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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 (the “**SGM**”) of Rosedale Hotel Holdings Limited (the “**Company**”) will be held on 10 December 2019 (Tuesday) at 10:00 a.m. at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (A) the conditional disposal agreement dated 23 November 2018 (as amended and supplemented by the supplemental agreement dated 22 May 2019 and the second supplemental agreement dated 22 September 2019) (collectively, the “**Disposal Agreement**”) (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between 洛陽鼎和電力建設有限公司 (Luoyang Dinghe Electric Construction Limited[#]) as purchaser and Shropshire Property Limited 索普物業有限公司 (being a wholly-owned subsidiary of the Company) as vendor in relation to, among other matters, the disposal of 60% equity interest of Luoyang Golden Gulf Hotel Company Limited (洛陽金水灣大酒店有限公司) at the consideration of RMB61 million and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(B) any one of the directors of the Company (the “**Director**”) be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things, including agreeing to such amendments, extensions or waivers, deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Disposal Agreement and the transactions contemplated thereunder as he may in his absolute discretion consider necessary, desirable or expedient to give effect to the Disposal Agreement and the implementation of all transactions contemplated thereunder.”

2(A). “**THAT** the re-election of Mr. Lai Tsz Wah as a Director be and is hereby approved.”

2(B). “**THAT** the re-election of Mr. Dong Bo, Frederic as a Director be and is hereby approved.”

SPECIAL RESOLUTION

3. “**THAT** conditional upon compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (as amended), with effect from the business day (as defined below) immediately following the date of passing of this resolution (“**Reduction Effective Date**”):

(A) the entire amount standing to the credit of the share premium account of the Company as at the Reduction Effective Date be reduced to nil (“**Reduction of Share Premium**”) and the credit arising therefrom be transferred to the contributed surplus account of the Company;

(B) the Directors be and are hereby authorised to apply any credit balance in the contributed surplus account of the Company in such manner as they consider appropriate from time to time and in accordance with the laws of Bermuda and the bye-laws of the Company, including but not limited to setting off the accumulated losses of the Company; and

(C) the Directors be and are hereby authorised generally to do and carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the Reduction of Share Premium and the application of the credit which will be arising therefrom.

For the purpose of this resolution, “business day” means a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which licensed banks in Hong Kong are generally open for business.”

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

Hong Kong, 4 November 2019

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Room 3401, 34th Floor
Hopewell Centre
183 Queen’s Road East
Wan Chai
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the SGM 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 represent 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(s) as such shareholder could exercise.
2. The instrument appointing a proxy must 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 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, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof 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. 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 SGM and/or at any adjournment thereof should he/she/it so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. Where there are joint holders of any share of the Company, any one of such holders may vote at the SGM and/or 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/or at any adjournment thereof personally or by proxy, then the one of such holders whose name stands first on the register of members 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.
5. 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 4 December 2019 (Wednesday) to 10 December 2019 (Tuesday) (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the SGM, all transfer documents 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 3 December 2019 (Tuesday) for registration.

[#] *The English name of the entity is the transliteration of the Chinese name and shall not constitute the formal name of the relevant entity.*

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

Executive Directors:

Dr. Yap, Allan (*Chairman*)
Mr. Lai Tsz Wah (*Managing Director*)
Mr. Dong Bo, Frederic
Mr. Wong Kui Shing, Danny

Independent Non-executive Directors:

Mr. Kwok Ka Lap, Alva
Mr. Poon Kwok Hing, Albert
Mr. Sin Chi Fai