

APPENDIX C TO CIRCULAR DATED 9 DECEMBER 2021  
NOTICE OF EXTRAORDINARY GENERAL MEETING



HOTEL GRAND CENTRAL LIMITED

大中酒店有限公司

**HOTEL GRAND CENTRAL LIMITED**

Incorporated in Singapore (UEN 196800243H)

The Extraordinary General Meeting of Hotel Grand Central is being convened, and will be held, 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. This Notice of Extraordinary General Meeting and the Proxy Form will be sent to members by electronic means via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and will also be made available on the Company's website at the URL [www.ghihotels.com](http://www.ghihotels.com). Printed copies of this Notice of Extraordinary General Meeting and the Proxy Form will not be despatched to members.

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Hotel Grand Central Limited (the “**Company**”) will be held by way of electronic means on **Friday, 31 December 2021 at 11.00 a.m.** for the purpose of considering and, if thought fit, passing the following resolutions, with or without any amendment:

ORDINARY RESOLUTIONS:

1. “Tier-1” approval for re-appointment of Fang Swee Peng.

“That for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (which will take effect from 1 January 2022), and subject to and contingent upon the passing of Resolution 2 (relating to his “Tier-2” approval) by shareholders of the Company (excluding the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST)):

(a) the continued appointment of Fang Swee Peng as an independent Director be and is hereby approved; and such approval shall continue in force until

- (i) the retirement or resignation of Fang Swee Peng as a Director; or  
(ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is the earlier.”

[See Explanatory Notes](Resolution 1)

2. “Tier-2” approval for re-appointment of Fang Swee Peng

“That for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited (which will take effect from 1 January 2022), and subject to and contingent upon the passing of Resolution 1 (relating to his “Tier-1” approval) by shareholders of the Company:

(a) the continued appointment of Fang Swee Peng as an independent Director be and is hereby approved; and such approval shall continue in force until

- (i) the retirement or resignation of Fang Swee Peng as a Director; or  
(ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is the earlier.”

[See Explanatory Notes](Resolution 2)

3. “Tier-1” approval for re-appointment of Tan Kok Aun

“That for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (which will take effect from 1 January 2022), and subject to and contingent upon the passing of Resolution 4 (relating to his “Tier-2” approval) by shareholders of the Company (excluding the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST)):

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- (a) the continued appointment of Tan Kok Aun as an independent Director be and is hereby approved; and such approval shall continue in force until
- (i) the retirement or resignation of Tan Kok Aun as a Director; or
  - (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is the earlier.”

[See Explanatory Notes](Resolution 3)

4. “Tier-2” approval for re-appointment of Tan Kok Aun

“That for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (which will take effect from 1 January 2022), and subject to and contingent upon the passing of Resolution 3 (relating to his “Tier-1” approval) by shareholders of the Company (excluding the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST)):

- (a) the continued appointment of Tan Kok Aun as an independent Director be and is hereby approved; and such approval shall continue in force until
- (i) the retirement or resignation of Tan Kok Aun as a Director; or
  - (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is the earlier.”

[See Explanatory Notes] (Resolution 4)

SPECIAL RESOLUTIONS:

5. **Proposed Alteration to Objects Clause**

THAT the existing objects clauses contained in the Existing Memorandum and Articles of Association be deleted in its entirety and substituted therefor the following clause:

4. DIRECTORS MAY UNDERTAKE ANY BUSINESS OR ACTIVITY. Subject to this Constitution and the Act, the Company has:
- (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
  - (b) for these purposes, full rights and powers and privileges.

which shall be incorporated within the New Constitution of the Company as incorporated from the provisions of the Existing Memorandum and Articles of Association, to be adopted by Resolution 6 .

(Resolution 5)

6. **Proposed Adoption of New Constitution of the Company**

THAT:

- (a) the Regulations contained in the New Constitution of the Company as set out in Appendix B of the Circular to the Shareholders dated 9 December 2021 be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association; and
  - (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this special resolution.
- (Resolution 6)

By Order of the Board  
**Hotel Grand Central Limited**

Eliza Lim Bee Lian  
Company Secretary  
9 December 2021

IMPORTANT: Please read notes below.

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**EXPLANATORY NOTES ON ORDINARY BUSINESS**

