HOTEL GRAND CENTRAL LIMITED

(Incorporated in Singapore)
Company No. 196800243H

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 50th Annual General Meeting of HOTEL GRAND CENTRAL LIMITED (the "Company") will be held at 28 Cavenagh Road, Singapore 229635, Hotel Chancellor @ Orchard, Function Room Level 2 on Monday, 30 April 2018 at 11.00 a.m. for the following purposes:

As Ordinary Business:

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the year ended 31 December 2017. **[Resolution No.1]**
2. To approve a first and final One-Tier tax exempt ordinary dividend of 5.0 cents per ordinary share for the year ended 31 December 2017. **[Resolution No. 2]**
3. To approve a One-Tier tax exempt special dividend of 3.0 cents per ordinary share for the year ended 31 December 2017. **[Resolution No. 3]**
4. To approve Directors' Fee of S$328,700 for the year ended 31 December 2017 (2016: S$294,700). **[Resolution No. 4]**
5. To re-elect Mr. Tan Eng How, the Director retiring by rotation pursuant to Regulation 101 of the Company's Constitution. **[Resolution No. 5]**
6. To re-elect Mr. Tan Kok Aun, the Director retiring by rotation pursuant to Regulation 101 of the Company's Constitution. **[Resolution No. 6]**
7. To re-elect Mr. Lim Thian Loong, the Director retiring by rotation pursuant to Regulation 92 of the Company's Constitution. **[Resolution No. 7]**
8. To re-appoint Auditors and to authorise the Directors to fix their remuneration. **[Resolution No. 8]**

As Special Business:

9. To approve the issue of shares pursuant to Section 161 of the Companies Act, Chapter 50.

"THAT pursuant to Section 161 of the Act, Chapter 50 and the listing rules of the Singapore Exchange Securities Trading Limited (SGX-ST), authority be and is hereby given to the Directors of the Company to (a) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); (b) make or grant offers, agreements or options (collectively "Instruments") that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; (c) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation 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 (d) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) to issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:-

(i) 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% of the total issued shares in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total issued shares in the capital of the Company;

(ii) for the purpose of determining the aggregate number of shares that may be issued (subject to such manner of calculation as may be prescribed by SGX-ST) under (i) above, the percentage of issued share capital shall be based on the issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting when this Resolution is passed; and (2) any subsequent consolidation or sub-division of shares;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance is waived by the SGX-ST) and the Company's Constitution; and

(iv) unless revoked or varied by the Company in General Meeting, such authority 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." **[Resolution No. 9]**

10. That: -

a. for the purposes of Section 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the Directors of all the powers to purchase or otherwise acquire issued ordinary shares in the capital of Company ("Ordinary Shares") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), by way of Market Purchase(s) on the Singapore Exchange Securities Trading Limited ("SGX-ST") and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Shares Repurchase Mandate");

b. unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Shares Repurchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of: -

(i) the date on which the next Annual General Meeting of the Company is held or required by law to be held; or

(ii) the date on which the authority conferred by the Shares Repurchase Mandate is revoked or varied; or

(iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the proposed Shares Repurchase Mandate are carried out to the full extent mandated;

c. in this Resolution:-

"Market Purchase" means market acquisitions of Ordinary Shares through the SGX-ST's Central Limit Order Book trading system undertaken by the Company in accordance with the Companies Act;

"Maximum Percentage" means that number of issued Ordinary Shares representing 5 per cent of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

"Maximum Price" in relation to an Ordinary Share to be purchased or acquired, means the maximum purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses), which shall not exceed 105 per cent of the average closing price of the Ordinary Shares over the period of five (5) trading days in which transactions in the Ordinary Shares on the SGX-ST were recorded before the day on which such purchase is made and deemed to be adjusted for any corporate action that occurs after the relevant 5-days period.

d. The Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution. **[Resolution No. 10]**

11. That the Company hereby accords its consent and approval to pay a special remuneration of S$1,000,000 to the founding Director, Mr. Tan Eng Teong for the year ending 31 December 2018. **[Resolution No. 11]**

12. That the Company hereby accords its consent and approval to pay a special remuneration of S$1,000,000 to the founding Director, Mr. Tan Teck Lin for the year ending 31 December 2018. **[Resolution No. 12]**

13. That the Company hereby accords its consent and approval to pay a special remuneration of S$1,000,000 to the Director, Mr. Tan Eng How for the year ending 31 December 2018. **[Resolution No. 13]**

BY ORDER OF THE BOARD

Lim Bee Lian Eliza
Company Secretary
Singapore, 14 April 2018

Notes:

1. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
3. The instrument appointing a proxy must be deposited at the office of the Company's Registered Office, 22 Cavenagh Road Singapore 229617 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

* A Relevant Intermediary is:

(a) a banking corporation licensed under the Banking Act (Cap. 19) 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; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Explanatory Notes on Ordinary Resolutions:

1. Mr. Tan Eng How is a Non Independent Non-Executive Director.
2. Mr. Tan Kok Aun is the Independent Non-Executive Director. If he is re-elected, he will remain as the Chairman of the Audit Committee and member of the Nominating and Remuneration Committees.
3. Mr. Lim Thian Loong is the Independent Non-Executive Director. If he is re-elected, he will remain as the member of the Audit and Remuneration Committees.
4. The Audit Committee has recommended that Ernst & Young LLP be re-appointed as Auditors.

Explanatory Notes on Special Business to be transacted: -

5. Resolution No. 9 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding 50% of the issued shares in the capital of the Company of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders, does not exceed 20% of the Company's issued shares. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution No. 9 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution No. 9 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
6. The ordinary Resolution No. 10, if passed at the Annual General Meeting, will renew the Shares Repurchase Mandate approved by the Shareholders of the Company from the date of the Annual General Meeting until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier. The Company did not buy back any shares subsequent to the last Annual General Meeting on 28 April 2017.

   The amount of financing required for the Company to purchase or acquire its ordinary shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this notice as these will depend on the number of ordinary shares purchased or acquired and the price at which such ordinary shares were purchased or acquired.

   Based on the existing issued and paid-up ordinary share capital of the Company as at 15 March 2018 (the "Latest Practicable Date"), the purchase by the Company of 5 per cent of its issued ordinary shares will result in the purchase or acquisition of 34,515,749 ordinary shares.

   Assuming that the Company purchases or acquires the 34,515,749 ordinary shares at the maximum price, by way of Market Purchases, of $1.5624 for one ordinary share (being the price equivalent to five per cent above the average closing price of the ordinary shares traded on the SGX-ST for the five consecutive market days immediately preceding the Latest Practicable Date), the maximum amount of funds required is $53,927,406 approximately. The Company will use its internal sources of funds (comprising cash and fixed deposits) for the Share Purchases. The Company has not obtained or incurred nor does it intend to obtain or incur any borrowings to finance the Share Purchases.
7. Mr. Tan Eng Teong and Mr. Tan Teck Lin are founding directors of the Company. Mr. Tan Eng How has been a director of the Company since the listing of the Company in 1978. In recognition of their leadership, dedicated services and valuable contributions to the growth of the Company and the Group and to commemorate the 50th anniversary of the Company, the Board has unanimously concurred with the recommendation of the Remuneration Committee, subject to approval at this general meeting, the payment of S$1,000,000 each to these directors.

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.