

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 its 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 Gemini Room, 33rd Floor, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Tuesday, 10 April 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 1 February 2012 (the “**Disposal Agreement**”) entered into between Eagle Spirit Holdings Limited (the “**Vendor**”), an indirect wholly-owned subsidiary of the Company, as vendor, the Company as vendor’s guarantor and Ascendas Hospitality Holdings Pte Ltd (the “**Purchaser**”) as purchaser (a copy of which together with, inter alia, the Master Lease (as hereinafter defined) and the Maintenance Deed (as hereinafter defined) attached and signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “A”) pursuant to which the Vendor agrees to sell the entire issued share capital of More Star Limited

(“**More Star**”) and the entire amount of the shareholder’s loan due by More Star to the Vendor at the date of completion of the Disposal Agreement (the “**Completion**”), the terms and conditions thereof and the transactions contemplated thereunder including:

- (i) the Vendor granting a put option (“**Put Option**”) to the Purchaser under the Disposal Agreement pursuant to which the Purchaser may require the Vendor to purchase all the issued shares of and in More Star and all shareholder’s loans due by More Star to the Purchaser as at completion of the Put Option upon occurrence of certain event and the completion of the acquisition of such shares and shareholder’s loans by the Vendor under the Put Option in the event the Purchaser exercises the Put Option;
- (ii) Rosedale Hotel Kowloon Limited (“**Rosedale Kowloon**”), a wholly-owned subsidiary of the Company, entering into a master lease (the “**Master Lease**”) as lessee with Fortress State International Limited (“**Fortress State**”) as lessor upon the later of (i) issuance of the Certificate of Compliance (as defined under the circular of the Company dated 21 March 2012); and (ii) Completion; and
- (iii) in the event the Master Lease is not entered into by Rosedale Kowloon by the date of Completion, Rosedale Kowloon entering into a maintenance deed (the “**Maintenance Deed**”) as operator with Fortress State as owner,

and the execution thereof be and are hereby approved, confirmed and ratified;

- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Disposal Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.”

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

Hong Kong, 21 March 2012

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 26th Floor, 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*)
Mr. Chan Pak Cheung, Natalis

Independent Non-executive Directors:

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