



Rosedale Hotel Holdings Limited

珀麗酒店控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

Form of Proxy for the Special General Meeting to be held on Thursday, 1 June 2017 (and any adjournment thereof)

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the share capital of Rosedale Hotel Holdings Limited ("Company") **HEREBY APPOINT** ^(Note 3) the Chairman of the special general meeting of the Company, or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting ("SGM") of the Company 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) (and at any adjournment thereof) in respect of the resolution ("Resolution") set out in the notice convening the SGM as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit and on any resolution properly put to the SGM and any adjournment thereof.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To refresh the scheme mandate limit under the share option scheme adopted by the Company on 30 May 2013.		

* The full text of the resolution is set out in the Notice of SGM

Signature ^(Note 5): _____

Dated: _____ 2017

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out "the Chairman of the special general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE A TICK ("✓") IN THE APPROPRIATE BOXES.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his/her discretion whether to vote for or against the Resolution or to abstain from voting. Your proxy will also be entitled to vote or abstain from voting at his/her discretion on any resolution properly put to the SGM and any adjournment thereof other than those referred to in the notice convening the SGM.
5. This form of proxy must be signed under the hand of the appointor or of his/her 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.
6. Any shareholder of the Company entitled to attend and vote at the 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 represent 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.
7. 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.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the SGM or adjourned meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.
9. Where there are joint holders of any share of the Company, any one of such joint holders may vote, 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 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.