Rosedale

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 "**Meeting**") of Rosedale Hotel Holdings Limited (the "**Company**") will be held at 3:30 p.m. on Thursday, 27 November 2014 at Gemini Room, 33rd Floor, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:–

ORDINARY RESOLUTIONS

1. "**THAT**:

   (a) the sale by Easy Vision Holdings Limited ("**Easy Vision**"), a direct wholly-owned subsidiary of the Company, of 1 ordinary share with a par value of US$1 in the share capital of Eagle Spirit Holdings Limited ("**Eagle Spirit**") and the amounts due from Eagle Spirit to Easy Vision as at the completion date for an aggregate consideration of not exceeding HK$566 million, pursuant to the agreement dated 11 April 2014 (the "**Eagle Spirit Agreement**") entered into between Easy Vision as the vendor and Silver Infinite Limited as the purchaser, the Company as the vendor's guarantor and ITC Properties Group Limited ("**ITCP**") as the purchaser's guarantor (a copy of which has been produced to the Meeting and marked "A" and has been signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereby, be and are hereby approved; and

(b) any one director of the Company be authorised to do all such acts and things, including agreeing to such amendments or extensions and execute all such documents on behalf of the Company as he/she may consider necessary or expedient or desirable to give effect to or in connection with the Eagle Spirit Agreement, or any of the transactions contemplated thereby."

2. "**THAT**:

(a) the sale by Rosedale Hotel Group Limited ("**Rosedale Hotel**"), a non wholly-owned subsidiary of the Company, of 1 ordinary share with a par value of US$1 in the share capital of Makerston Limited ("**Makerston**") and the amounts due from Makerston to Rosedale Hotel as at the completion date for an aggregate consideration of not exceeding HK$324 million, pursuant to the agreement dated 11 April 2014 (the "**Makerston Agreement**") entered into between Rosedale Hotel as the vendor, Silver Infinite Limited as the purchaser, the Company as the vendor's guarantor and ITCP as the purchaser's guarantor (a copy of which has been produced to the Meeting and marked "B" and has been signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereby, be and are hereby approved;

(b) any one director of the Company be authorised to do all such acts and things, including agreeing to such amendments or extensions and execute all such documents on behalf of the Company as he/she may consider necessary or expedient or desirable to give effect to or in connection with the Makerston Agreement, or any of the transactions contemplated thereby."

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

Hong Kong, 10 November 2014

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder 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 Meeting. 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 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 Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time for holding the Meeting or adjournment thereof (as the case may be) 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/she/it 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.

5. If a typhoon signal No. 8 or above, or a "black" rainstorm warning signal is in effect any time after 12:30 p.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify shareholders of the Company of the date, time and place of the rescheduled Meeting.

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