude a member from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
7. Where there are joint holders of any share in AREL, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, only the vote of that one of the said persons so present whose name stands first on the register of members of AREL in respect of such share may be counted.
8. For the purpose of determining the entitlement to attend and vote at the EGM, 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 EGM, 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.
9. If a tropical cyclone warning signal No. 8 or above is or is expected to be hoisted or a black rainstorm warning signal is or is expected to be in force at any time after 7:00 a.m. on the date of the Court Meeting and the EGM, the Court Meeting and the EGM will be postponed. AREL Shareholders will be notified of the date, time and venue of the rescheduled meetings in accordance with the articles of association of AREL and an announcement will be published on the respective websites of the Securities and Futures Commission and Melco International Development Limited.
10. In case of any inconsistency, the English version of this notice shall prevail.