



# 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 Tuesday, 10 December 2019 (and/or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of HK\$0.01 each in the capital of Rosedale Hotel Holdings Limited (the “Company”) **HEREBY APPOINT** <sup>(Note 3)</sup> \_\_\_\_\_ the chairman of the special general meeting (the “Meeting”) of the Company, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 10:00 a.m. on Tuesday, 10 December 2019 at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong (and/or at any adjournment thereof) in respect of the resolutions (“Resolutions”) set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit and on any resolution properly put to the Meeting and/or any adjournment thereof.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve the disposal agreement dated 23 November 2018 (as amended and supplemented by the supplemental agreement dated 22 May 2019 and the second supplemental agreement dated 22 September 2019) entered into between 洛陽鼎和電力建設有限公司 (Luoyang Dinghe Electric Construction Limited <sup>(Note 5)</sup> ) as purchaser and Shropshire Property Limited 索普物業有限公司 (being a wholly-owned subsidiary of the Company) as vendor in relation to, among other matters, the disposal of 60% equity interest of Luoyang Golden Gulf Hotel Company Limited (洛陽金水灣大酒店有限公司) at the consideration of RMB61 million and all the transactions contemplated thereunder.		
2(A).	To approve the re-election of Mr. Lai Tsz Wah as a director of the Company.		
2(B).	To approve the re-election of Mr. Dong Bo, Frederic as a director of the Company.		
SPECIAL RESOLUTION			
3.	To approve the Reduction of Share Premium (as defined in the notice convening the Meeting) and the transfer of the credit arising therefrom to the contributed surplus account of the Company.		

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

Dated: \_\_\_\_\_ 2019

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman is preferred, please strike out “the chairman of the special general meeting (the “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.**
- 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 also be entitled to vote or abstain from voting at his/her discretion on any resolution properly put to the Meeting and/or any adjournment thereof other than those referred to in the notice convening the Meeting.
- The English name of the entity is the transliteration of the Chinese name and shall not constitute the formal name of the relevant entity.
- This form of proxy must 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 seal or under the hand of an officer or attorney duly authorised.
- Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her 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 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(s) as such shareholder could exercise.
- To be valid, this form of 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, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting and/or at any adjournment thereof should you so wish and, in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting and/or 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 Meeting and/or 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.