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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)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 27 NOVEMBER 2014**

The Board is pleased to announce that the Ordinary Resolutions were duly passed by the Independent Shareholders by way of poll at the SGM held on 27 November 2014.

Reference is made to the announcements of Rosedale Hotel Holdings Limited (the “**Company**”) dated 23 April 2014 and 23 September 2014, the circular of the Company dated 10 November 2014 (the “**Circular**”) and the notice of SGM dated 10 November 2014 (the “**Notice**”) in relation to the disposals of shares in and shareholder’s loans to Makerston Limited and Eagle Spirit Holdings Limited (the “**Disposals**”). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

#### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the ordinary resolutions (the “**Ordinary Resolutions**”) set out in the Notice to approve the Disposals under the Agreements and the transactions contemplated thereunder were duly passed by the Independent Shareholders by way of poll at the SGM held on 27 November 2014.

As at the date of the SGM, the total number of issued Shares was 657,675,872 Shares. As stated in the Circular, ITCC, its close associates and directors (who hold any Shares), CEL and its close associates, Dr. Chan Kwok Keung, Charles, Mr. Cheung Hon Kit, Mr. Poon Kwok Hing, Albert, Mr. Sin Chi Fai and Mr. Kwok Ka Lap, Alva would abstain from voting in respect of the Ordinary Resolutions at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, ITCC, its close associates and directors (including Dr. Chan Kwok Keung, Charles), CEL and its close associates, Mr. Cheung Hon Kit (did not hold any Shares), Mr. Poon Kwok Hing, Albert (did not hold any Shares), Mr. Sin Chi Fai (did not hold any Shares) and Mr. Kwok Ka Lap, Alva, holding in aggregate of 245,506,374 Shares, had abstained from voting on the Ordinary Resolutions at the SGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Ordinary Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules. Accordingly, the total number of the Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolutions at the SGM was 412,169,498 Shares, representing approximately 62.67% of the issued share capital of the Company as at the date of the SGM.

The Company had appointed Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, as scrutineer for the vote-taking at the SGM.

The poll results in respect of the Ordinary Resolutions are as follows:

<b>Ordinary Resolutions</b> <sup>Note</sup>		<b>Number of Shares (Approximate percentage (%) of total number of Shares voted)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the disposal of the share in and shareholder's loan to Eagle Spirit Holdings Limited under the Eagle Spirit Agreement and the transactions contemplated thereunder.	48,723,859 (99.87%)	62,000 (0.13%)
2.	To approve the disposal of the share in and shareholder's loan to Makerston Limited under the Makerston Agreement and the transactions contemplated thereunder.	48,723,859 (99.87%)	62,000 (0.13%)

*Note:* The full text of the Ordinary Resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, all the Ordinary Resolutions were duly passed at the SGM.

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

Hong Kong, 27 November 2014

As at the date of this announcement, 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