

APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING DATED 13 APRIL 2023

This Appendix is circulated to Shareholders of Hotel Grand Central Limited (the “**Company**”) together with the Company’s Annual Report. Its purpose is to provide Shareholders with the relevant information relating to, and to seek Shareholders’ approval for the proposed renewal of the Share Repurchase Mandate, to be tabled at the Annual General Meeting of the Company to be held at Hotel Chancellor @ Orchard, Function Room, Level 2, 28 Cavenagh Road, Singapore 229635 on Friday, 28 April 2023 at 11.30 a.m.

If you are in doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Appendix, the Notice of Annual General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the stockbroker, bank or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.



HOTEL GRAND CENTRAL LIMITED

大中酒店有限公司

(Company Registration No. 196800243H)
(Incorporated in the Republic of Singapore)

APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING

IN RELATION TO

RENEWAL OF SHARE REPURCHASE MANDATE



HOTEL GRAND CENTRAL LIMITED
(Incorporated in the Republic of Singapore)
Company No.196800243H

Registered Office:
22 Cavenagh Road
Singapore 229617

Date: 13 April 2023

The Board of Directors:

Mr. Tan Eng Teong (Executive Chairman/Managing Director)
Mr. Tan Teck Lin (Executive Director)
Ms. Tan Hwa Lian (Executive Director)
Mr. Tan Eng How (Non-Independent Non-Executive Director)
Mr. Tan Kok Aun (Lead Independent Non-Executive Director)
Mr. Fang Swee Peng (Independent Non-Executive Director)
Mr. Lim Thian Loong (Independent Non-Executive Director)
Mr. Hui Chiu Fung (Independent Non-Executive Director)

To: The Shareholders

Dear Sir/Madam,

RENEWAL OF SHARE REPURCHASE MANDATE

1. BACKGROUND

- 1.1 We refer to the following: (a) the Notice of the 55th Annual General Meeting (“AGM”) of Hotel Grand Central Limited (the “Company”) dated 13 April 2023; and (b) Ordinary Resolution No. 8 under the heading “As Special Business” set out in the Notice of the AGM.
- 1.2 At the last AGM on 29 April 2022, shareholders had renewed the grant of a mandate (the “Share Repurchase Mandate”) to enable the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company (“Ordinary Shares”).
The authority and limitations on the Share Repurchase Mandate as set out in the Company’s Appendix to Notice of Annual General Meeting dated 14 April 2022 and Ordinary Resolution No. 8 set out in the Notice of the last AGM remained unchanged.
- 1.3 The Share Repurchase Mandate was expressed to take effect on the date of the passing of Ordinary Resolution No. 8 at the last AGM and will expire on the date of the forthcoming AGM, being 28 April 2023. The Directors propose that the Share Repurchase Mandate be renewed again at the forthcoming AGM.

2. THE PROPOSED SHARE REPURCHASE MANDATE

The Ordinary Resolution No. 8 as set out in the Notice of AGM, if passed at the AGM, will renew the Share Repurchase Mandate from the date of the AGM until the date that the next AGM of the Company is held or is required by law to be held, whichever is the earlier, unless prior thereto, the authority conferred by the Share Repurchase Mandate is revoked or varies, or the Share Repurchase are carried out to the full extent mandate.

2.1 Rationale for the Share Repurchase Mandate

Short-term speculation may at times cause the market price of the Company’s Ordinary Shares to be depressed below the true value of the Company and the Group. The Share Repurchase Mandate will provide the Directors with the means to restore investors’ confidence and to protect existing shareholders’ investments in the Company in a depressed share-price situation through judicious share purchases to enhance the earnings per share and/or the net asset value per share.

The Share Repurchase Mandate will also provide the Company with an expedient and cost-effective mechanism to facilitate the return of surplus cash reserves to the shareholders, as and when the Directors are of the view that this would be in the best interests of the Company and the shareholders.

The Directors will only make a share purchase as and when the circumstances permit and only if the Directors are of the view that such purchases are in the best interests of the Company and the shareholders and in circumstances which they believe will not result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or financial position of the Group, or result in the Company being de-listed from the SGX-ST.

The Directors will decide whether to purchase Ordinary Shares only after taking into account, among other things, the market conditions at such time, the Company’s financial condition and whether such purchases will cause the Company to become insolvent (i.e. the Company is unable to pay its debts as they become due in the ordinary course of business, or the value of the Company’s assets is less than the value of its liabilities including contingent liabilities), and whether such purchases represent the most efficient and cost-effective approach to enhance share value. Ordinary Shares purchases will only be made if the Directors believe that such purchases are likely to benefit the Company and increase economic value for shareholders.

