



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

ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY TO BE HELD ON 24 APRIL 2021

Dear Shareholders of Hotel Royal Limited (the "Company")

This letter is circulated together with and forms part of the Company's Notice of Annual General Meeting ("AGM") dated 7 April 2021 ("Notice of AGM") schedule to be held on 24 April 2021 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 of the Company (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 ("COVID-19 Act") which was 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 published on 13 April 2020 (amended on 14 April 2020, 24 April 2020, and 29 September 2020) ("COVID-19 Order") which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and 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 which was issued on 13 April 2020 (and updated on 27 April 2020, 22 June 2020 and 1 October 2020), providing a checklist (which provides further guidance on the COVID-19 Act and the COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments and the evolving COVID-19 situation, the Company wishes to inform Shareholders that the Company will be conducting the AGM by way of electronic means pursuant to the First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

The Company will arrange for (i) a "live" audio-visual webcast of the AGM, which allows Shareholders to view the proceedings of the AGM contemporaneously ("LIVE WEBCAST"), and (ii) a "live" audio only means, which allows Shareholders to observe the proceedings of the AGM contemporaneously ("AUDIO ONLY MEANS"). Shareholders can ONLY participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS (collectively, the "electronic means").

PRE-REGISTRATION OF AGM

1. For Shareholders who would like to view the proceedings of the AGM via LIVE WEBCAST, or listen to the proceedings of the AGM through AUDIO ONLY MEANS, Shareholders will need to register online 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/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, SRS, Depository Agent or Corporate Shareholder)

no later than 2:30 p.m. on 21 April 2021 (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 confirmation by 23 April 2021 which contains either (a) a unique link to access the LIVE WEBCAST to view the proceedings of the AGM (via smart phones, tablets or laptop/computers); or (b) a dial-in number with a conference code to access the AUDIO ONLY MEANS (via telephone) of the AGM proceedings.
3. Shareholders MUST NOT forward the abovementioned unique link or dial-in number 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 the AUDIO ONLY MEANS.
4. Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Chapter 50 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators to participate in the AGM via electronic means.
5. Shareholders who register by the Registration Deadline but do not receive an email response by 23 April 2021 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 for assistance.

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 2020 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 7 April 2021, respectively. Printed copies of these documents will not be despatched to Shareholders.

QUESTIONS FROM SHAREHOLDERS

1. Shareholders will not be able to ask questions during the AGM via electronic means, and therefore it is important for Shareholders to submit their questions in advance of the AGM.
2. Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM by 2:30 p.m. on 19 April 2021, in the following manner:
 - (i) If submitted electronically, be submitted via email to ir@hotelroyal.com.sg ; or

- (ii) If submitted by post, be deposited at the Company's registered office 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/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, 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, or at, the AGM via electronic means. 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 responses from the Board and management of the Company shall thereafter be published on SGXNet and the Company's corporate website at <https://hotelroyal.listedcompany.com/home.html>, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM.
4. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181(1C) of the Companies Act, Chapter 50 of Singapore) such as SRS investors, should approach their respective agents, such as SRS Operators, to submit their questions in relation to any resolution set out in the Notice of AGM as soon as possible and in any case by 2:30 p.m. on 19 April 2021 and have their substantial queries and relevant comments answered.

PROXY VOTING

1. Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the LIVE WEBCAST or AUDIO ONLY MEANS and 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:
 - (a) if sent personally or by post, be lodged at the registered office of the Company at Hotel Royal Limited, 36 Newton Road, Singapore 307964, or
 - (b) if submitted by email, be received by the Company at main@zicoholdings.com,in either case, by 2:30 p.m. on 21 April 2021 (being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or any adjournment thereof) and in default the Proxy Form for the AGM shall not be treated as valid.
4. 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 as early as possible, to enable your vote(s) to be counted, and to follow all government guidance and requirements.
5. SRS investors who wish to appoint the Chairman of the Meeting respectively to act as their proxy should

approach their respective 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 at main@zicoholdings.com,

at least seven (7) working days before the AGM.

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by the government or any regulatory bodies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the AGM on SGXNet or at the Company's website at <https://hotelroyal.listedcompany.com/home.html>.

BY ORDER OF THE BOARD

Sin Chee Mei
Company Secretary

7 April 2021