

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Dorsett Hospitality International Limited 帝盛酒店集團有限公司, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**DORSETT**  
HOSPITALITY INTERNATIONAL  
帝盛酒店集團  
**Dorsett Hospitality International Limited**  
帝盛酒店集團有限公司  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 2266)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the AGM to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen's Road East, Wan Chai, Hong Kong on 28 August 2014 at 10:00 a.m. is set out on pages 13 to 17 of this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, 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 of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

25 July 2014

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wan Chai, Hong Kong on 28 August 2014 at 10:00 a.m., the notice of which is set out on pages 13 to 17 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Dorsett Hospitality International Limited 帝盛酒店集團有限公司, a company incorporated under the laws of the Cayman Islands and the Shares are listed on the Main Board of the Stock Exchange
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“FECIL”	Far East Consortium International Limited, a company incorporated under the laws of the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange, the indirect Controlling Shareholder and a substantial shareholder of the Company within the meaning of Part XV of the SFO
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing the relevant ordinary resolution at the AGM

## DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Date”	11 October 2010, the date on which dealings in the Shares first commenced on the Main Board of the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing the relevant ordinary resolution at the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



**DORSETT**

HOSPITALITY INTERNATIONAL

帝 盛 酒 店 集 團

**Dorsett Hospitality International Limited**

**帝 盛 酒 店 集 團 有 限 公 司**

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

**(Stock Code: 2266)**

*Executive Directors:*

Ms. CHIU, Wing Kwan Winnie (*President*)

Mr. LAI, Wai Keung

*Non-executive Directors:*

Tan Sri Dato' CHIU, David (*Chairman*)

Mr. HOONG, Cheong Thard

Mr. CHAN, Chi Hing

*Independent Non-executive Directors:*

Mr. SHEK, Lai Him Abraham

Mr. TO, Peter

Dr. LIU, Ngai Wing

Mr. ANGELINI, Giovanni

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal place of business in Hong Kong:*

6th Floor, Unicorn Trade Centre

127-131 Des Voeux Road Central

Central

Hong Kong

25 July 2014

*To the Shareholders*

Dear Sirs or Madams,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

**INTRODUCTION**

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM include, inter alia, (a) ordinary resolutions on the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of the retiring Directors.

## LETTER FROM THE BOARD

### GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 29 August 2013, the Directors were granted (a) a general and unconditional mandate to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution. On the assumption that 2,097,983,352 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or repurchased prior to the AGM, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 419,596,670 Shares;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares on the Stock Exchange not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law or any other applicable laws and regulations of the Cayman Islands to be held; or (c) the passing of an ordinary resolution by the Shareholders in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

As at the Latest Practicable Date, the Directors had no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

## **LETTER FROM THE BOARD**

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 16.18 of the Articles of Association, one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at the annual general meeting of the Company at least once every three years.

Mr. TO, Peter, Dr. LIU, Ngai Wing and Mr. ANGELINI, Giovanni will retire by rotation at the AGM pursuant to Article 16.18 of the Articles of Association and, being eligible, offer themselves for re-election as Directors at the AGM.

Biographical information of each of the retiring Directors who are proposed to be re-elected at the AGM is set out in Appendix II to this circular.

### **ACTIONS TO BE TAKEN**

Pages 13 to 17 of this circular is a notice convening the AGM at which the resolutions will be proposed, inter alia, as follows:

- (a) separate ordinary resolutions to approve the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate; and
- (b) separate ordinary resolutions to approve the proposed re-election of retiring Directors.

A proxy form for use at the AGM is enclosed with this circular and such proxy form is also published on the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.dorsett.com](http://www.dorsett.com)). Whether or not you are able to attend the AGM in person, you are advised to read the notice convening the AGM and to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, 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 of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **VOTING AT THE AGM**

Pursuant to Article 13.6 of the Articles of Association, all resolutions put to the votes of the Shareholders at the AGM shall be decided on a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATIONS**

The Directors consider that the ordinary resolutions in respect of the grant of the General Mandate, Repurchase Mandate and Extension Mandate and the re-election of retiring Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the AGM.