The Directors will ensure that the share purchases will not have any effect on the listing of the Company’s securities including the Ordinary Shares listed on the SGX-ST. Rule 723 of the Listing Manual of the SGX-ST requires at least 10% of any class of a company’s listed securities (disregarding shares held in treasury) to be held by the public at all times. The Directors shall safeguard the interests of public shareholders before undertaking any Ordinary Shares purchases. Before exercising the Share Repurchase Mandate, the Directors shall at all times take due cognizance of (a) the then shareholding spread of the Company in respect of

the number of Ordinary Shares held by substantial shareholders and by non-substantial shareholders and (b) the volume of trading on SGX-ST in respect of the Ordinary Shares immediately before the exercise of any share purchase.

Based on 739,426,148 Ordinary Shares in issued as at 22 March 2023 (the "**Latest Practicable Date**"), 133,874,077 Ordinary Shares (approximately 18.11%) are held by the public. **For illustrative purposes only**, assuming that the Company purchases 36,971,307 Ordinary Shares through market acquisition up to the full 5% limit pursuant to the Share Repurchase Mandate, the number of Ordinary Shares in the hands of the public would be reduced to 96,902,770 Ordinary Shares, representing 13.11% of the issued and paid-up share capital of the Company as at the Latest Practicable Date. The Company is of the view that there is sufficient number of Ordinary Shares in issue held by public shareholders, which would permit the Company to undertake Ordinary Shares purchases of up to 5% of its issued ordinary share capital of the Company without affecting the listing status of the Ordinary Shares on SGX-ST. The Company will ensure that the Ordinary Shares purchases will not cause market illiquidity or affect orderly trading of the Ordinary Shares.

2.2 Authority and Limits on the Share Repurchase Mandate

The authority and limitations placed on the Share Repurchase Mandate, if renewed at the AGM, are similar to those previously approved by Shareholders and are as follows:-

(a) Maximum Number of Ordinary Shares

The total number of Ordinary Shares which may be purchased or acquired by the Company pursuant to the Share Repurchase Mandate is limited to that number of Ordinary Shares representing not more than 5% of the issued ordinary share capital of the Company as at the date of the AGM at which the renewal of the Share Repurchase Mandate is approved. Any of the Ordinary Shares which are held as treasury shares will be disregarded for the purposes of computing the 5% limit.

For illustrative purposes only, based on the issued and paid-up capital of the Company as at the Latest Practicable Date of S\$515,009,085.551 comprising 739,426,148 Ordinary Shares, and assuming that no further Shares are issued on or prior to the AGM, not more than 36,971,307 Ordinary Shares (representing approximately 5% of the issued Ordinary Shares of the Company as at the Latest Practicable Date) may be purchased or acquired by the Company pursuant to the Share Repurchase Mandate.

(b) Duration of Authority

Unless varied or revoked by the Company in general meeting, purchases or acquisitions of Ordinary Shares may be made, at any time and from time to time, on and from the date of the AGM at which the renewal of the Share Repurchase Mandate is approved up to:-

- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held, wherever is earlier; or
- (ii) the date on which the authority conferred by the Share Repurchase Mandate is revoked or varied in a general meeting; or
- (iii) the date on which the purchases or acquisitions of Ordinary Shares by the Company pursuant to the proposed Share Repurchase Mandate are carried out to the full extent mandated;

whichever is the earlier.

(c) Manner of Share Purchases

The Company will purchase Ordinary Shares by way of on-market purchases transacted on the SGX-ST or, as the case may be, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchases**").

(d) Purchase Price

The maximum purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) means the price equivalent to 5% above the Average Closing Price (as defined hereinafter) of the Ordinary Shares (the "**Maximum Price**").

"**Average Closing Price**" means the average of the closing market prices of a Ordinary Share over the last five (5) market days on which the transactions in the Ordinary Shares on the SGX-ST were recorded before the day on which such purchase is made and deemed to be adjusted for any corporate action that occurs after the relevant five (5) market days period and the day on which the purchases are made.

