



HOTEL ROYAL 京华

(Co. Reg. No. 196800298G)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 50th Annual General Meeting of Hotel Royal Limited will be held at the Hotel Royal @ Queens, Queen's Room, Level 3, 12 Queen Street, Singapore 188553 on Saturday, 27 April 2019 at 2.30 p.m. for the following purposes:-

As Ordinary Business

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2018 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a First and Final Dividend of 5 cents per ordinary share one-tier tax exempt for the financial year ended 31 December 2018. (FY2017 : 5 cents per ordinary share) **(Resolution 2)**
3. To declare a Special Dividend of 1 cent per ordinary share one-tier tax exempt for the financial year ended 31 December 2018. (FY2017 : Nil) **(Resolution 3)**
4. To approve the payment of Directors' fees of \$233,250 for the financial year ended 31 December 2018. (FY2017 : \$225,500) **(Resolution 4)**
5. To note the retirement of Dr Lee Keng Thon who is retiring pursuant to Article 117 of the Company's Constitution. Dr Lee Keng Thon will not seek re-election and will retire as Director of the Company on 27 April 2019 at the close of the Annual General Meeting. Accordingly, Dr Lee Keng Thon will relinquish his position as the Chairman of the Board.
6. To re-elect Dr Pang Eng Fong who is retiring in accordance with Article 117 of the Company's Constitution and who, being eligible, offers himself for re-election, as Director of the Company. [See Explanatory Note 1] **(Resolution 5)**
7. To re-elect Mr Yang Wen-Wei who is retiring in accordance with Article 102 of the Company's Constitution and who, being eligible, offers himself for re-election, as Director of the Company. [See Explanatory Note 2] **(Resolution 6)**
8. To re-appoint Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
9. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

As Special Business

To consider and, if thought fit, to pass the following resolutions, with or without amendments, as Ordinary Resolutions:

10. Authority to Issue Shares

"That, pursuant to Section 161 of the Companies Act, Cap. 50 and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:

- (A) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements, or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro rata basis, then the aggregate number of shares to be issued under such circumstances (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) below); and
- (b) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (d) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note 3]

(Resolution 8)

By Order of the Board

Sin Chee Mei
Company Secretary
Singapore,
11 April 2019

EXPLANATORY NOTES:

- (1) Dr Pang Eng Fong will, upon re-election as a Director of the Company, remain as a Chairman of Nominating Committee and a member of the Audit and Risk Committee and Remuneration Committee. He is considered to be independent pursuant to Rule 704(8) the Listing Manual of the Singapore Exchange Securities Trading Limited. There are no relationships including immediate family relationships between Dr Pang Eng Fong and the other Directors or its 10% shareholders. Detailed information on Dr Pang Eng Fong can be found under the "Board of Directors", "Corporate Governance Report" and "Disclosure of information on Directors seeking re-election" section in the Company's Annual Report.
- (2) Mr Yang Wen-Wei will, upon re-election as a Director of the Company remain as a Director of the Company and continue to serve as the Chairman of Remuneration Committee and a member of the Audit and Risk Committee and Nominating Committee. He is considered to be independent pursuant to Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. There are no relationships including immediate family relationships between Mr Yang Wen-Wei and the other Directors or its 10% shareholders. Detailed information on Mr Yang Wen-Wei can be found under the "Board of Directors", "Corporate Governance Report" and "Disclosure of information on Directors seeking re-election" section in the Company's Annual Report.
- (3) Ordinary Resolution 8, if passed, will authorize and empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting, to issue further shares and to make or grant convertible securities convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in aggregate 50 per cent of the total number of issued shares excluding treasury shares and subsidiary holdings of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 per cent of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

NOTES:

1. A member (other than a Relevant Intermediary) is entitled to appoint not more than two proxies to attend and vote at the Annual General Meeting. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to the represented by each proxy shall be specified in the form of the proxy.
2. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote in his/her stead at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

"Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. A proxy need not be a member of a company.
 4. A member of the Company which is a corporation is entitled to appoint its authorized representatives or proxies to vote on his behalf.
 5. The instrument appointing a proxy duly executed must be deposited at the Registered Office of the Company at 36 Newton Road, Singapore 307964 not less than forty-eight (48) hours before the time for holding the Annual General Meeting.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.