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If you have sold or transferred all your shares in Rosedale Hotel Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF SPECIAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A letter from the Board is set out on pages 2 to 4 of this circular. A notice convening the SGM to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 10 December 2019 at 10:15 a.m. (or immediately following the conclusion of the special 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) is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is enclosed.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deliver it to 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 as soon as possible and in any event not less than 48 hours before the time for holding the SGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the SGM and/or at any adjournment thereof should you so wish.

15 November 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Rosedale Hotel Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1189)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the name of the Company from “Rosedale Hotel Holdings Limited” to “GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED” and change of the secondary name of the Company in Chinese from “珀麗酒店控股有限公司” to “大灣區聚變力量控股有限公司”
“SGM”	the special general meeting of the Company to be convened and held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 10 December 2019 at 10:15 a.m. (or immediately following the conclusion of the special general meeting 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/or any adjournment thereof for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Rosedale Hotel Holdings Limited

珀麗酒店控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

Executive Directors:

Dr. Yap, Allan (*Chairman*)

Mr. Lai Tsz Wah (*Managing Director*)

Mr. Dong Bo, Frederic

Mr. Wong Kui Shing, Danny

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Mr. Kwok Ka Lap, Alva

Mr. Poon Kwok Hing, Albert

Mr. Sin Chi Fai

*Head office and principal place of
business in Hong Kong:*

Room 3401, 34th Floor

Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

15 November 2019

To Shareholders, and for information only, holders of options of the Company

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 8 November 2019 in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with, among other things, (i) details of the Proposed Change of Company Name; and (ii) a notice of the SGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Rosedale Hotel Holdings Limited” to “GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED” and to change the secondary name of the Company in Chinese from “珀麗酒店控股有限公司” to “大灣區聚變力量控股有限公司”.

LETTER FROM THE BOARD

CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

- (a) the passing of a special resolution by the Shareholders at the SGM to approve the Proposed Change of Company Name; and
- (b) the Registrar of Companies in Bermuda having approved the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of the entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda in place of the existing name. Upon the Proposed Change of Company Name becomes effective and the receipt of the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda, the Company will carry out all necessary registration and filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group's business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Group's business development and therefore considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

EFFECT OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position. All the existing share certificates in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of title to the Shares and the existing share certificates will continue to be valid for trading, settlement, registration, and delivery purposes. Accordingly, there will not be any arrangement for exchange of the existing share certificates for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names for trading of the shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

The Company will make further announcement(s) to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company as and when appropriate.

LETTER FROM THE BOARD

SGM

The SGM will be convened and held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 10 December 2019 at 10:15 a.m. (or immediately following the conclusion of the special 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), for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name.

A notice convening the SGM is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deliver it to 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 as soon as possible and in any event not less than 48 hours before the time for holding the SGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the SGM and/or at any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, the voting of the resolution as set out in the notice of SGM shall be taken by way of poll at the SGM. The results of the vote will be announced after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution set out in the notice of the SGM contained in this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Rosedale Hotel Holdings Limited
Yap, Allan
Chairman

NOTICE OF SPECIAL GENERAL MEETING



Rosedale Hotel Holdings Limited

珀麗酒店控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Rosedale Hotel Holdings Limited (the “Company”) will be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on 10 December 2019 (Tuesday) at 10:15 a.m. (or immediately following the conclusion of the special 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) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “Rosedale Hotel Holdings Limited” to “GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED” and the secondary name of the Company in Chinese be changed from “珀麗酒店控股有限公司” to “大灣區聚變力量控股有限公司” with effect from the date of the entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda in place of the existing name of the Company (the “**Proposed Change of Company Name**”); and
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents and instruments for and on behalf of the Company and make such arrangements as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Proposed Change of Company Name.”

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

Hong Kong, 15 November 2019

NOTICE OF SPECIAL GENERAL MEETING

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Room 3401, 34th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the SGM 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(s) as such shareholder could exercise.
2. The instrument appointing a 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. 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, 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 SGM or adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
3. Completion and delivery of an instrument appointing a proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM and/or at any adjournment thereof should he/she/it so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such holders may vote at the SGM 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 SGM 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.
5. A form of proxy for use at the SGM is enclosed herewith.
6. For the purpose of determining shareholders who are entitled to attend and vote at the SGM, the register of members of the Company will be closed from 4 December 2019 (Wednesday) to 10 December 2019 (Tuesday) (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on 3 December 2019 (Tuesday) for registration.