(e) Funding of Share Purchases

The Company may purchase or acquire its Ordinary Shares out of its distributable profits as well as out of capital. The Company will use its internal sources of funds (comprising cash and fixed deposits) for the Ordinary Shares purchases. The Company has not obtained or incurred nor does it intend to obtain or incur any borrowings to finance the share purchases.

The Directors do not propose to exercise the Share Repurchase Mandate in a manner and to such extent that the liquidity and capital adequacy position of the Group would be materially adversely affected.

2.3 Shares Purchased In the Previous Twelve Months

The Company did not buy back any Ordinary Shares subsequent to the last Annual General Meeting held on 29 April 2022, and in the 12 months preceding the Latest Practicable Date.

2.4 Maximum Price Paid for Shares Acquired or Purchased

Assuming that the Company purchases or acquires the 36,971,307 Ordinary Shares (representing the maximum limit of 5% of its issued Ordinary Shares) by way of Market Purchases at the Maximum Price of S\$0.9219 for one Ordinary Share (being the price equivalent to 5% above the Average Closing Price of the Ordinary Shares traded on the SGX-ST for the five (5) consecutive market days immediately preceding the Latest Practicable Date), the maximum amount of funds required is approximately S\$34,083,848.

2.5 Status of Purchased Shares Under the Share Repurchase Mandate

2.5.1 Cancellation

Any share which is purchased or acquired by the Company shall, unless held as treasury shares to the extent permitted under the Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time ("**Companies Act**"), be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to that share will expire on cancellation. The total number of shares will be diminished by the number of shares purchased or acquired by the Company and which are not held as treasury shares.

All shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted under the Companies Act) will be automatically de-listed by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

2.5.2 Treasury Shares

Under the Companies Act, shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarized below:

(i) Maximum Holdings

The number of shares held as treasury shares cannot at any time exceed 10% of the total number of issued shares in the capital of the Company.

(ii) Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share into treasury shares of a greater or smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

2.5.3 Disposal and Cancellation

Where shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister of Finance of Singapore.

Rule 704(28) of the Listing Manual of the SGX-ST requires that any sale, transfer, cancellation and/or use of treasury shares, must be announced stating the following:-

- (a) date of the sale, transfer, cancellation and/or use;
- (b) purpose of such sale, transfer, cancellation and/or use;
- (c) number of treasury shares sold, transferred, cancelled and/or used;
- (d) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (e) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use;
- (f) value of the treasury shares if they are used for a sale or transfer or cancelled.

Ordinary Shares purchased or acquired by the Company held as treasury shares will be dealt with in accordance with the Companies Act and the Listing Manual of the SGX-ST.

2.6 Listing Rules

2.6.1 Reporting Requirements

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST, in the case of a Market Purchase, by 9.00 a.m. on the market day following the day of purchase or acquisition of any of its shares. Such announcement (which must be in the form of Appendix 8.3.1 of the Listing Manual of the SGX-ST) must include, inter alia, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares (as applicable), the total consideration (including stamp duties, clearing charges, etc) paid or payable for the shares, the cumulative number of shares purchased as at the date of announcement, the number of issued shares excluding treasury shares and subsidiary holdings after purchase, and the number of treasury shares and subsidiary holdings held after the purchase.

2.6.2 No Purchases during Price Sensitive Developments

While the Listing Manual of the SGX-ST does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Ordinary Shares pursuant to the proposed Share Repurchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, the Company would

not purchase or acquire any Ordinary Shares through Market Purchases during the period of one (1) month immediately preceding the announcement of the Company's half year and full year results; and the period of two weeks before the announcement of the results for each of the first three quarters of its financial year (as applicable).

2.7 Illustrative Financial Effects

2.7.1 Ordinary Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Ordinary Shares will expire on such cancellation) unless the Company holds such Ordinary Shares as treasury shares. The total number of issued Ordinary Shares will be diminished by the number of Ordinary Shares purchased or acquired by the Company and which are not held as treasury shares.

2.7.2 Financial effects on the Company and the Group arising from the proposed purchases of the Company's Ordinary Shares which may be made pursuant to the proposed Share Repurchase Mandate will depend on, inter alia, whether the purchase or acquisition is made out of profits and/or capital of the Company, the number of Ordinary Shares purchased or acquired and the consideration paid at the relevant time and whether the Ordinary Shares purchased or acquired are held in treasury or cancelled.

Purchases or Acquisition out of Profits and/or Capital

Under the Companies Act, purchases or acquisitions of Ordinary Shares by the Company may be made out of the Company's profits and/or capital.