<b>LETTER FROM THE BOARD</b>
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**GENERAL INFORMATION**

Your attention is drawn to the additional information set out in the appendices to this circular.

**MISCELLANEOUS**

In the case of inconsistencies, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
By order of the Board  
**Dorsett Hospitality International Limited**  
帝盛酒店集團有限公司  
**CHIU, Wing Kwan Winnie**  
*President and Executive Director*



This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their equity securities on the Stock Exchange and any other stock exchange on which equity securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 2,097,983,352 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed ordinary resolution granting the Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 209,798,335 Shares.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Law, other applicable laws and regulations of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own equity securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by the Company may be made out of funds legally permitted to be used in this connection, including profits of the Company or out of the proceeds of a new issue of Shares made for that purpose or out of the Company's share premium account or, if so authorised by the Articles of Association and subject to the provisions of

<b>APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE</b>
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any applicable laws, out of share capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be provided out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the Company's share premium account.

#### **5. GENERAL**

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited financial statements contained in the annual report for the year ended 31 March 2014, in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

#### **6. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months before the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2013</b>		
July	1.960	1.710
August	1.900	1.730
September	1.830	1.650
October	1.780	1.660
November	1.720	1.610
December	1.640	1.530
<b>2014</b>		
January	1.650	1.430
February	1.640	1.430
March	1.580	1.410
April	1.520	1.360
May	1.390	1.270
June	1.440	1.290
July (up to the Latest Practicable Date)	1.390	1.320

#### **7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

## **8. CONNECTED PERSON**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, nor has any such connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

## **9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ample Bonus Limited, a wholly-owned subsidiary of FECIL, directly owns 1,553,879,650 Shares (approximately 74.07% of the issued Shares). In the event the power to repurchase Shares under the Repurchase Mandate is exercised in full and assuming that there is no change in the issued share capital of the Company after the Latest Practicable Date, Ample Bonus Limited and FECIL are not expected to incur an obligation to make a general offer to Shareholders as a result of an exercise of the Repurchase Mandate in full.

The Directors have no intention to exercise the Repurchase Mandate to such an extent so as to trigger a mandatory offer or the number of Shares which are in the hands of public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules). Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

## **10. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

The following sets out the biographical information of the retiring Directors eligible for re-election at the AGM:

### **Independent non-executive Directors**

**Mr. TO, Peter**, aged 66, has been an Independent Non-executive Director since 10 September 2010 and is the Chairman of the Remuneration Committee, and a member of each of the Audit Committee and Nomination Committee.

Mr. To obtained a Certificate of Housing from The University of Hong Kong in 1972 and later became a professional member of The Hong Kong Institute of Housing and The Chartered Institute of Housing, United Kingdom, formerly known as the Institute of Housing, United Kingdom.

Mr. To was an executive director of PCCW Limited, a company listed on the Main Board of the Stock Exchange, from 3 August 1999 to 30 June 2002, its deputy chairman from 3 August 1999 to 10 June 2001 and served as its consultant from 11 June 2001 to 31 October 2003. He was the chief executive officer and executive director of Pacific Century Regional Developments Limited, a company listed on the Singapore Stock Exchange, from 1997 to 2002. He was also a non-executive director of the Urban Renewal Authority from 1 May 2007 to 30 April 2013. He has been appointed as a director of the Hong Kong Airport Authority since 1 June 2014. He has been active in the property development and investment industry for more than 30 years. Save as disclosed herein, Mr. To did not hold any directorships in other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. To does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. To has been appointed by the Company for a term of three years from 11 October 2013 and may be terminated by giving three months' notice. Mr. To is subject to retirement by rotation and re-election at annual general meeting(s) of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment of Mr. To, Mr. To shall be entitled to a Director's fee of \$150,000 per annum. Directors' fees are determined by the Board with reference to that Director's responsibilities, abilities and performance, the Company's operations as well as remuneration benchmark in the industry and prevailing market conditions, subject to the Shareholders' authorization at the annual general meeting(s).

