

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

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON TUESDAY, 26TH APRIL 2022 AT 3:00 P.M. BY ELECTRONIC MEANS

BY ELECTRONIC MEANS

Directors

Dr John Chen Seow Phun (Executive Chairman)
Mr Lee Tong Soon (Managing Director)
Mr Ko Chuan Aun (Independent Director)
Mr Lim Ho Heng (Independent Director)

In attendance via live webcast

Mr Kok Nyong Patt (Chief Operating Officer)
Mr Calvin Loh (Financial Controller)
Mr Maxtein Oh (Group General Manager)
Ms Chan Lai Yin (Company Secretary)
Ms Lora Leong (Tricor Evatthouse Corporate Services)
Mr Teh Yeu Horng (Nexia TS Public Accounting Corporation)
Ms Sandra Lee (Entrust Advisory Pte. Ltd.)
Mr Robert Tan (Tricor Barbinder Share Registration Services)

Shareholders

As per attendance list

CHAIRMAN

Dr John Chen Seow Phun presided as Chairman of the Annual General Meeting (the "AGM" or "Meeting"). On behalf of the Board of Directors, the Chairman welcomed shareholders to the AGM of the Company conducted by electronic means under the COVID-19 guidance on the conduct of general meetings. He introduced members of the Board and management who were present by electronic means at the AGM. He proceeded to introduce the Company Secretary, Ms Chan Lai Yin and Audit Partner from Nexia TS Public Accounting Corporation, Mr Teh Yeu Horng who attended the AGM via live webcast.

The Chairman thanked shareholders who had pre-registered for the live audio-visual webcast or live audio-only stream for observation of the AGM proceedings and attended the AGM of the Company by electronic means. The Chairman acknowledged the shareholders were present at the AGM by electronic means.

QUORUM

It was noted that a quorum was present and the Chairman called the meeting to order.

NOTICE CONVENING THE MEETING

The Notice convening the Meeting, was with the concurrence of the meeting be taken as read.

The Chairman informed that he had exercised his right as Chairman of the meeting and demanded for all resolutions tabled at the AGM to be voted by poll.

PAVILLON HOLDINGS LTD.
MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 26 APRIL 2022

Shareholders were not able to vote through live webcast but they could exercise their voting rights by appointing the Chairman as proxy to vote on their behalf. The Chairman confirmed he has voted in accordance with the respective instructions of shareholders to vote for or against or abstain from voting on the resolutions tabled at the AGM after shareholders have appointed the Chairman as proxy. Votes of valid proxy forms have been counted by the poll counting agent and verified by the scrutineer, Entrust Advisory Pte. Ltd..

As shareholders could not ask questions at the AGM but may submit questions in advance before 3:00 p.m. on 18 April 2022, the Company had on 22 April 2022 released SGXNET announcement regarding the Company's response to questions submitted in advance by shareholders.

ORDINARY RESOLUTIONS

AS ORDINARY BUSINESS

1. ORDINARY RESOLUTION 1

- **ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH DIRECTORS' STATEMENT AND INDEPENDENT AUDITORS' REPORT THEREON**

The Meeting received and considered the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Auditors' Report thereon.

The Chairman proposed the motion:

"That the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors' Statement and Independent Auditors' Report be hereby received and adopted."

The result of the poll as follow was read by the Chairman and presented at the AGM:

RESULTS	FOR	AGAINST
VOTE	188,205,026	1,000
PERCENTAGE	100%	Not meaningful

Based on the results of the poll, the Chairman declared Resolution 1 carried.

2. ORDINARY RESOLUTION 2

- **APPROVAL OF DIRECTORS' FEES FOR FINANCIAL YEAR ENDING 31 DECEMBER 2022**

The Chairman informed shareholders that the Board had recommended the payment of S\$135,000 as directors' fees for the financial year ending 31 December 2022, with payment to be made in arrears.

The Chairman proposed the motion:

"That the payment of Directors' fees of S\$135,000 for the financial year ending 31 December 2022 be approved with payment to be made in arrears."

The result of the poll as follow was read by the Chairman and presented at the AGM:

RESULTS	FOR	AGAINST
VOTE	188,205,026	0
PERCENTAGE	100%	0%

Based on the results of the poll, the Chairman declared Resolution 2 carried.