Where the consideration paid by the Company for the purchase or acquisition of Ordinary Shares is made out of profits, such consideration (excluding brokerage, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

Where the consideration paid by the Company for the purchase or acquisition of Ordinary Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced, but the capital will be reduced.

For illustration purposes only and on the basis of the assumptions set out in paragraphs 2.2(e) and 2.4 above, the financial effects on the audited financial statements of the Group for the financial year ended 31 December 2022 are set out below and assuming the following:

- (a) the purchase or acquisition of 36,971,307 Ordinary Shares by the Company pursuant to the Share Repurchase Mandate by way of Market Purchases made entirely out of profits and cancelled;
- (b) the purchase or acquisition of 36,971,307 Ordinary Shares by the Company pursuant to the Share Repurchase Mandate by way of Market Purchases made entirely out of profits and held in treasury.

Scenario (a)

Market Purchases made entirely out of profits and cancelled

As at 31 December 2022	Group	
	Before Share Purchases S\$'000	After Share Purchases S\$'000
Share Capital and Reserves	1,350,009	1,315,925
Treasury Shares	-	-
Shareholders' Funds	1,350,009	1,315,925
Current Assets	306,372	272,288
Current Liabilities	46,558	46,558
Total Borrowings	201,062	201,062
Number of Ordinary Shares	739,426	702,455
Financial Ratios		
NAV per share (\$)	1.83	1.87
Net Gearing (%)	14.89	15.28
Current Ratio (times)	6.58	5.85

Scenario (b)

Market Purchases made entirely out of profits and held in treasury

As at 31 December 2022	Group	
	Before Share Purchases S\$'000	After Share Purchases S\$'000
Share Capital and Reserves	1,350,009	1,350,009
Treasury Shares	-	(34,084)
Shareholders' Funds	1,350,009	1,315,925
Current Assets	306,372	272,288

As at 31 December 2022	Group	
	Before Share Purchases S\$'000	After Share Purchases S\$'000
Current Liabilities	46,558	46,558
Total Borrowings	201,062	201,062
Number of Ordinary Shares	739,426	739,426
Financial Ratios		
NAV per share	1.83	1.78
Net Gearing (%)	14.89	14.89
Current Ratio (times)	6.58	5.85

- 2.7.3 Shareholders should note that the financial effects set out above are for illustration purposes only. In particular, it is important to note that the analysis above is based on historical numbers and is not necessarily representative of future financial performance of the Company. Although the Share Repurchase Mandate would authorize the Company to purchase or acquire up to 5% of the issued Ordinary Shares (excluding any shares held in treasury), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 5% of the issued Ordinary Shares (excluding shares held in treasury). In addition, the Company may cancel all or parts of the share repurchased or hold all or part of the shares repurchased in treasury.
- 2.7.4 The Directors do not propose to exercise the Share Repurchase Mandate in a manner and to such extent that the working capital requirements of the Group would be materially affected.
- 2.7.5 Shareholders who are in doubt as to their respective tax positions or the tax implications of share purchase or acquisition by the Company, or who may be subject to tax whether in or outside of Singapore, should consult their own professional advisers.

2.8 Take-over Code

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Ordinary Shares are set out below:

2.8.1 Obligation to make a Take-over Offer

If, as a result of any purchase or acquisition by the Company of its Ordinary Shares, the proportionate interest in the voting capital of the Company of a shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a shareholder or a group of shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Takeover Code.

2.8.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the Take-over Code presumes, inter alia, the following individuals and companies to be persons acting in concert with each other:

- (a) the following companies:
 - (i) a company;
 - (ii) the parent company of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i), (ii), (iii) or (iv);
 - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
 - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights; and
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts).

The circumstances under which shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Ordinary Shares by the Company are set out in Appendix 2 of the Take-over Code.

2.8.3 Effect of Rule 14 and Appendix 2

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Ordinary Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months. In calculating the percentage of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a shareholder and persons acting in concert with the shareholder or Depositor will incur an obligation to make a take-over offer after Ordinary Share purchases if, inter alia, he and persons acting in concert with him who would increase their voting rights to 30% or more as a result of a purchase or acquisition of Ordinary Shares by the Company, has or have acquired any Ordinary Shares between the date of the notice of resolution to authorise the Share Repurchase Mandate and the next AGM, or, if they together hold between 30% and 50% of the Company's voting rights (who would increase their voting rights by more than 1% in any period of six months as a result of the purchase or acquisition of Ordinary Shares by the Company) has or have acquired any Ordinary Shares between the date of the notice of resolution to authorize the Share Repurchase Mandate and the next AGM.