Mr. To does not have any relationship with any other Director, senior management or substantial shareholder(s) of the Company or Controlling Shareholder(s).

**Dr. LIU, Ngai Wing**, aged 63, has been an Independent Non-executive Director since 10 September 2010 and is the Chairman of the Audit Committee, and a member of each of the Remuneration Committee and Nomination Committee.

Dr. Liu holds a PhD Degree in Hotel and Tourism Management from the School of Hotel and Tourism Management of the Hong Kong Polytechnic University, a Doctor of Business Administration Degree from Curtin University of Technology, a Master of Arts Degree in China Studies from The Hong Kong University of Science and Technology, a Master of Arts Degree in Asian and International Studies from City University of Hong Kong, a Master of Science Degree in Global Business from The

<p style="text-align: center;"><b>APPENDIX II    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM</b></p>
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Chinese University of Hong Kong, a Master of Science Degree in Hotel and Tourism Management from the Hong Kong Polytechnic University and a Master Degree in Business Administration from The Open University of Hong Kong. He is also an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Dr. Liu was an executive director of eSun Holdings Limited (formerly known as Lai Sun Hotels International Limited) from 1 November 1998 to 22 May 2008 and chief executive officer from 1 November 1998 to 9 March 2000. He has been an independent non-executive director of Daiwa Associate Holdings Limited, a company listed on the Main Board of the Stock Exchange, since 17 September 2004. Save as disclosed herein, Dr. Liu did not hold any directorships in other listed public companies in the past three years.

As at the Latest Practicable Date, Dr. Liu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Dr. Liu has been appointed by the Company for a term of three years from 11 October 2013 and may be terminated by giving three months' notice. Dr. Liu is subject to retirement by rotation and re-election at annual general meeting(s) of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment of Dr. Liu, Dr. Liu shall be entitled to a Director's fee of \$150,000 per annum. Directors' fees are determined by the Board with reference to that Director's responsibilities, abilities and performance, the Company's operations as well as remuneration benchmark in the industry and prevailing market conditions, subject to the Shareholder's authorization at the annual general meeting(s).

Dr. Liu does not have any relationship with any other Director, senior management or substantial shareholder(s) of the Company or Controlling Shareholder(s).

**Mr. ANGELINI, Giovanni**, aged 68, has been an Independent Non-executive Director since 6 March 2012 and is a member of the Remuneration Committee.

Mr. Angelini is a senior and well respected professional within the hospitality industry world-wide with experience of over 47 years.

Before retirement, Mr. Angelini has spent 19 years with Shangri-La Hotels and Resorts including over 9 years as chief executive officer and managing director of the Global Management Group and executive director of Shangri-La Asia Limited, a company listed on the Main Board of the Stock Exchange. During his term of service, the group expanded from 17 hotels to 65 operating hotels plus over 35 new projects under development in various locations.

Before joining Shangri-La, Mr. Angelini has worked for 15 years with Westin Hotels and Resorts holding several key positions including the senior vice president for Asia-Pacific supervising the operating hotels and the development activities within the region.

Prior to Westin, Mr. Angelini was associated with a number of prestigious hotels and well known groups including the Americana Hotels, the Hong Kong and Shanghai Hotels and several other well known hotels in North and Central America, Europe and his native country Italy.

<p style="text-align: center;"><b>APPENDIX II    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM</b></p>
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Mr. Angelini holds memberships of many industry-related organizations and quality management groups. He is a recipient of Lifetime Achievement Awards multiple times, Corporate Hotelier of the World (2006), an Honorary Degree of Doctor of Business Administration in Hospitality Management by the Johnson & Wales University (Honoris Causa) in the USA, and, in particular, a knighthood from the Italian Government and several others. He is currently an independent consultant to the travel and tourism industry. Save as disclosed herein, Mr. Angelini did not hold any directorships in other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Angelini does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Angelini has been appointed by the Company for a term of three years from 11 October 2013 and may be terminated by giving three months' notice. Mr. Angelini is subject to retirement by rotation and re-election at annual general meeting(s) of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment of Mr. Angelini, Mr. Angelini shall be entitled to a Director's fee of HK\$150,000 per annum. Directors' fees are determined by the Board with reference to that Director's responsibilities, abilities and performance, the Company's operations as well as remuneration benchmark in the industry and prevailing market conditions, subject to the Shareholders' authorization at the annual general meetings.

