
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Rosedale Hotel Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of Rosedale Hotel Holdings Limited (“SGM”) to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 1 June 2017 at 10:15 a.m. (or immediately following the conclusion of the annual general meeting of the Company which has been convened to be held at 10:00 a.m. on the same date and at the same place, whichever is the later) is enclosed. A form of proxy for use at the SGM is also enclosed.

Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the SGM or adjourned meeting should you so wish.

10 May 2017

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors;
“Company”	Rosedale Hotel Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange;
“Directors”	the directors of the Company;
“Existing Scheme Mandate Limit”	65,767,587 Shares, being the maximum number of Shares that may be allotted and issued pursuant to the exercise of all options granted or to be granted under the Share Option Scheme and any other share option schemes of the Company, which was approved by the Shareholders at the annual general meeting of the Company held on 30 May 2013;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	8 May 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme;
“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit;

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company – which shall mean (i) in aggregate not exceeding 10% of the Shares in issue as at the date of the adoption of the Share Option Scheme; or (ii) if such limit in (i) above is to be refreshed thereafter, not exceeding 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;
“SGM Notice”	notice of the Special General Meeting which is set out on pages 7 to 8 of this circular;
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 30 May 2013;
“Shareholder(s)”	registered holder(s) of the Share(s);
“Special General Meeting”	the special general meeting of the Company to be held on 1 June 2017, to consider and, if appropriate, to approve the resolution proposed at such meeting (and any adjournment thereof);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

LETTER FROM THE BOARD



Rosedale Hotel Holdings Limited

珀麗酒店控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

Executive Directors:

Dr. Yap, Allan (*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

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal

place of business:
Room 3401, 34th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

10 May 2017

*To the Shareholders, and for information only,
holders of options of the Company*

Dear Sir or Madam,

**PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the Special General Meeting for the approval of the Proposed Refreshment, together with the SGM Notice.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT

The Share Option Scheme was adopted by the Company pursuant to an ordinary resolution of the Shareholders passed on 30 May 2013. The purpose of the Share Option Scheme is to provide incentives or rewards to participants for their contribution or potential contribution to the Group. Apart from the Share Option Scheme, the Company has no other subsisting share option scheme.

Under the Existing Scheme Mandate Limit, the number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme and any other share option schemes of the Company is 65,767,587 Shares, representing 10% of the issued Shares as at 30 May 2013, being the date of adoption of the Share Option Scheme and the date of passing of the relevant Shareholders' resolution approving the Existing Scheme Mandate Limit. Such 10% limit has not been previously refreshed since the date of adoption of the Share Option Scheme. Subject to prior approval by the Shareholders, the Company may, at any time, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of such Shareholders' approval.

As at the Latest Practicable Date, set out below are the particulars regarding the Options since the approval of the Existing Scheme Mandate Limit (unless otherwise specified):

	Number of Shares regarding the Options
Granted:	65,600,000
Exercised:	0
Cancelled:	0
Lapsed:	0
Outstanding in respect of the Options granted from the date of approval of the Existing Scheme Mandate Limit:	65,600,000
Unused Existing Scheme Mandate Limit:	167,587

As at the Latest Practicable Date, the Company had almost fully utilised the Existing Scheme Mandate Limit. The Board considers that the Proposed Refreshment will provide greater flexibility to the Company in relation to the granting of Options, which shall be in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the total number of Shares in issue was 789,211,046 Shares. Subject to the approval of the Proposed Refreshment and assuming no further Shares will be issued or repurchased prior to the Special General Meeting, the maximum number of Shares which may be issued upon the exercise of all Options to be granted pursuant to the Proposed Refreshment will be 78,921,104 Shares. Options previously granted under the Share Option Scheme (including, without limitation, those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Proposed Refreshment.

LETTER FROM THE BOARD

Pursuant to the terms of the Share Option Scheme and in accordance with Rule 17.03(3) of the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company shall not exceed 30% of the Shares in issue from time to time. Assuming that the Proposed Refreshment is approved, the maximum number of Shares which may be allotted and issued under the Share Option Scheme (including (i) 78,921,104 additional Shares fall to be allotted and issued upon exercise of Options to be granted under the Share Option Scheme with the refresh Scheme Mandate Limit and (ii) the 65,600,000 Shares that may be allotted and issued upon exercise in full the outstanding Options granted under the Share Option Scheme) represents approximately 18.31% of the Shares in issue as at the Latest Practicable Date and accordingly, does not exceed the 30% limit as at the Latest Practicable Date.

The Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit to permit the granting of further Options so as to provide incentives to, and recognise the contributions of, the eligible participants. The Board therefore decided to seek the approval of the Shareholders at the Special General Meeting by poll to refresh the Scheme Mandate Limit (i.e. up to 10% of the Shares in issue as at the date of Special General Meeting for passing of the relevant ordinary resolution).

The Proposed Refreshment is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the Special General Meeting to approve the Proposed Refreshment; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

SPECIAL GENERAL MEETING

A notice convening the Special General Meeting to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 1 June 2017 at 10:15 a.m. (or immediately following the conclusion of the annual general meeting of the Company which has been convened to be held at 10:00 a.m. on the same date and at the same place, whichever is the later) is set out on pages 7 to 8 of this circular. Pursuant to Rules 13.39(4) to 13.39(5) of the Listing Rules, any voting of the Shareholders at the Special General Meeting will be taken by way of poll and an announcement on the poll results of the Special General Meeting will be made by the Company.

For the purpose of determining Shareholders who are entitled to attend and vote at the Special General Meeting, the register of members of the Company will be closed from Thursday, 25 May 2017 to Thursday, 1 June 2017, both days inclusive, during which period no transfer of Shares will be registered.

LETTER FROM THE BOARD

To be eligible to attend and vote at the Special General Meeting, all transfer of Shares accompanied by the relevant share certificates must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 24 May 2017.

A form of proxy for use by the Shareholders at the Special General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Special General Meeting in person, you are requested to complete the form of proxy and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Special General Meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the Special General Meeting or any adjourned meeting should you so wish.

RECOMMENDATION

The Directors consider that the proposed resolution in respect of the Proposed Refreshment is in the interests of the Company, the Shareholders and, in particular, the Group as a whole. The Directors therefore recommend the Shareholders to vote in favour of such resolution to be proposed at the Special General Meeting.

Yours faithfully,
For and on behalf of the Board
Rosedale Hotel Holdings Limited
Yap, Allan
Chairman

NOTICE OF SPECIAL GENERAL MEETING



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 (“**Company**”) will be held at Forum Room I, Basement 2, Regal Hongkong Hotel, Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 1 June 2017 at 10:15 a.m. (or immediately following the conclusion of the annual general meeting of the Company which has been convened to be held at 10:00 a.m. on the same date and at the same place, whichever is the later) for the purposes of considering and, if thought fit, passing the following resolution (with or without amendments) as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of HK\$0.01 each in the share capital of the Company (“**Shares**”) which may fall to be allotted and issued pursuant to the exercise of options which may be granted under the share option scheme of the Company adopted on 30 May 2013 (“**Share Option Scheme**”) representing 10% of the Shares in issue as at the date on which this resolution is passed, pursuant to the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10% limit (“**Refreshed Scheme Mandate Limit**”) under the Share Option Scheme provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the Shares in issue as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit); and

NOTICE OF SPECIAL GENERAL MEETING

- (b) the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

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

Hong Kong, 10 May 2017

Notes:

1. Any shareholder of the Company entitled to attend and vote at the special general meeting (“SGM”) (and at any adjournment thereof) shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to present him/her/it and vote on his/her/its behalf at the SGM. 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. For the purpose of determining shareholders who are entitled to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 25 May 2017 to Thursday, 1 June 2017, both days inclusive, during which period, no transfer of shares will be registered. To be eligible to attend and vote at the SGM, all transfer of shares accompanied by the relevant share certificates must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 24 May 2017.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under the 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 a notarially certified copy of such power or authority, shall be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time for holding the SGM or adjourned meeting (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.
4. A form of proxy for use at the SGM is enclosed.
5. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting at the SGM or adjourned meeting (as the case may be) and in such event, the proxy shall be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the SGM (and at any adjournment thereof), 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 SGM (and at any adjournment thereof) personally or by proxy, then the one of such holders whose name stands first on the register of shareholders 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 of directors of the Company consists of Dr. Yap, Allan, Ms. Chan Ling, Eva and Mr. Chan Pak Cheung, Natalis (being executive Directors), Mr. Kwok Ka Lap, Alva, Mr. Poon Kwok Hing, Albert and Mr. Sin Chi Fai (being independent non-executive Directors).