



HOTEL PROPERTIES LIMITED (Reg No: 198000348Z)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting of Hotel Properties Limited (the "Company") will be held wholly by way of electronic means on Thursday, June 4, 2020 at 4.00 p.m. to transact the following businesses:

ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended December 31, 2019 and the Auditors' Report thereon. **Resolution 1**
- To declare a first and final one-tier tax exempt dividend of 4 cents per ordinary share and a one-tier tax exempt special dividend of 4 cents per ordinary share for the year ended December 31, 2019. **Resolution 2**
- To approve the proposed Directors' fees of S\$558,694 for the year ended December 31, 2019 (2018: S\$728,000). **Resolution 3**
- To re-appoint Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 4**

SPECIAL BUSINESS

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

- That Mr. Arthur Tan Keng Hock be and is hereby re-elected as a Director of the Company in accordance with Article 80 of the Company's Constitution. [See Explanatory Note (a)] **Resolution 5**
- That Mr. Stephen Lau Buong Lik be and is hereby re-elected as a Director of the Company in accordance with Article 80 of the Company's Constitution. [See Explanatory Note (b)] **Resolution 6**
- That Mr. Wong Liang Ying be and is hereby re-elected as a Director of the Company in accordance with Article 70 of the Company's Constitution. [See Explanatory Note (c)] **Resolution 7**
- To record the retirement of Mr. William Fu Wei Cheng as a Director pursuant to Article 80 of the Company's Constitution at the conclusion of the Annual General Meeting [See Explanatory Note (d)] **Resolution 8**
- That pursuant to Section 161 of the Companies Act, Cap 50 and the Listing Rules of SGX-ST, authority be and is hereby given to the Directors to: **Resolution 9**

- (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (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,

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 Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- 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) shall not exceed 50 per cent. of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 per cent. of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with paragraph (ii) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (i) above, the total number of issued shares excluding treasury shares and subsidiary holdings of the Company shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time this Resolution is passed, after adjusting for:
 - 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 this Resolution is passed; and
 - any subsequent bonus issue or consolidation or subdivision of shares.
- (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 (e)]

- That: **Resolution 9**

- for the purposes of the Companies Act, Cap 50 (the "Companies Act"), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares ("Share Buy-Backs") in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - an on-market Share Buy-Back ("Market Share Buy-Back") transacted through Singapore Exchange Securities Trading Limited's (the "SGX-ST") trading system; and/or
 - an off-market Share Buy-Back ("Off-Market Share Buy-Back"), otherwise than on a securities exchange, effected in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all conditions prescribed by the Listing Manual of the SGX-ST and the Companies Act,

and otherwise in accordance with the applicable provisions of the Companies Act and the Listing Manual of the SGX-ST, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-Back Mandate");

- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back 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 date on which the next annual general meeting of the Company ("AGM") is held or required by law to be held; or
 - the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated, whichever is the earlier;

- in this Resolution:

"Prescribed Limit" means 10% of the total number of Shares (excluding any treasury shares that may be held by the Company and subsidiary holdings) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the total number of Shares shall be taken to be the total number of Shares as altered (excluding any treasury shares that may be held by the Company and subsidiary holdings from time to time);

"Relevant Period" means the period commencing from the date of passing of this Resolution and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other purchase-related expenses) to be paid for a Share, which shall not exceed:

- in the case of a Market Share Buy-Back, 5% above the average of the closing market prices of the Shares over the last 5 Market Days (a "Market Day" being a day on which the SGX-ST is open for trading of securities) on the SGX-ST on which transactions in the Shares were recorded, before the day of the Market Share Buy-Back by the Company, and deemed to be adjusted for any corporate action that occurs during such 5-day period and the day on which the Market Share Buy-Back was made; and

- in the case of an Off-Market Share Buy-Back pursuant to an equal access scheme, 30% above the average of the closing market prices of the Shares over the last 5 Market Days on the SGX-ST on which transactions in the Shares were recorded, before the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Buy-Back ("date of the making of the offer"), and deemed to be adjusted for any corporate action that occurs during such 5-day period and the date of the making of the offer; and

- the Directors 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 necessary or expedient to give effect to the transactions contemplated by this Resolution. [See Explanatory Note (f)]

Notice is hereby given that the Transfer Books and Register of Members of the Company will be closed on June 10, 2020 at 5.00 p.m. for the purpose of determining shareholders' entitlements to the proposed first and final one-tier tax exempt dividend of 4 cents per ordinary share and a one-tier tax exempt special dividend of 4 cents per ordinary share for the financial year ended December 31, 2019 (the "Proposed Dividends").

Duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., of 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, up to 5.00 p.m. on June 10, 2020 will be registered to determine shareholders' entitlement to the Proposed Dividends. Members whose securities accounts with the Central Depository (Pte) Limited ("CDP") are credited with the shares as at 5.00 p.m. on June 10, 2020 will be entitled to such Proposed Dividends.

The Proposed Dividends, if approved at the Annual General Meeting to be held on June 4, 2020, will be paid on June 18, 2020.

By Order of the Board

Lo Swee Oi

Company Secretary

May 13, 2020

Singapore

Explanatory Notes:

- Mr. Arthur Tan Keng Hock, if re-elected, will remain as the Chairman of Remuneration Committee and Member of the Audit Committee. Mr Tan is considered an independent Director for purposes of Rule 704(8) of the Listing Manual of SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mr. Tan can be found under the section entitled "Additional Information on Director Seeking Re-election" on pages 125 to 126 of 2019 Annual Report of the Company.
- Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mr. Stephen Lau Buong Lik can be found under the section entitled "Additional Information on Director Seeking Re-election" on pages 125 to 126 of 2019 Annual Report of the Company.
- Mr. Wong Liang Ying, if re-elected, will remain as a Member of Audit, Nominating and Remuneration Committees. Mr. Wong is considered an independent Director for purposes of Rule 704(8) of the Listing Manual of SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mr. Wong can be found under the section entitled "Additional Information on Director Seeking Re-election" on pages 125 to 126 of 2019 Annual Report of the Company.
- Mr. William Fu Wei Cheng, who is retiring by rotation at the Annual General Meeting pursuant to Article 80 of the Company's Constitution, have expressed his intention to retire at the Annual General Meeting and will not be seeking re-election.
Mr. Fu, a non-executive Director, will retire from the Board of Directors at the conclusion of the Annual General Meeting.
- Ordinary Resolution 8 will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to issue further shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum set out in the resolution.
- Ordinary Resolution 9, if passed, will empower the Directors to purchase or otherwise acquire Shares on the terms of the Share Buy-Back Mandate as set out in Ordinary Resolution 9 and the Letter to Shareholders dated May 13, 2020. Please refer to the Letter to Shareholders dated May 13, 2020 for more details. The Company may use internal sources of funds and/or external borrowings to finance the purchase or acquisition of Shares. The amount of financing required and the impact on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on, *inter alia*, the aggregate number of Shares purchased, the purchase prices, how the purchase is funded, whether the purchase is made out of capital or profits, and whether the Shares purchased or acquired are cancelled or held as treasury shares. Illustrative financial effects are set out in paragraph 2.8 of the said Letter to Shareholders.

Notes:

- The AGM will be held wholly by electronic means pursuant to 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. Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice will be published on the Company's website at <http://www.hotelprop.com.sg> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- Pursuant to the Order, the Company will implement alternative arrangements relating to attendance at the AGM wholly by electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or audio-only means), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Company's announcement dated May 13, 2020. The announcement may be accessed at the Company's website at <http://www.hotelprop.com.sg> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM will be published on the Company's website at <http://www.hotelprop.com.sg> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

- Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 4.00 p.m. on May 22, 2020.

- The Chairman of the Meeting, as proxy, need not be a member of the Company.

- The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

- if submitted electronically, be submitted via email to AGM2020@hotelprop.com.sg; or

- if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., of 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623.

in either case, at least 48 hours before the time for the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before scanning and sending it by email to the email address provided above, or submitting it by post to the address provided above.

In view of the current COVID-19 restriction orders in Singapore, which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

- The Annual Report for the financial year ended December 31, 2019 ("2019 Annual Report") and the Letter to Shareholders dated May 13, 2020 in relation to the proposed renewal of the share purchase mandate may be accessed at the Company's website at <http://www.hotelprop.com.sg> and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.