

**PAVILLON HOLDINGS LTD.**  
(Company Registration No. 199905141N)  
(Incorporated in the Republic of Singapore)  
(the “Company”)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of **PAVILLON HOLDINGS LTD.** (the “Company”) will be held by electronic means on Tuesday, 26 April 2022 at 3.00 p.m. for the following purposes: -

**AS ORDINARY BUSINESS**

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| 1. | To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors’ Statement and Independent Auditors’ Report thereon.           | <b>Resolution 1</b> |
| 2. | To approve payment of Directors’ Fees of S\$135,000 for the financial year ending 31 December 2022, with payment to be made in arrears. (2021: S\$162,000)  | <b>Resolution 2</b> |
| 3. | To re-elect Dr John Chen Seow Phun, a Director of the Company, who retire pursuant to Article 107 of the Constitution of the Company.<br><b>[See Explanatory Note (i)]</b>                                    | <b>Resolution 3</b> |
| 4. | To re-elect Mr Lee Tong Soon, a Director of the Company, who retire pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited.<br><b>[See Explanatory Note (ii)]</b> | <b>Resolution 4</b> |
| 5. | To re-elect Mr Lim Ho Heng, a Director of the Company, who retire pursuant to Article 117 of the Constitution of the Company.<br><b>[See Explanatory Note (iii)]</b>  | <b>Resolution 5</b> |
| 6. | To re-appoint Messrs Nexia TS Public Accountant Corporation as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.   | <b>Resolution 6</b> |
| 7. | To transact any other ordinary business which may be properly transacted at an Annual General Meeting.  |                     |

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolution:-

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|----|---|---------------------|
| 8. | <u>Authority to allot and issue shares</u>  | <b>Resolution 7</b> |
|    | “That pursuant to Section 161 of the Companies Act 1967 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“ <b>SGX-ST</b> ”), authority be and is hereby given to the Directors of the Company to:- |                     |
|    | (a) (i) issue shares in the capital of the Company (“ <b>shares</b> ”) whether by way of rights, bonus or otherwise; and/or   |                     |
|    | (ii) make or grant offers, agreements or options (collectively, “ <b>Instruments</b> ”) 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:

- (1) 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) does not exceed 50 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - (i) 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
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(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 (iv)]**

BY ORDER OF THE BOARD

CHAN LAI YIN  
Company Secretary  
Singapore, 4 April 2022

**Explanatory Notes:**

- (i) Dr John Chen Seow Phun, will upon re-election as a Director of the Company, remain as the Executive Chairman of the Company. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, detailed information of Dr John Chen Seow Phun who is seeking re-election at the Annual General Meeting can be found in the Corporate Governance Report under Provision 1.5 of the Annual Report.
- (ii) Mr Lee Tong Soon, will upon re-election as a Director of the Company, remain as the Managing Director of the Company. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, detailed information of Mr Lee Tong Soon who is seeking re-election at the Annual General Meeting can be found in the Corporate Governance Report under Provision 1.5 of the Annual Report.
- (iii) Mr Lim Ho Heng, will upon re-election as a Director of the Company, remain as the Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, detailed information of Mr Lim Ho Heng who is seeking re-election at the Annual General Meeting can be found in the Corporate Governance Report under Provision 1.5 of the Annual Report.
- (iv) Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this

Resolution will not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings of the Company. For issues of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of Company's total number of issued shares excluding treasury shares and subsidiary holdings of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any Instrument made or granted under this authority.

**Notes:**

1. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by shareholders can participate at the AGM by observing and/or listening to the proceedings of the AGM through either live audio-visual webcast or live audio-only stream ("electronic means"), submission of questions in advance of the AGM, addressing of substantial and relevant questions, are set out in the Company's announcement dated 4 April 2022 (the "**Announcement**"), which has been uploaded together with this Notice of AGM dated 4 April 2022 on SGXNet. The Announcement may also be assessed on the Company's website <https://thavillagerestaurant.com.sg/investors>. For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice of AGM.
2. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the AGM in person. A member of the Company (whether individual or corporate and including a Relevant Intermediary\*) must appoint the Chairman of the AGM in as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary\*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. The Chairman of the AGM, as proxy, need not be a member of the Company.
4. In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (i.e. by 3:00 p.m. on 23 April 2022), as certified by The Central Depository (Pte) Limited to the Company.
5. An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investor") who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 3:00 p.m. on 14 April 2022). SRS Investors are requested to contact their respective agent banks for any queries they may have with regard to the appointment of the Chairman of the AGM as proxy for the AGM.
6. The instrument appointing the Chairman of the AGM as a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:

(a) be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road #11-02, Singapore 068898; or

(b) send electronic mail to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com) enclosing signed PDF copy of the Proxy Form;

not less than forty-eight (48) hours before the time appointed for the AGM.

\* A Relevant Intermediary is:

(a) a banking corporation licensed under the Banking Act (Chapter 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;

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### **PERSONAL DATA PRIVACY**

By lodging an instrument appointing a proxy(ies) and/or representative(s), a Shareholder (i) consents to the collection, use and disclose of the Shareholder's personal data by the Company (and its agents) for the purpose of the processing and administration by the Company (and its agents) of proxies and representatives appointed 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 (and its agents) to comply with any applicable laws, listing rule, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (and its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.