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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### PAVILLON HOLDINGS LTD.

(Company Registration No. 199905141N)

(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of Pavillon Holdings Ltd. (the “**Company**”) will be held at Thai Village Restaurant, 2 Stadium Walk, #01-02/03 Singapore Indoor Stadium, Singapore 397691 on 5 August 2022 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution:

*Please refer to the paragraph titled “IMPORTANT INFORMATION” below for details.*

*All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 21 July 2022 (the “Circular”).*

**Shareholders should note that Ordinary Resolutions 1, 2, 3 and 4 as set out in this Notice of EGM are inter-conditional on each other. This means that if any one of Ordinary Resolutions 1, 2, 3 and 4 is not approved, all of Ordinary Resolutions 1, 2, 3 and 4 will not be duly approved.**

#### **ORDINARY RESOLUTION 1:**

**THE PROPOSED SUBSCRIPTION OF 1,047,218,560 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE SUBSCRIPTION PRICE OF S\$0.041 PER SUBSCRIPTION SHARE BY NEW DEVELOPMENT HOTEL MANAGEMENT PTE. LTD.**

THAT subject to and contingent upon Ordinary Resolutions 2, 3 and 4, as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given for the allotment and issuance of 1,047,218,560 Subscription Shares pursuant to the Proposed Subscription by the Company to the Subscriber at the Subscription Price of S\$0.041 per Subscription Share (representing a premium of approximately 86.4% to the last transacted price of S\$0.022 per Share and a premium of approximately 51.9% to the volume weighted average price of S\$0.027 for trades done on the Shares on the Mainboard of the SGX-ST on 1 March 2022, being the market day on which the Shares were traded preceding the time the Subscription Agreement was signed), on the terms and subject to the conditions set out in the Subscription Agreement;
- (b) the entry into the Subscription Agreement and any other transactions and/or ancillary documents contemplated under the Subscription Agreement be and is hereby approved, confirmed and ratified; and
- (c) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

#### **ORDINARY RESOLUTION 2:**

**THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO THE SUBSCRIBER ARISING FROM THE PROPOSED SUBSCRIPTION**

THAT subject to and contingent upon Ordinary Resolutions 1, 3 and 4 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given for the allotment and issuance by the Company of the Subscription

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Shares to the Subscriber on the terms and subject to the conditions set out in the Subscription Agreement which constitutes a transfer of controlling interest in the Company to the Subscriber pursuant to Rule 803 of the Listing Manual; and

- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

### **ORDINARY RESOLUTION 3:**

#### **THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER BY INDEPENDENT SHAREHOLDERS OF THEIR RIGHT TO RECEIVE A MANDATORY GENERAL OFFER FROM THE SUBSCRIBER FOR ALL THE ISSUED SHARES IN THE CAPITAL OF THE COMPANY NOT ALREADY OWNED OR CONTROLLED BY THE SUBSCRIBER AND ITS CONCERT PARTIES**

THAT subject to and contingent upon Ordinary Resolutions 1, 2 and 4 as set out in this Notice of EGM being passed, the Independent Shareholders hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Subscriber in accordance with Rule 14 of the Takeover Code as a result of the allotment and issue of First Tranche Subscription Shares by the Company to the Subscriber.

### **ORDINARY RESOLUTION 4:**

#### **THE PROPOSED USE OF PROCEEDS FROM THE PROPOSED SUBSCRIPTION AS AN INTERESTED PERSON TRANSACTION**

THAT subject to and contingent upon Ordinary Resolutions 1, 2 and 3 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given for the proposed Use of Proceeds from the Proposed Subscription by the Company, as an interested person transaction in accordance with Rule 906 of the Listing Manual, on the terms and subject to the conditions set out in the Subscription Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 4 and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board  
**PAVILLON HOLDINGS LTD.**

Dr. John Chen Seow Phun  
Executive Chairman

21 July 2022

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### **PERSONAL DATA PRIVACY**

