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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)**

### **SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING IN RESPECT OF POSSIBLE DISPOSAL**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement (the “**Announcement**”) of Rosedale Hotel Holdings Limited (the “**Company**”) dated 24 October 2012 in relation to the possible disposal (the “**Possible Disposal**”) of the entire issued share capital of Square Inn Hotel Management Limited (the “**Target**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

#### **BACKGROUND**

As set out in the Announcement, (i) upon signing of the MOU, HK\$5,200,000 shall be paid by the Purchaser to the Vendor as earnest money which will automatically be applied as deposit and part payment of Consideration upon signing of the Formal Agreement; and (ii) the Signing Date of the Formal Agreement shall be a date falling on or before 31 January 2013 or such later date as may be agreed by the parties in writing.

As at the date of this announcement, HK\$5,200,000 has been paid by the Purchaser to the Vendor as earnest money.

## THE SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING

On 25 January 2013 (after trading hours), the Vendor and the Purchaser entered into a supplemental memorandum of understanding (the “SUPP MOU”), pursuant to which the parties agreed that:

- (i) an additional amount of HK\$10,400,000 shall be paid by the Purchaser to the Vendor upon signing of the SUPP MOU as further earnest money to the Possible Disposal; and
- (ii) the Signing Date be extended to a date falling on or before 30 April 2013 or such later date as may be agreed by the parties in writing.

Save as disclosed above, other terms of the MOU remain unchanged.

The Board wishes to emphasise that no legally binding agreement in relation to the Possible Disposal has been entered into by the parties as at the date of this announcement. **As the Formal Agreement in respect of the Possible Disposal may or may not be entered into, investors and shareholders of the Company are advised to exercise caution when dealing in the shares of the Company.**

The entering into of the Formal Agreement, if materialised, may constitute a notifiable transaction for the Company under the Listing Rules. Further announcement in respect of the Possible Disposal will be made by the Company as and when appropriate in accordance with the Listing Rules.

By Order of the Board of  
**Rosedale Hotel Holdings Limited**  
**Chan Ling, Eva**  
*Managing Director*

Hong Kong, 25 January 2013

As at the date of this announcement, 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