Under Appendix 2 of the Take-over Code, a shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Ordinary Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Repurchase Mandate.

Shareholders (including Directors) and their concert parties who hold more than 50% of the Company's voting rights are under no obligation to make a take-over offer if the voting rights of such Shareholders and their concert parties were to increase as a result of the Company purchasing or acquiring Shares.

In calculating the percentages of voting rights of such Directors and their concert parties, Treasury Shares shall be excluded.

If the Company decides to cease the Share Repurchase Mandate before it has purchased in full such number of Shares authorised by its Shareholders at the AGM, the Company will promptly inform its Shareholders of such cessation. This will assist Shareholders to determine if they can buy any more Shares without incurring an obligation under Rule 14 of the Takeover Code.

2.8.4 *Substantial Shareholders' Interests in the Company's Shares*

The Shareholdings of the Substantial Shareholder as recorded in the Register of Substantial Shareholder as at the Latest Practicable Date are as follows:-

Substantial Shareholder	Direct Interest		Deemed Interest	
	No. of shares	%	No. of shares	%
Tan Chee Hoe & Sons Holdings Pte. Ltd.	412,568,507	55.80	Nil	–
Tan Chee Hoe & Sons Sdn Bhd	Nil	–	412,568,507 ⁽¹⁾	55.80
Tan Eng Teong Holdings Sdn Bhd	Nil	–	412,568,507 ⁽¹⁾	55.80
Tan Teck Lin Holdings Sdn Bhd	23,383,240	3.16	412,568,507 ⁽¹⁾	55.80
Tan Teck Lin ⁽²⁾	Nil	–	456,732,253	61.77
Tan Eng Teong ⁽³⁾	43,139	0.006	480,858,038	65.03
Tan Eng How ⁽⁴⁾	1,259,742	0.17	433,085,962	58.57
Tan Eng Teong Pte. Ltd.	66,859,520	9.04	412,568,507 ⁽¹⁾	55.80
Aditan Holdings Sdn Bhd	20,517,455	2.77	412,568,507 ⁽¹⁾	55.80
Chng Ghim Huat ⁽⁵⁾	29,432,250	3.98	27,711,609	3.81

Notes

- (1) Tan Chee Hoe & Sons Sdn Bhd ("**TCH&SSB**") is the holding company of Tan Chee Hoe & Sons Holdings Pte Ltd, a substantial shareholder of the Company holding 412,568,507 shares in the share capital of the Company. Tan Eng Teong Holdings Sdn. Bhd. ("**TETHSB**"), Tan Teck Lin Holdings Sdn. Bhd. ("**TTLHSB**") and Aditan Holdings Sdn. Bhd. ("**Aditan**") are shareholders of TCH&SSB, each holding more than 20% shareholdings in TCH&SSB. Tan Eng Teong Pte. Ltd. ("**TETPL**") is shareholder of TETHSB, holding more than 20% shareholdings in TETHSB. (all the abovementioned entities are collectively known as "**Tan Group of Entities**"). Accordingly all Tan Group of Entities are deemed interested in 412,568,507 shares in the share capital of the Company held by Tan Chee Hoe & Sons Holdings Pte Ltd.
- (2) Mr Tan Teck Lin is deemed interested in (i) 412,568,507 shares in the share capital of the Company held by Tan Chee Hoe & Sons Holdings Pte Ltd. through TTLHSB and Aditan; (ii) 23,383,240 shares in the share capital of the Company held by TTLHSB; and (iii) 20,517,455 shares in the share capital of the Company held by Aditan, by virtue of his shareholdings held in TTLHSB and Aditan. Mr Tan Teck Lin also deemed interested in 263,051 shares in the share capital of the Company held by his spouse.
- (3) Mr Tan Eng Teong is deemed interested in (i) 66,859,520 shares in the share capital of the Company held by TETPL; and (ii) 412,568,507 shares in the share capital of the Company held by Tan Chee Hoe & Sons Holdings Pte. Ltd. through TETPL, by virtue of his shareholding held in TETPL. Mr Tan Eng Teong also deemed interested in 1,430,011 shares in the share capital of the Company held by his spouse.
- (4) Mr Tan Eng How is deemed interested in (i) 412,568,507 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd. through Aditan; and (ii) 20,517,455 held by Aditan, by virtue of his shareholdings held in Aditan.
- (5) Chng Ghim Huat's deemed interest arose through shares held by Chng Gim Huat Holdings Pte. Ltd. and its nominee bank.

