



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

LIVE WEBCAST OF ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING ON 27 JUNE 2020

The Board of Directors (the “**Board**”) of Hotel Royal Limited (the “**Company**”) refers to the Notice of Annual General Meeting (“**Notice of AGM**”) and the Notice of Extraordinary General Meeting (“**Notice of EGM**”) issued on 9 April 2020 to convene the 51st Annual General Meeting (“**AGM**”) of the Company to be held on 27 June 2020 at 2:30 p.m. and the Extraordinary General Meeting (“**EGM**”) to be held on the same date at 3:00 p.m. or as soon thereafter following the conclusion or adjournment of the AGM (collectively, the “**Meetings**”). Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Notice of AGM, Notice of EGM, Annual Report 2019 and/or the Circular (collectively, the “**Meeting Documents**”), as the case may be, which have been dispatched and published on the Company’s website and SGXNET.

The Board of the Company refers to the following:

- (1) the joint statement by the Accounting and Corporate Regulatory Authority (“**ACRA**”), the Monetary Authority of Singapore (“**MAS**”) and the Singapore Exchange Regulations (“**SGX RegCo**”) on 31 March 2020 providing guidance for issuers on safe distancing measures when conducting general meetings (the “**Guidance**”);
- (2) the COVID-19 (Temporary Measures) Act 2020 (the “**Act**”) passed by Parliament on 7 April 2020 which enables the Minister for 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;
- (3) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (“**Order**”) which sets out the alternative arrangements in respect of, inter alia, general meetings of companies;
- (4) the Order (as amended on 24 April 2020) provides that the Alternative Arrangements apply to meetings held during the period commencing from 27 March 2020 to 30 September 2020 (“**Amendment Order**”);
- (5) the Ministry of Health issued the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 (“**Regulations**”), which put in place an elevated set of safe distancing measures as a circuit breaker to pre-empt increasing local transmission of COVID-19.

- (6) the joint statement by SGX RegCo, MAS and ACRA on 13 April 2020 providing additional Guidance on the conduct of general meetings during the elevated safe distancing period.
- (7) SGX RegCo's announcement on 7 April 2020 that it will grant an automatic 60-day extension for issuers to hold AGMs, and noting the elevated safe distancing measures and closure of workplace premises.

In light of the above developments and compliance with the Act and the Regulations, the Company wishes to inform shareholders that the physical AGM and EGM of the Company will no longer be held at Hotel Royal@Queens, Royal Ballroom, Level 3, 12 Queen Street, Singapore 188553. Shareholders are reminded not to turn up at Hotel Royal@Queens. Instead, the Company will arrange for Live Audio-Visual Webcast and Live Audio-Only Stream of the Meetings ("**Live Webcast Meetings**") and the Live Webcast Meetings will be take place on 27 June 2020 at 2:30 p.m. for AGM and 3:00 p.m. (or as soon thereafter following the conclusion or adjournment of the AGM held on the same date) for EGM to transact the business set out in the Meeting Documents. Shareholders will be able to attend the Meetings by observing and/or listening to the proceedings of the Meetings through either Live Audio-Visual Webcast or Live Audio-Only Stream via the webcasting link.

The Board wishes to highlight to all Shareholders the following important information regarding the Meetings, which Shareholders are advised to take note of. This information can also be found on the Company's website at <http://hotelroyal.listedcompany.com/home.html>. This will be updated from time to time, to take into consideration any subsequent new regulations, which may be implemented on or prior to the Meetings.

(I) PRE-REGISTRATION FOR LIVE MEETINGS WEBCAST

Shareholders may watch the Meetings proceedings through the Live Webcast Meetings via your mobile phones, tablets or computers or listen to these proceedings through a live audio-only stream via telephone. In order to do so, shareholders will need to register at <https://www.meetings.vision/hotelroyal-agm-registration> ("**Meetings Webcast Registration**") by 3:00 p.m. on 24 June 2020 for the Meetings ("**Registration Deadline**") to enable the Company to verify your status.

Following the verification, authenticated Shareholders will receive an email by 26 June 2020 containing an ID and a password, conference code and/or a unique link, which you can dial in/click on to access the Live Webcast Meetings of the Meetings proceedings.

Shareholders must not forward the unique link or ID or password to other persons who are not Shareholders and who are not entitled to attend the Meetings proceedings. This is also to avoid any technical disruptions or overload to the Live Webcast Meetings.

Shareholders who register by the Registration Deadline but have not receive the email response by 26 June 2020 may contact our Share Registrar, B.A.C.S. Private Ltd for assistance by email to main@zicoholdings.com.

For Corporations: Corporations must authorize its corporate representative by way of certificate of appointment of corporate representative. The authorized corporate representative must pre-register by following the steps set out above under this paragraph.

For Shareholders through Relevant Intermediaries: Persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Cap. 50), including CPF and SRS investors, and who wish to participate in the Live Webcast

Meetings by (a)witnessing the Meetings proceedings via live audio-visual webcast or Live Audio-Only Stream; (b) submitting questions in advance of the Meetings; and/or (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Meeting, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the Live Webcast Meetings.