Mr. Angelini does not have any relationship with any other Directors, senior management or substantial shareholder(s) of the Company or Controlling Shareholder(s).

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of each of the above retiring Directors and there is no information which is discloseable nor is/was each of the retiring Directors involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**NOTICE OF AGM**



**DORSETT**

HOSPITALITY INTERNATIONAL

帝 盛 酒 店 集 團

**Dorsett Hospitality International Limited**

**帝 盛 酒 店 集 團 有 限 公 司**

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

**(Stock Code: 2266)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Dorsett Hospitality International Limited 帝盛酒店集團有限公司 (the “**Company**”) will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wan Chai, Hong Kong on 28 August 2014 at 10:00 a.m. for the purpose of transacting the following business:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor for the year ended 31 March 2014.
2. To declare a final dividend for the year ended 31 March 2014.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) To re-elect Mr. TO, Peter as independent non-executive director.
  - (b) To re-elect Dr. LIU, Ngai Wing as independent non-executive director.
  - (c) To re-elect Mr. ANGELINI, Giovanni as independent non-executive director.
  - (d) To authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors to fix their remuneration.

## NOTICE OF AGM

To consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution:

5. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares in the Company) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares in the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company shall not exceed the aggregate of:
  - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution; and
  - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and



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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable laws and regulations of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares in the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

To consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution:

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) (the “**Companies Law**”) of the Cayman Islands and all other applicable laws and regulations in this regard, be and the same is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of shares in the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable laws and regulations of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

As special business, to consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution:

- 7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby extended by the addition to the aggregate nominal amount of shares in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

By order of the Board  
**Dorsett Hospitality International Limited**  
帝盛酒店集團有限公司  
**CHIU, Wing Kwan Winnie**  
*President and Executive Director*

Hong Kong, 25 July 2014

*Principal place of business in Hong Kong:*  
6th Floor, Unicorn Trade Centre,  
127-131 Des Voeux Road Central,  
Central, Hong Kong

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*Notes:*

1. For the purpose of determining the entitlement of the shareholders to attend the annual general meeting to be held on 28 August 2014, the register of members of the Company will be closed from 26 August 2014 to 28 August 2014, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the right to attend and vote at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (the "**Branch Registrar**") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 25 August 2014.
2. Subject to the approval of the shareholders at the annual general meeting, the proposed final dividend will be distributed on or about 31 October 2014 to the shareholders whose names appear on the register of members of the Company on 18 September 2014. For the purpose of determining the entitlement of the shareholders to the proposed final dividend, the register of members of the Company will be closed from 16 September 2014 to 18 September 2014, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Branch Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 15 September 2014.
3. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him.
4. To be valid, the proxy form together with a 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 office of the Branch Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof.
5. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint registered holders of a share in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto or if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. In relation to the re-election of retiring directors, the board of directors proposes that the retiring directors (the names set out in item 3 above) be re-elected as directors. Details of the retiring directors eligible for re-election are set out in the circular to the shareholders dated 25 July 2014.
8. In relation to the proposed resolution numbered 6 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the Company and its shareholders. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in the circular to the shareholders dated 25 July 2014.

*As at the date of this notice, the executive directors are Ms. CHIU, Wing Kwan Winnie and Mr. LAI, Wai Keung; the non-executive directors are Tan Sri Dato' CHIU, David, Mr. HOONG, Cheong Thard and Mr. CHAN, Chi Hing; the independent non-executive directors are Mr. SHEK, Lai Him Abraham, G.B.S., J.P., Mr. TO, Peter, Dr. LIU, Ngai Wing and Mr. ANGELINI, Giovanni.*