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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 at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on 10 December 2019 (Tuesday) at 10:15 a.m. (or immediately following the conclusion of the special 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 purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

#### **SPECIAL RESOLUTION**

**“THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “Rosedale Hotel Holdings Limited” to “GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED” and the secondary name of the Company in Chinese be changed from “珀麗酒店控股有限公司” to “大灣區聚變力量控股有限公司” with effect from the date of the entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda in place of the existing name of the Company (the “**Proposed Change of Company Name**”); and

- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents and instruments for and on behalf of the Company and make such arrangements as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Proposed Change of Company Name.”

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

Hong Kong, 15 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 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.

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