1. Resolutions 1 to 4 are all Ordinary Resolutions to approve the continued appointment of Fang Swee Peng and Tan Kok Aun as independent Directors for the purposes of Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") which will take effect from 1 January 2022. This Rule provides that a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the Directors and the Chief Executive Officer ("CEO") of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST).
2. The Independent Directors, Fang Swee Peng and Tan Kok Aun joined the Board on 28 April 2000 and on 11 January 2011 respectively. They have served as Independent Directors for a cumulative period of more than nine years. The Company is accordingly seeking, subject to the passing of Resolutions 1 and 2 in the case of Fang Swee Peng, and Resolutions 3 and 4 in the case of Tan Kok Aun, the requisite approvals from shareholders of the Company under Rule 210(5)(d)(iii)(A) and (B) for their continued appointment as independent Directors from 1 January 2022. Both Fang Swee Peng and Tan Kok Aun were re-appointed at the last Annual General Meeting on 30 April 2021. They have consented to continue in office.
3. If obtained, the requisite approvals will remain in force until the earlier of
  - (i) the retirement or resignation of Fang Swee Peng or, as the case may be, Tan Kok Aun, as a director; and
  - (ii) the conclusion of the third Annual General Meeting of the Company following the passing of Resolutions 1 and 2 in the case of Fang Swee Peng and Resolutions 3 and 4 in the case of Tan Kok Aun.Otherwise, Fang Swee Peng and Tan Kok Aun will be regarded as non-independent from 1 January 2022.
4. With regard to re-appointment of Fang Swee Peng, if Resolution 1 is passed but the 2-tier vote comprising Resolution 2 is not passed, or vice versa if Resolution 2 is passed but the 2-tier vote comprising Resolution 1 is not passed, Fang Swee Peng will be re-designated as a Non-Executive Director with effect from 1 January 2022.
5. With regard to re-appointment of Tan Kok Aun, if Resolution 3 is passed but the 2-tier vote comprising Resolution 4 is not passed, or vice versa if Resolution 4 is passed but the 2-tier vote comprising Resolution 3 is not passed, Tan Kok Aun will be re-designated as a Non-Executive Director with effect from 1 January 2022.
6. If Resolution 1 is not passed, Resolution 2 will be withdrawn. If Resolution 3 is not passed, Resolution 4 will be withdrawn.
7. If the re-appointments under the respective 2-tiers votes under Resolutions 1 to 4 are not approved, based on the current composition of the Board (four Independent Directors and four non-Independent Directors), Independent Directors would not comprise at least one-third of the Board as required under Rule 210(5)(c) of the Listing Manual of the SGX-ST. In such event, the Company will review the composition of the Board and take such steps as may be necessary to ensure compliance with Rule 210(5)(c) of the Listing Manual of the SGX-ST which requires at least one third of the Board to comprise independent Directors. The Company will make the appropriate announcement(s) in the event of any changes to the composition of the Board, in accordance with the Listing Manual of the SGX-ST.
8. Under Rule 210(5)(d)(iii)(A), all shareholders of the Company may vote on Resolutions 1 to 4, subject to Rule 210(5)(d)(iii)(B) wherein the Directors and the CEO of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST) will abstain from voting on Resolutions 2 and 4. The Company will disregard any votes cast by the Directors and the CEO of the Company, and their respective associates, in respect of their holdings of shares (if any) on Resolutions 2 and 4.
9. The Chairman of the Meeting will accept appointment as proxy for any other shareholder of the Company to vote in respect of Resolutions 1 to 4, where such shareholder has given specific instructions in a validly completed and submitted instrument of proxy as to voting, or abstentions from voting.
10. Information on Fang Swee Peng and Tan Kok Aun is given hereunder:
  - Fang Swee Peng is an Independent Director of the Company. Mr. Fang is a professional electrical engineer and a fellow of the Singapore Institution of Engineers. He is the Chairman of the Nominating Committee, and a member of the Audit Committee and Remuneration Committee of the Company. Further information relating to Fang Swee Peng including any relationships between him and the other Directors, the Company, its related corporations, substantial shareholders or officers respectively, is annexed under "Supplemental Information" to the Circular dated 9 December 2021.
  - Tan Kok Aun is an Independent Director of the Company. Mr Tan has more than 25 years of experience as a corporate secretary and taxation practitioner in private practice in Malaysia. He is a member of the Malaysian Association of Company Secretaries and holds a MBA from the Southern Cross University, Australia. Mr Tan is the Chairman of the Audit Committee and is a member of the Nominating Committee and Remuneration Committee of the Company. Further information relating to Tan Kok Aun including any relationships between him and the other Directors, the Company, its related corporations, substantial shareholders or officers respectively, is annexed under "Supplemental Information" to the Circular dated 9 December 2021.

**Notes to Notice:**

1. A member of the Company (other than a member who is a relevant intermediary as defined in Note 2 below) shall not be entitled to appoint more than two proxies to attend and vote at the Extraordinary General Meeting on his behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

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2. Pursuant to Section 181 of the Companies Act, Cap 50 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the Extraordinary General Meeting. A relevant intermediary is either:
  - (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
  - (b) a capital markets services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
  - (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies shall, in the case of an individual, be signed by the appointor or his attorney, and in case of a corporation, shall be either under the common seal or signed by its attorney or an authorised officer on behalf of the corporation.
4. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or submitted by email to [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com) not later than 48 hours before the time appointed for the Meeting.

**PRE-REGISTRATION**

This Extraordinary General Meeting ("EGM") will be held 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, 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. The Orders were amended on 29 September 2020 to extend the alternative meeting arrangements to 30 June 2021 and make other refinements to some Orders. On 1 October 2020, the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation have updated a checklist to guide listed and non-listed entities on the conduct of general meetings arising from the latest updates from the Multi-Ministry Taskforce to ease safe management measures to facilitate business operations.

