

APPENDIX D TO CIRCULAR DATED 9 DECEMBER 2021
PROXY FORM

HOTEL GRAND CENTRAL LIMITED

(Incorporated in the Republic of Singapore)
UEN 196800243H

PROXY FORM

EXTRAORDINARY GENERAL MEETING

IMPORTANT

- Pursuant to Section 181(1C) of the Companies Act, Cap 50, Relevant Intermediaries may appoint more than two proxies to attend, speak and vote at the EGM.
- This EGM (as defined below) 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. The Notice of EGM and this Proxy Form will be posted on Company's website at www.ghihotels.com and SGXNet.
- Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman (as defined below) in advance of the EGM, addressing of substantial and relevant questions at EGM and voting by appointing the Chairman as proxy at the EGM, are set out in the Notice of EGM dated 9 December 2021. This announcement may be accessed at SGXNet.
- Due to the current Covid-19 restriction orders in Singapore, a Shareholder will not be able to attend the EGM in person. A Shareholder will also not be able to vote online on the resolutions to be tabled for approval at the EGM. A Shareholder (whether individual or corporate) must appoint the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise his/her/its voting rights at the EGM. The Chairman, as proxy, need not be a Shareholder.**
- This Proxy Form is not valid for use by CPF investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF or SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operator to submit their votes by **5.00 p.m. on 22 December 2021**.
- CPF investors are requested to contact their respective Agent Banks for any queries that they may have with regard to their appointment as proxies.

I/We, _____ NRIC/Passport/Co. Registration No. _____
of _____

being a *member/members of **HOTEL GRAND CENTRAL LIMITED** (the "**Company**") hereby appoint the Chairman of the Meeting as *my/our proxy to vote for *me/us at the Extraordinary General Meeting (EGM) of Hotel Grand Central Limited (the "**Company**") to be held by electronic means on **Friday, 31 December 2021 at 11.00 a.m.** and at any adjournment thereof.

*I / we have indicated with an "X" in the appropriate box against each item below how *I / we wish the Chairman of the Meeting as my/our proxy to vote, or to abstain from voting.

* Delete accordingly

| No. | Ordinary Resolutions | For | Against | Abstain** |
|-----|----------------------------------------------------------------------------------------|-----|---------|-----------|
| 1. | "Tier-1" approval for Fang Swee Peng continued appointment as an independent Director. | | | |
| 2. | "Tier-2" approval for Fang Swee Peng continued appointment as an independent Director. | | | |
| 3. | "Tier-1" approval for Tan Kok Aun continued appointment as an independent Director. | | | |
| 4. | "Tier-2" approval for Tan Kok Aun continued appointment as an independent Director. | | | |
| | Special Resolutions | | | |
| 5. | To approve the proposed alteration to the objects clause | | | |
| 6. | To approve the proposed adoption of the New Constitution | | | |

Note: Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of ordinary shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

| Total No. of Shares | No. of Shares |
|----------------------------|---------------|
| (a) In CDP Register | |
| (b) In Register of Members | |

Dated this _____ day of _____ 2021.

Signature(s) of Member(s)/Common Seal

IMPORTANT: Please Read Notes before Completing this Proxy Form

Notes:

1. This instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
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. 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.
5. The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarial certified copy thereof, may be
 - (a) deposited at the office of the Company's Share Registrar, 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

not later than **48 hours** before the time set for the EGM.

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.

6. This 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 the EGM to submit his/her vote.
7. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert the number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
8. The Company shall be entitled to reject the instrument appointing the Chairman as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 9 December 2021.

Fold and glue all sides firmly. Stapling and spot sealing are disallowed.

Affix
Postage
Stamp

The Share Registrar of
HOTEL GRAND CENTRAL LIMITED
c/o Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd,
50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623