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (b) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) 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. The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/ she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

### **IMPORTANT INFORMATION**

1. In light of the easing of the COVID-19 restrictions by the Singapore government on 26 April 2022, the EGM will be held physically at Thai Village Restaurant, 2 Stadium Walk, #01-02/03 Singapore Indoor Stadium, Singapore 397691.
2. This Notice will accordingly be sent to members by electronic means via publication on the Company's website at the URL: <https://thaivillagerestaurant.com.sg/investors> and on the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements>. The accompanying Proxy Form for the EGM may be downloaded from the Company's website at the URL: <https://thaivillagerestaurant.com.sg/investors> and on the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements>.
3. (a) A member (who is not a relevant intermediary) entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument (expressed as a percentage of a whole). If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.  
  
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. In relation to a relevant intermediary who wishes to appoint more than two (2) proxies, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, NRIC/Passport Number and proportion of shareholding (number of shares, class of shares and percentage) in relation to which the proxy has been appointed.

"**Relevant intermediary**" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

4. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. **Submission of substantial and relevant questions in advance of the EGM.** Members, including CPF Investors and SRS Investors, can submit substantial and relevant questions related to the resolution to be tabled for approval at the EGM to the Chairman of the Meeting, in advance of the EGM, in the following manner:
  - (a) if submitted by post, be lodged with the Company's registered office at Block 1002 Tai Seng Avenue #01-2536 Singapore 534409; and
  - (b) if submitted electronically, the instrument must be submitted via email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com).

in each case, by **3.00 p.m. on 28 July 2022 (being seven (7) calendar days from the date of the Notice of EGM)**. When sending in questions by post or email, please also include the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, CPF, SRS and/or scrip).

Members (including CPF Investors and SRS Investors) and, where applicable, appointed proxy(ies) can also ask live at the EGM substantial and relevant questions related to the resolution to be tabled for approval at the EGM by attending the EGM physically.

6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Company's registered office at Block 1002 Tai Seng Avenue #01-2536 Singapore 534409; and

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(b) if submitted electronically, the instrument must be submitted via email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com).

in each case, by **3.00 p.m. on 3 August 2022 (not less than 48 hours before the time appointed for holding the EGM)**.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email can either download a copy of the Proxy Form from the Company's website and SGXNet, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

7. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM (i.e. 3.00 p.m. on 2 August 2022), as certified by CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and vote thereat unless his/her/its name appears on the Depository Register 72 hours before the time appointed for the EGM.
8. CPF Investors and SRS Investors:
  - (a) may attend and cast their vote(s) at the EGM in person if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) business days before the EGM (i.e. by **3.00 p.m. on 27 July 2022**), and such CPF Investor and/or SRS Investors shall be precluded from attending the EGM.
9. This Notice, the Circular and the Proxy Form will be sent to the members solely by electronic means via publication on the Company's website and will also be made available on SGXNet. Printed copies of these documents will not be sent to the members of the Company. Please refer to the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <https://thavillagerestaurant.com.sg/investors> for the (a) Circular; (b) Notice of EGM; and (c) Proxy Form:

As the COVID-19 pandemic continues to evolve, further measures and/or changes to the EGM arrangements may be made on short notice in the ensuing days, even up to the day of the EGM. Members are advised to closely monitor announcements made on SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements> and/or the Company's website at the URL: <https://thavillagerestaurant.com.sg/investors> for updates on the EGM. The Company also seeks the understanding and cooperation of all members to minimise the risk of community spread of COVID-19.

10. The following steps will be taken for members and others attending the EGM to minimise the risk of community spread of COVID-19.
  - (a) All attendees of the EGM will be required to wear face masks at the EGM venue at all times when not eating or drinking.
  - (b) Members and proxy(ies) who are feeling unwell on the date of the EGM are advised not to attend the EGM.
  - (c) Any persons exhibiting flu-like symptoms may be refused admittance at the EGM.