



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 Annual General Meeting of the Company to be held on Tuesday, 31 May 2016 (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 capital of Rosedale Hotel Holdings Limited (the "Company") HEREBY APPOINT ^(Note 3) the Chairman of the annual 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 annual general meeting (the "AGM") of the Company to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 31 May 2016 at 10:00 a.m. (and at any adjournment thereof) in respect of the resolutions (the "Resolutions") set out in the notice convening the AGM as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit and on any resolution properly put to the AGM and at any adjournment thereof.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 31 December 2015.		
2.	(i) To re-elect Ms. Chan Ling, Eva as a director		
	(ii) To re-elect Mr. Sin Chi Fai as a director		
3.	To authorise the board of directors to fix the directors' remuneration.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix the remuneration of auditor.		
5.	(A) To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of this resolution.*		
	(B) To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of the issued shares of the Company as at the date of this resolution.*		
	(C) To extend the general mandate granted to the directors to allot, issue and deal with shares of the Company pursuant to Resolution No. 5(A) by the total number of the shares of the Company repurchased by the Company pursuant to Resolution No. 5(B).*		

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

Signature ^(Note 5): _____

Dated: _____ 2016

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 relate 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 annual 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 Resolutions or to abstain from voting. Your proxy will be entitled to vote at his/her discretion on any resolution properly put to the AGM and at any adjournment thereof other than those referred to in the notice convening the AGM.
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 AGM (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 AGM. 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 branch share registrar and transfer office of the Company 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 AGM 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.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM and at any adjournment thereof if you so wish and in such event, the 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 AGM (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.