

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to the accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 of Rosedale Hotel Holdings Limited (the “Company”) will be held at Shop B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Wednesday, 1 September 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“THAT

- (i) the repurchase by the Company of the 2% convertible exchangeable notes due 2011 issued by the Company (the “**Notes**”) from the holders (“**Noteholder**”) of the Notes (including but not limited to Asia Will Limited) pursuant to the terms and conditions as set out in the offer letters each dated 30 June 2010 issued by the Company (as varied by notices of extension each dated 5 July 2010) (a copy of each offer letter having been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) at a consideration to be satisfied by, at the election of the Noteholders, in cash equal to 88% of the outstanding principal amount of the Notes or the issue and allotment of ordinary shares of HK\$0.01 each in the share capital of the Company (“**Offer Consideration Shares**”) at HK\$0.6 per Offer Consideration Share or a combination of both (the “**Repurchase Offer**”) and the transactions contemplated thereunder be and are hereby approved;

- (ii) the issue and allotment of 111,666,000 Offer Consideration Shares pursuant to the terms of the Repurchase Offer be and is hereby approved; and
- (iii) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient in relation to the Repurchase Offer and the issue and allotment of the Offer Consideration Shares including without limitation to the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

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

Hong Kong, 16 August 2010

Notes:

1. Any shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting of the Company. 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 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 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 notarially certified copy of the power or authority shall be deposited at the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting 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. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting 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 meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting 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.

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

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*)
Ms. Chan Ling, Eva (*Managing Director*)
Dr. Yap, Allan
Mr. Chan Pak Cheung, Natalis

Independent non-executive Directors:

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