The Company is arranging for a live webcast of this EGM proceedings (the "Live EGM Webcast"). Shareholders (including CPF/SRS Investors) will be able to watch the EGM proceedings through the Live EGM Webcast, and the Company will not accept any physical attendance by Shareholders (including CPF/SRS Investors). Any shareholder seeking to attend the EGM physically in person will be turned away.

Printed copies of this Notice, the proxy form, and the Circular dated 9 December 2021 will not be sent to members. Instead, these documents will be made available on the SGX website at the URL:

<https://www.sgx.com/securities/company-announcements> and the Company's website at [www.ghihotels.com](http://www.ghihotels.com).

**Participation in the EGM via live webcast or live audio feed**

1. As the EGM will be held by way of electronic means, Shareholders (including CPF/SRS Investors) will **NOT** be able to attend the EGM in person. All Shareholders (including CPF/SRS Investors) or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the EGM proceedings by accessing a live webcast or live audio feed. To do so, Shareholders (including CPF/SRS Investors) are required to pre-register their participation in the EGM ("**Pre-registration**") at this link: <https://smartagm.sg/HGCLEGM2021> ("**EGM Registration Form**") by **11.00 a.m. on 28 Dec 2021** ("**Registration Deadline**") for verification of their status as Shareholders (including CPF/SRS Investors) (or the corporate representatives of such shareholders).
2. Upon successful verification, each such shareholder (including CPF/SRS Investors) or its corporate representative will receive an email by **11.00 a.m. on 30 Dec 2021**. The email will contain instructions to access the live webcast or live audio feed of the EGM proceedings. Shareholders (including CPF/SRS Investors) or their corporate representatives must not forward the email to other persons who are not shareholders and who are not entitled to participate in the EGM proceedings. Shareholders (including CPF/SRS Investors) or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but do not receive an email by **11.00 a.m. on 30 December 2021** may contact the Company for assistance at telephone number: 6536 5355 or email to [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com).
3. Investors holding shares through relevant intermediaries ("Investors") (other than CPF/SRS investors) will not be able to pre-register at <https://smartagm.sg/HGCLEGM2021> for the "live" broadcast of the EGM. An Investor (other than CPF/SRS investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, via email to [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com) no later than **11.00 a.m. on 28 December 2021**.

In this Notice of EGM, a "relevant intermediary" means:

- (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

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- (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.

**Voting by proxy**

4. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The accompanying proxy form for the EGM may be accessed at the Company's website at [www.ghihotels.com](http://www.ghihotels.com) and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
5. Shareholders (including CPF/SRS investors) who wish to vote on any or all of the resolutions at the EGM must appoint the Chairman of the Meeting as their proxy to do so on their behalf and 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.
6. The Proxy Form is not valid for use by investor holding shares in Hotel Grand Central Limited through relevant intermediaries ("Investors") (including investors holding through Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors")) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor (other than a CPF/SRS investor) who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by **5.00 p.m. on 22 December 2021**, being 7 working days before the date of this EGM to submit his/her vote.
7. The duly executed proxy form must be submitted via one of the following means:
- (a) deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or
  - (b) submitted by email to [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com)
- not later than 48 hours before the time appointed for the Meeting.
- In view of the current COVID-19 situation and the related safe distancing measures 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.
8. A Depositor shall not be regarded as a member of the Company unless his/her name appears on the Depository Register 72 hours before the time appointed for the EGM.

**Submission of Questions**

9. Shareholders (including CPF/SRS Investors) may submit questions relating to the items on the agenda of the EGM by **11.00 a.m. on 28 December 2021** via the EGM Registration Form at the link: <https://smartagm.sg/HGCLEGM2021> or email to [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com), or deposit at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.
10. The Company will endeavor to address the substantial and relevant questions received in advance of the EGM either before or during the EGM. The responses to such questions from Shareholders (including CPF/SRS Investors), together with the minutes of the EGM, will be posted on the SGXNet and the Company's website within one month after the date of the EGM.
11. Please note that Shareholders (including CPF/SRS Investors) will not be able to ask questions at the EGM live during the webcast and the audio feed, and therefore it is important for Shareholders (including CPF/SRS Investors) to pre-register their participation in order to be able to submit their questions in advance of the EGM.

**Important reminder**

12. Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Shareholders (including CPF/SRS Investors) are advised to regularly check the Company's website or announcements released on SGXNet for updates on the EGM. Further, in light of the current COVID-19 measures, which may make it difficult for Shareholders (including CPF/SRS Investors) to submit completed proxy forms by post, Shareholders (including CPF/SRS Investors) are strongly encouraged to submit completed proxy forms electronically via email.

**PERSONAL DATA POLICY**

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the EGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM in accordance with this Notice, 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 following purposes:

- (i) administration and analysis of the Company (or its agents or service providers) for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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 (collectively, the "Purposes");

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- (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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and 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;
  - (iii) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the EGM (including any adjournment thereof);
  - (iv) the processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the EGM proceedings and providing them with any technical assistance where necessary;
  - (v) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
  - (vi) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
  - (vii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.