

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

---

**INTERESTED PERSON TRANSACTIONS**  
**- DAJU LOGISTICS (TIANJIN) CO., LTD**

---

**1. INTRODUCTION**

The Board of Directors (the “**Board**”) of Pavillon Holdings Ltd. (the “**Company**”) wishes to announce that its wholly-owned subsidiary, Pavillon Business Development (Shanghai) Co., Ltd. (兰亭商业发展 (上海) 有限公司) (“**Pavillon Business Development**”) together with Shanghai Liuyu Information Technology Co., Ltd (上海六渝信息科技有限公司) (“**Shanghai Liuyu**”) had incorporated a limited liability company in Tianjin, People’s Republic of China under the name “Daju Logistics (Tianjin) Co., Ltd (达聚物流 (天津) 有限公司) (“**Daju Logistics**”) with registered capital of RMB30 million. Pavillon Business Development held 49% equity interest in Daju Logistics and Shanghai Liuyu, held the remaining 51% equity interest. Pavillon Business Development will inject capital of RMB4 million in Daju Logistics as paid-up capital in proportion to its shareholding (the “**Transaction**”).

Daju Logistics is principally engaged in domestic freight forwarding agency, import and export of goods, non-residential real estate leasing, conference and exhibition services, auto-parts retail, information consulting services (excluding licensed information consulting services), car sales and new energy vehicle sales. These are value-added services to Fengchi IOT Management Co. Ltd, (丰驰物联网管理有限公) (“**Fengchi IOT**”), a joint venture between Tianjin Pavillon Assets Management Co., Ltd. (天津兰亭资产管理有限公) a wholly-owned subsidiary of the Company, which owns 49%, and Shanghai Liuyu owns 51%.

Fengchi IOT has entered into a lease agreement with Daju Logistics for a term of 1 year at RMB850,000 per month (“**Lease**”). The lease is for a period not exceeding three (3) years and the terms of the Lease Agreement are supported by an independent valuation report from Robert Khan & Co Pte Ltd dated 31 December 2022.

**2. INTERESTED PERSON TRNSACTIONS**

The Transaction and Lease are Interested Person Transactions (the “**IPT**”) as Mr Ding Furu is the 100% ultimate beneficial shareholder of Shanghai Liuyu. Shanghai Liuyu is an associate of Mr Ding Furu who is a non-executive non-independent director and controlling shareholder of the Company. Shanghai Liuyu also owns 51% of Fengchi IOT Management Co. Ltd, (丰驰物联网管理有限公).

The lease is for a period not exceeding three (3) years and the terms of the Lease Agreement are supported by an independent valuation report from Robert Khan & Co Pte Ltd dated 31 December 2022. Pursuant to Rule 916(1) of the Listing Manual, the Lease is not required to comply with Rule 906 of the Listing Manual.

**3. VALUE OF INTERESTED PERSON TRANSACTION**

The aggregate value of the Transaction and Lease to 13 April 2023 is S\$1,433,000 and it is below 5% of the Group’s audited net tangible assets (“**NTA**”). The Group’s latest audited net tangible assets (“**NTA**”) as at 31 December 2022 was S\$54.124 million. The Transaction was financed through internal resources.

#### **4. RATIONALE AND BENEFIT TO THE COMPANY**

Fengchi IOT is the owner of the logistics hub comprising Warehouse, office tower and exhibition areas in Dongjiang Port Area in Tianjin, PRC. The Transaction and the lease will enable Daju Logistics to compliment the Group's business in the provision of logistics and warehousing solutions and services, and the Group managed to source for capital injection from Shanghai Liuyu.

The Audit and Risk Committee (except for Mr Fan Bin who was nominated by the substantial shareholder whose ultimate shareholder is Mr Ding Furu) is of the view that the risks and rewards of the Transaction are in proportion to the equity of each Pavillon Business Development and Shanghai Liuyu, and the terms are not prejudicial to the interests of the Company and its minority shareholders. Shanghai Liuyu, being the interested person, does not have an existing equity interest in Daju Logistics prior to the participation of the Company in Daju Logistics, which is newly incorporated. The Audit and Risk Committee is also of the view that the Lease is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.

The Transaction and Lease is not expected to have any material impact on the Group's earnings per share and net tangible assets per share for the financial year ending 31 December 2023.

None of the Directors or substantial shareholders of the Company have any interest, directly or indirectly, in the said transaction, save for their interest arising by way of their shareholdings and/or directorships, as the case may be, in the Transaction and Lease.

#### **5. DOCUMENT AVAILABLE FOR INSPECTION**

A copy of the Tenancy Agreement is available for inspection during normal business hours at the registered office of the Company for a period of three (3) months from the date of this announcement.

By Order of the Board

Dr John Chen Seow Phun  
Executive Chairman

13 April 2023