For Relevant Intermediaries: Relevant Intermediaries shall provide to the Company a list of attendees (“**Attendees**”) and relevant information that pertain to the Attendees. Relevant Intermediaries shall also inform all Attendees to pre-register by following the steps set out above under this paragraph.

Shareholders who wish to remotely observe the Meetings proceedings are reminded that the Meetings are private. Invitation to shareholder to attend the Live Webcast Meetings via audio-visual webcast or audio-only stream shall not be forwarded to anyone who is not a shareholder of the Company or who is not authorized to attend the Meeting. Recording of the Meetings Proceedings in whatever form is also strictly prohibited.

(II) SUBMISSION OF QUESTIONS IN ADVANCE

Shareholders who pre-register to watch the live audio-visual broadcast or listen to the live audio-only stream may submit your question related to the resolutions to be tabled for approval at the AGM and EGM ahead of the meetings to ir@hotelroyal.com.sg by 20 June 2020 before 3:00 p.m. All substantial and relevant questions will be responded to prior to, or at, the Meetings.

When sending in their questions by email, shareholders are also required to provide the following details:

- (i) Full name;
- (ii) Address;
- (iii) NRIC or Passport Number
- (iv) Number of shares held; and
- (v) The manner in which the shares in the Company are held (e.g. via CDP, CPF or SRS)

Shareholders who hold their shares through Relevant Intermediaries and who wish to submit questions should approach their respective Relevant Intermediaries to submit their questions for the AGM and EGM to the Company by email to ir@hotelroyal.com.sg by 20 June 2020 before 3:00 p.m.

The Company will, within one month after the date of the Meetings, publish the minutes of the Meetings on SGXNET and the Company’s website, and the minutes will include the responses to the questions referred to above.

(III) PROXY VOTING

As the Company’s constitution does not allow online voting, shareholders will not be able to vote online on the resolutions to be tabled for approval at the Meetings. Instead, if shareholders wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf.

Where shareholders appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The proxy form can be submitted to the Company in hard copy form to the Company's registered address at Hotel Royal Limited, 36 Newton Road, Singapore 307964 or by email to main@zicoholdings.com. In either case, at least forty-eight (48) hours before the time for holding the Meetings. Copy of the proxy form for AGM and EGM which have been reproduced to provide Live Webcast Meetings ("**Update Proxy Form**") are attached to this announcement for easy reference.

Shareholders who hold their shares through Relevant Intermediaries (including SRS Investors) and who wish to vote by appointing the Chairman of the Meeting as proxy should approach their respective Relevant Intermediaries to submit their votes at least seven working days before the Meetings.

For Shareholders who have received a hard copy of the previous proxy form that was delivered with the Notice of AGM annexed to the Annual Report 2019 and Notice of EGM annexed to the Circular to Shareholders on 9 April 2020, the previous proxy form remains valid for the Meetings and Shareholders may continue to submit such previous proxy form to the Company at least forty-eight (48) hours before the time appointed for the holding of the Meetings of the Company. Shareholders who have submitted the previous proxy forms appointing such person other than the Chairman of the Meeting, shall be deemed to have appointed the Chairman of the Meeting to cast votes on your behalf unless Shareholders withdraw the same by notifying the Company via email to main@zicoholdings.com at least forty-eight (48) hours before the time appointed for the holding of the Meetings of the Company.

In view of the above, shareholders are to note that the information under the sections titled "Notes" and "Precautionary Measures against COVID-19" of the Notice of AGM, Notice of EGM are no longer relevant and should be disregarded. Shareholders are also to note that the personal data privacy statement in the Notice of AGM and Notice of EGM is to be disregarded and replaced by the personal data privacy statement in the Updated Proxy Form.

For Shareholders who intend to submit proxy form on or after 5 June 2020 are encouraged to use the Updated Proxy Form attached to this Announcement.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

A copy of (i) Annual Report, (ii) Notice of AGM, (iii) Update Proxy Form for AGM, (iv) Circular to Shareholders, (v) Notice of EGM and (vi) Undated Proxy Form for EGM, may be accessed via SGXNET and the Company's website at <http://hotelroyal.listedcompany.com/home.html>. Printed copy of the Update Proxy Form for AGM and EGM will not be sent to shareholders.

(IV) MINUTES

Minutes of the Meetings including responses from the Board on substantial questions provided at the AGM and EGM will be provided within one (1) month after the Meetings on SGXNET and Company's website at <http://hotelroyal.listedcompany.com/home.html>.

Lastly, shareholders should also note that the Company may be required to make further changes to the arrangements set out as well as in the Notice of Meetings as the situation evolves at short notice. Shareholders are advised to regularly check the Company's website at <http://hotelroyal.listedcompany.com/home.html> for further updates until the date of the Meetings.

We would like to thank all shareholders for their understanding and kind support.

By Order of the Board

Dr Pang Eng Fong
Chairman

5 June 2020