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**Dorsett Hospitality International Limited**  
**帝盛酒店集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*Website: <http://www.dorsett.com>*

**(Stock Code: 2266)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Dorsett Hospitality International Limited (the “**Company**”) will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wan Chai, Hong Kong on 22 September 2015 at 4:00 p.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the meeting of holders of ordinary shares of HK\$0.10 each in the share capital of the Company other than Far East Consortium International Limited, Willow Bliss Limited and other parties acting in concert with Willow Bliss Limited in relation to the Company, convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing the following as a special resolution and (with or without modifications) an ordinary resolution, respectively:

**SPECIAL RESOLUTION**

“**THAT AS A SPECIAL RESOLUTION** for the purposes of giving effect to the scheme of arrangement dated 31 August 2015 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme), on the Effective Date (as defined in the Scheme):

- (a) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme); and
- (b) the directors of the Company be and are hereby authorized to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose.”

## ORDINARY RESOLUTION

THAT AS AN ORDINARY RESOLUTION:

- (a) subject to and forthwith upon such reduction of share capital taking effect, the issued share capital of the Company shall be increased to its former amount by the allotment and issue to Willow Bliss Limited of the same number of ordinary shares of HK\$0.10 each in the capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished;
- (b) the Company shall apply the credit arising in its books of account as a result of such capital reduction referred to in paragraph (a) of the special resolution above in paying up in full at par the new ordinary shares issued, credited as fully paid, to Willow Bliss Limited and the directors of the Company be and are hereby authorised to allot and issue the same accordingly;
- (c) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose; and
- (d) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

By Order of the Board  
**Dorsett Hospitality International Limited**  
**WONG Kang Yean Clarence**  
*Chief Financial Officer and Company Secretary*

Dated 31 August 2015

*Registered Office*  
P.O. Box 309  
Ugland House Grand Cayman KY1-1104  
Cayman Islands

*Principal Place of Business in Hong Kong*  
18th Floor, Far East Consortium Building  
121 Des Voeux Road Central  
Central  
Hong Kong

*Notes:*

- (a) Any member entitled to attend and vote at the meeting (or any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (b) In the case of joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto; if more than one of such joint registered holders be present, personally or by proxy, one of the persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company.
- (c) In order to be valid, the proxy form must be completed and deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. However, the chairman of the extraordinary general meeting may in his discretion direct that this form of proxy be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from any member entitled to attend and vote at the meeting (or any adjournment hereof) that this form of proxy duly signed is in the course of transmission to the Hong Kong branch share registrar of the Company in Hong Kong at the above-stated address. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting. In the event that a member of the Company attends the meeting after having lodged his form of proxy, the form of proxy will be deemed to have been revoked.
- (d) A form of proxy for use at the meeting is enclosed.
- (e) The special resolution and ordinary resolution as set out above will be determined by way of a poll.
- (f) At the date of this notice, the executive directors of the Company are Ms. CHIU Wing Kwan Winnie and Mr. LAI Wai Keung; the non-executive directors of the Company are Tan Sri Dato' CHIU David, Mr. HOONG Cheong Thard and Mr. CHAN Chi Hing; and the independent non-executive directors of the Company are Mr. SHEK Lai Him Abraham, G.B.S., J.P., Mr. TO Peter, Dr. LIU Ngai Wing and Mr. ANGELINI Giovanni.
- (g) For the purpose of determining entitlement of shareholders to the right to attend and vote at the extraordinary general meeting (or any adjournment thereof), the register of members of the Company will be closed from Wednesday, 16 September 2015 to Tuesday, 22 September 2015, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Tuesday, 15 September 2015.
- (h) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.