3. ORDINARY RESOLUTION 3

- RE-ELECTION OF DR JOHN CHEN SEOW PHUN AS A DIRECTOR OF THE COMPANY

The Chairman invited Mr Lee Tong Soon to chair Resolution 3 relating to his re-election as director of the Company.

Mr Lee Tong Soon took over as Chairman for Resolution 3. In accordance with Article 107 of the Company's Constitution, Dr John Chen Seow Phun, would retire at the AGM and being eligible, offered himself for re-election. Dr John Chen Seow Phun has consented to continue in office.

The Chairman proposed the motion:

"That Dr John Chen Seow Phun be re-elected as a Director of the Company."

The result of the poll as follow was read by the Chairman and presented at the AGM:

RESULTS	FOR	AGAINST
VOTE	158,179,626	130,026,400
PERCENTAGE	54.88%	45.12%

Based on the results of the poll, the Chairman declared Resolution 3 carried.

Mr Lee Tong Soon passed the chair of the Meeting back to Dr John Chen Seow Phun as Chairman of the meeting.

4. ORDINARY RESOLUTION 4

- RE-ELECTION OF MR LEE TONG SOON AS A DIRECTOR OF THE COMPANY

The Chairman informed shareholders present that Mr Lee Tong Soon was subject to re-election pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman proposed the motion:

"That Mr Lee Tong Soon be re-elected as a Director of the Company."

The result of the poll as follow was read by the Chairman and presented at the AGM:

RESULTS	FOR	AGAINST
VOTE	79,479,626	170,026,400
PERCENTAGE	31.85%	68.15%

Based on the results of the poll, the Chairman declared Resolution 4 not carried.

5. ORDINARY RESOLUTION 5
- RE-ELECTION OF MR LIM HO HENG AS A DIRECTOR OF THE COMPANY

The Chairman informed shareholders present that in accordance with Article 107 of the Company's Constitution, Mr Lim Ho Heng would retire at the AGM and being eligible, offered himself for re-election. Mr Lim Ho Heng has consented to continue in office.

Mr Lim Ho Heng would, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the Audit Committee, and member of the Nomination Committee and Remuneration Committee.

The Chairman proposed the motion:

"That Mr Lim Ho Heng be re-elected as a Director of the Company."

The result of the poll as follow was read by the Chairman and presented at the AGM:

RESULTS	FOR	AGAINST
VOTE	119,479,626	168,726,400
PERCENTAGE	41.46%	58.54%

Based on the results of the poll, the Chairman declared Resolution 5 not carried.

6. ORDINARY RESOLUTION 6
- RE-APPOINTMENT OF MESSRS NEXIA TS PUBLIC ACCOUNTING CORPORATION AS AUDITORS OF THE COMPANY AND TO AUTHORISE DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION

The Chairman informed shareholders present that Messrs Nexia TS Public Accounting Corporation had expressed their willingness to accept re-appointment as auditors of the Company.

The Chairman proposed the motion:

"That Messrs Nexia TS Public Accounting Corporation be re-appointed as Auditors of the Company and the Directors be authorised to fix their remuneration."

The result of the poll as follow was read by the Chairman and presented at the AGM:

RESULTS	FOR	AGAINST
VOTE	188,205,026	0
PERCENTAGE	100%	0%

Based on the results of the poll, the Chairman declared Resolution 6 carried.

7. ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business to be transacted at the Meeting had been received, the Meeting proceeded to deal with the special business of the AGM.

AS SPECIAL BUSINESS

8. ORDINARY RESOLUTION 7

- AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman proposed the motion to grant authority to the Directors to allot and issue shares in the Company and the resolution was tabled:

“That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) 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.

PAVILLON HOLDINGS LTD.
MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 26 APRIL 2022

- (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."

The result of the poll as follow was read by the Chairman and presented at the AGM:

RESULTS	FOR	AGAINST
VOTE	79,479,626	208,726,400
PERCENTAGE	27.58%	72.42%

Based on the results of the poll, the Chairman declared Resolution 7 not carried.

CONCLUSION

There being no further business, the Chairman thanked the shareholders for their attendance and declared the AGM closed at 3:12 p.m..

SIGNED AS A TRUE RECORD OF THE PROCEEDINGS

JOHN CHEN SEOW PHUN
CHAIRMAN