



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 of the Company to be held on Thursday, 27 November 2014 (or 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 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 3:30 p.m. on
Thursday, 27 November 2014 at Gemini Room, 33rd Floor, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong (or any
adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and if no such
indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting or any adjournment thereof.

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
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.		
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.		

Signature ^(Note 6): _____

Dated: _____ 2014

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 relate 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 Meeting, 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- The full text of the resolutions is set out in the notice convening the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST A RESOLUTION, PLEASE PLACE A TICK (“✓”) IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion. Your proxy will be entitled to vote at his 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.
- This form of proxy must be signed under the hand of the appointor or of his 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 entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder 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 as such shareholder could exercise.
- 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 of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time for holding the Meeting or any 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish and in such event the 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, 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 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.