



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

Dear Shareholders of Hotel Royal Limited

ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY TO BE HELD ON 30 APRIL 2022

This letter is circulated together with and forms part of the Company's Notice of Annual General Meeting ("AGM") dated 15 April 2022 ("Notice of AGM") which is scheduled to be held on 30 April 2022 at 2:30 p.m.

The AGM is an important event in the Company's corporate calendar. Normally, we would arrange our shareholders ("**Shareholders**") to attend the AGM physically as it is an opportunity for the board of directors (the "**Board**") and management of the Company to meet and engage with the Shareholders directly. This year we continue to face challenges due to the COVID-19 pandemic. We wish to highlight the following updates on the COVID-19 pandemic which has affected our AGM preparation:

- 1) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister of Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- 2) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"), and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020, which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- 3) the joint statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020), which provides additional guidance on the conduct of general meetings during the period from 27 March 2020 to 30 September 2020 (the "**Checklist**").
- 4) the Order was amended on 6 April 2021 to extend the alternative meeting arrangements beyond 30 June 2021 (their previous expiry date), until revoked or amended by the Ministry of Law. Accordingly, until such time, issuers including the Company may continue to utilise the Checklist to guide entities on the conduct of general meetings. On 4 February 2022, the Singapore Exchange Regulation ("**SGX RegCo**") has announced that the Regulator's Column issued on 16 December 2021 in relation to the expectation of SGX RegCo for the conduct of general meeting be formed part of the Checklist.

In light of the current COVID-19 situation and the Company's efforts to minimize physical interactions and COVID-19 transmission risk, the Company wishes to inform Shareholders that the Company will be conducting the AGM by way of electronic means, on 30 April 2022 at 2:30 p.m. The Company will not accept any physical attendance by shareholders and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

ALTERNATIVE ARRANGEMENTS FOR SHAREHOLDERS' PARTICIPATION AT THE AGM

Alternative arrangements relating to shareholders' participation in the AGM are:

- (i) Observing and/or listening to the AGM proceedings contemporaneously via a live audio-visual webcast and live audio-only stream of the AGM proceedings ("**Live Webcast**" and "**Live Audio Stream**", respectively);
- (ii) Submitting questions in advance in relation to the resolutions set out in the Notice of AGM; and
- (iii) Appointing the Chairman of the Meeting as proxy to attend and vote on their behalf at the AGM.

The Live Webcast and Live Audio Stream will take place on Saturday, 30 April 2022 at 2:30 p.m. in place of the physical AGM. Shareholders will be able to watch or listen to the AGM proceedings through the Live Webcast and the Live Audio Stream via mobile phone, tablet, computer or any such electronic device.

PRE-REGISTRATION OF AGM

1. Shareholders who would like to view the proceedings of the AGM via Live Webcast or Live Audio Stream must pre-register online at the pre-registration website at <https://online.meetings.vision/hotelroyal-agm-registration> and provide their personal particulars as follows:

- a) Full name (for individuals) / company name (for corporate) as per CDP/CPF/SRS Account records;
- b) National Registration Identity Card Number ("**NRIC**") or Passport Number (for individuals) / Company Registration Number (for corporates);
- c) Contact Number;
- d) Email Address; and
- e) Shareholding Type (e.g. CDP, CPF, SRS, Depository Agent or Corporate Shareholder)

no later than 2:30 p.m. on 27 April 2022 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the "**Registration Deadline**") to enable the Company to verify the Shareholders' status.

- 2. Authenticated Shareholders will receive an email instruction to access the Live Webcast and Live Audio Stream of the AGM ("**Confirmation Email**") by 2:30 p.m. on 29 April 2022 which contains a unique link to access the Live Webcast and Live Audio Stream to view/listen the proceedings of the AGM (via mobile phones, tablets or laptop/computers).
- 3. Shareholders must not forward the Confirmation Email to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast and Live Audio Stream.
- 4. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) (including CPF and SRS Investors) and who wish to participate in the AGM should contact their respective relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.
- 5. Shareholders who register by the Registration Deadline but do not receive a Confirmation Email by 2:30 p.m. on 29 April 2022 may contact the Company at Company's share registrar, B.A.C.S. Private Limited at (65) 6593 4848 or email to main@zicoholdings.com.

DOCUMENTS FOR THE AGM

Documents relating to the business of the AGM, which comprise the Company's Annual Report for the financial year ended 31 December 2021 as well as the Notice of AGM and the Proxy Form have been published on SGXNET and the Company's corporate website at <https://hotelroyal.listedcompany.com/home.html> on 15 April 2022, respectively. Printed copies of these documents will not be despatched to Shareholders.

QUESTIONS FROM SHAREHOLDERS

1. Shareholders will not be able to raise questions at the AGM during the Live Webcast and Live Audio Stream, and therefore it is important for Shareholders to submit their questions relating to the items on the resolutions set out in the Notice of AGM in advance.
2. Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM by 5:00 p.m. on 22 April 2022 (the "**Cut-off Time**"), in the following manner:
 - (i) by email to the Company at ir@hotelroyal.com.sg; or
 - (ii) by post to the registered office of the Company at Hotel Royal Limited, 36 Newton Road, Singapore 307964

and provide their particulars as follows:

- a) Full name (for individuals) / company name (for corporate) as per CDP/CPF/SRS Account records;
 - b) NRIC or Passport Number (for individuals) / Company Registration Number (for corporates);
 - c) Number of Shares held;
 - d) Contact Number;
 - e) Email Address; and
 - f) Shareholding Type (e.g. CDP, CPF, SRS, Depository Agent or Corporate Shareholder)
3. The Company will provide responses to substantial queries and relevant comments from Shareholders relating to the agenda of the AGM prior to the AGM by way of an announcement released on SGXNET soonest possible and in any case, not later than 48 hours before the closing date and time for the lodgement of the proxy forms. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters. The minutes of the AGM will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM.
 4. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (including CPF and SRS Investors) should contact their respective relevant intermediaries through which they hold such shares to submit their questions related to the resolutions to be tabled for approval at the AGM based on the abovementioned instructions.

SUBMISSION OF PROXY FORMS TO VOTE

1. Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the Live Webcast or Live Audio stream and they can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.
2. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy by completing the Proxy Form for the AGM. Shareholders should specifically indicate how they wish to vote for or against (or abstain from voting on) the resolutions set out in the Notice

of AGM.

3. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**Proxy Form**") thereof, must be submitted:

- (a) by email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com; or
- (b) by post to the registered office of the Company at Hotel Royal Limited, 36 Newton Road, Singapore 307964,

in either case, by 2:30 p.m. on 27 April 2022 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or any adjournment thereof)) and in default the proxy Form for the AGM shall not be treated as valid.

A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

4. CPF and SRS investors who wish to appoint the Chairman of the Meeting respectively to act as their proxy should approach their respective relevant intermediaries, CPF Agent Banks and SRS Operators to submit their votes to the Company:

- (a) by post at the registered office of the Company at Hotel Royal Limited, 36 Newton Road, Singapore 307964; or
- (b) by email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

at least seven (7) working days before the AGM in order to allow sufficient time for their respective intermediaries to in turn submit a Proxy Form to appoint the Chairman of the Meeting to vote on their behalf by 2:30 p.m. on 27 April 2022.

IMPORTANT NOTICE

Due to the evolving COVID-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGXNET. Members are advised to check the SGXNET regularly for updates on the AGM.

BY ORDER OF THE BOARD

Sin Chee Mei
Company Secretary

15 April 2022