2.8.5 As at the Latest Practicable Date, the Company's substantial shareholder, Tan Chee Hoe & Sons Holdings Pte. Ltd. ("TCHSHPL") holds 55.80% of the issued and paid-up share capital of the Company. Messrs. Tan Eng Teong, Tan Teck Lin and Tan Eng How, who are the Directors ("Relevant Directors"), with the addition to their spouse, collectively control 81.90% of the issued share capital of TCHSHPL while Tan Eng Teong Pte Ltd ("TETPL"), Tan Teck Lin Holdings Sdn Bhd ("TTLHSB") and Aditan Holdings Sdn Bhd ("Aditan") each hold 9.04%, 3.16% and 2.77% of the issued share capital of the Company respectively.

Mr. Tan Teck Lin holds 50% of the issued share capital of TTLHSB and is also a director of TTLHSB. The remaining shareholders and directors of TTLHSB comprise his spouse and children.

Mr. Tan Eng How holds 50% of the issued share capital of Aditan and is also a directors of Aditan. His brother, Mr. Tan Teck Lin holds the remaining 50% of the issued share capital of Aditan and is also the other director of Aditan.

Mr. Tan Eng Teong holds 48.60% of the issued share capital of TETPL and is also a director of TETPL. The remaining shareholders and directors of TETPL comprise his spouse and children.

TCHSHPL has in-concert arrangements and relationships with TTLHSB, Aditan and TETPL as regards their shareholding control of the Company, and therefore TCHSHPL, the Relevant Directors, TTLHSB, Aditan and TETPL would be persons acting in concert with each other under the present Code and their combined shareholdings in the Company would exceed 50% of the issued share capital of the Company.

As set out above, under the Take-over Code, Shareholders (including Directors) and their concert parties who hold more than 50% of the Company's voting rights are under no obligation to make a take-over offer if the voting rights of such Shareholders and their concert parties were to increase as a result of the Company purchasing or acquiring Shares. Accordingly, based on the shareholdings of the foregoing parties acting in concert as at the Latest Practicable Date, in the event that the proposed renewal of the Share Repurchase Mandate is approved by the Shareholders of the Company at the coming AGM and the Company undertakes share purchases subsequently, Rule 14 of the Take-over Code would not apply to TCHSHPL, the Relevant Directors, TTLHSB, Aditan and TETPL because these concert parties collectively hold more than 50% of the Company's issued share capital.

Save as disclosed above and to the best of their knowledge, the Directors are not aware of any fact(s) or factor(s) which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under Rule 14 of the Take-over Code would ensue as a result of a purchase of Ordinary Shares by the Company pursuant to the Share Repurchase Mandate.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Ordinary Shares by the Company should consult the Securities Industry Council and/or their professional advisers at the earliest opportunity.

3. DIRECTORS' RECOMMENDATION

The Directors (other than the Relevant Directors) are of the opinion that the proposed renewal of the Share Repurchase Mandate is in the best interests of the Company. Accordingly, they recommend that shareholders vote in favour of the Ordinary Resolution relating to the proposed renewal of the Share Repurchase Mandate to be proposed at the AGM.

4. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Renewal of Share Repurchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or, reproduced in this Appendix in its proper form and context.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

5.1 Lodgment of Proxies

Shareholders who are unable to attend the AGM and wish to appoint a proxy to attend and vote on their behalf should complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible such that the Company receives it, not less than 72 hours before the time fixed for the AGM.

5.2 Depositors

A depositor holding shares through CDP in Singapore shall not be regarded as a shareholder entitled to attend the AGM and to vote unless he/she/it is shown to have Ordinary Shares entered against his/her/its name in the Depository Register as certified by CDP as at 72 hours before the AGM or in the Company's Register of Members.

6. DOCUMENTS AVAILABLE FOR INSPECTION

The Annual Report of the Company may be accessed on SGXNET at the following URL: <https://www.sgx.com/securities/company-announcements> and is also available on the Company's website at the following URL: www.ghihotels.com.

Yours faithfully,
For and on behalf of the Board of Directors of
HOTEL GRAND CENTRAL LIMITED

Tan Eng Teong
Executive Chairman/Managing Director