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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 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, 13 August 2013 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**

- (a) the capital increase agreement dated 31 May 2013 (the “Capital Increase Agreement”) entered into between DS Eastin Limited (“DS Eastin”), a subsidiary of the Company, the Company as DS Eastin’s guarantor, Rosedale Hotel Beijing Co., Ltd. (“Rosedale Beijing”) and China Private Ventures Ltd. (the “Investor”) (a copy of which, together with, inter alia, (i) the draft share pledge (the “Share Pledge”) in respect of 50% of the equity interest in Rosedale Beijing to be executed by 北京浩洋房地產開發有限公司 (the “PRC Investor”) to secure the payment obligation of a compensation amount to DS Eastin and (ii) the draft shareholders’ agreement (the “Shareholders Agreement”) to be executed by the PRC Investor and DS Eastin annexed and signed by the Chairman of the meeting for the purpose of identification, has been produced to the meeting marked “A”) pursuant to which the Investor conditionally agrees to procure its subsidiary, the PRC Investor to make a capital contribution to the registered capital of Rosedale Beijing, such that upon completion of such capital contribution the PRC Investor will own 80%

equity interest of Rosedale Beijing, the terms and conditions thereof and the transactions contemplated thereunder including (i) the Share Pledge and (ii) the Shareholders Agreement, be and are hereby approved, confirmed and ratified; and

- (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 Capital Increase 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, 26 July 2013

*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 any 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