

PAVILLON HOLDINGS LTD.

(Company Registration No. 199905141N)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting 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 Wednesday, 25 April 2018 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Statement by Directors and the Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with the Auditors’ Report thereon. **(Resolution 1)**
- To approve the payment of Directors’ fees of S\$378,000 for the financial year ending 31 December 2018, with payment to be made in arrears. (2017: S\$378,000) **(Resolution 2)**
- To re-elect Mr Zheng Fengwen who retire pursuant to Regulation 107 of the Constitution of the Company. **(Resolution 3)**
[See Explanatory Note (i)]
- To re-elect Mr Hoon Tai Meng who retire pursuant to Regulation 107 of the Constitution of the Company. **(Resolution 4)**
[See Explanatory Note (ii)]
- To re-elect Ms Jo-Anne Chang who retire pursuant to Regulation 107 of the Constitution of the Company. **(Resolution 5)**
[See Explanatory Note (iii)]
- To re-appoint Messrs Nexia TS Public Accountant Corporation as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to issue shares pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**

That the Directors of the Company be authorised and empowered pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) to issue shares and convertible securities in the Company upon such terms and conditions and for such purposes and to such persons and with such rights or restrictions as the Directors of the Company may in their absolute discretion deem fit. PROVIDED ALWAYS THAT the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed twenty per cent (20%) of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company and that unless revoked or varied by the Company in a general meeting, such authority 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. For the purposes of this resolution, the percentage of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company shall be based on the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company at the time of the passing of this resolution, after adjusting for:

- new shares arising from the conversion or exercise of any convertible securities or from exercising employee share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution, provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
- any subsequent bonus issue, consolidation or subdivision of shares. **(Resolution 7)**
[See Explanatory Note (iv)]

BY ORDER OF THE BOARD

Chew Kok Liang
Company Secretary

Singapore, 10 April 2018

Explanatory Notes:

- Mr Zheng Fengwen will, upon re-election as Director of the Company, remain as Executive Director and Chief Executive Officer, and will be considered non-independent.
- Mr Hoon Tai Meng will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee, a member of the Nominating and Remuneration Committee, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- Ms Jo-Anne Chang will, upon re-election as Director of the Company, remain as Non-Executive and Non-Independent Director, and will be considered non-independent.
- The Ordinary Resolution 7 in item 8 above, if passed, will empower the Directors of the Company from the date of the meeting effective until the conclusion of the next Annual General Meeting of the Company to issue shares and convertible securities in the Company up to a number not exceeding, in total fifty per cent (50%) of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company for the time being for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting.

Notes

- A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Annual General Meeting (the “**Meeting**”) is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- A Relevant Intermediary may 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 him (which number and class of shares shall be specified.)
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at Block 1002 Tai Seng Avenue, #01-2536, Singapore 534409 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

* A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act (Cap. 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; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.