

RESPONSES TO SGX-ST QUERIES ON APPOINTMENT OF COO

The Board of Directors ("**Board**" or "**Directors**") of Pavillon Holdings Limited ("**Company**" and together with its subsidiaries, "**Group**") refers to the announcement dated 1 July 2020 made by the Company in relation to the appointment of Mr Kok Nyong Patt ("**Mr Kok**") as the Company's Chief Operating Officer ("**COO**"). The Company wishes to provide further information in response to queries by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 3 July 2020 as follows.

SGX-ST Queries

1. The Company announced the appointment of Mr KoK Nyong Patt on 1 July 2020 as the Company's Chief Operating Officer ("**COO**") shortly after the withdrawal on 28 May 2020, the date of the Company's AGM, of Resolution 4 for his re-election as an executive director. The reason stated for his cessation was "Retired during AGM". Please address the following:

- (a) It was disclosed in the Results of the AGM published on 28 May 2020 that 'Mr Kok had informed the Company that he would like to withdraw his consent to continue in the office and not seek for reelection as Director at the AGM. Hence, there is no voting required and no voting results for the re-election of Mr Kok as Director was tabled'. Please indicate, based on the proxy votes submitted 72 hours prior to the AGM, whether Mr Kok would have received shareholders' approval to be re-elected under Resolution 4 if he had not withdrawn his consent to continue in office.

Company's response:

Mr Kok as a Director of the Company has the right to withdraw his consent to stand for re-election as Director at the Company's annual general meeting held on 28 May 2020 ("**AGM**"). When he withdrew his consent, the corresponding resolution became irrelevant regardless of the votes by the shareholders of the Company received via proxy, and the Chairman of the AGM has rightly said that no voting was required. However, the Board is not averse to state that whether he withdrew or not, the result of his retiring from the office of Director is the same.

- (b) Please explain why Mr Kok is ready to accept his appointment as the COO when he did not wish to be re-appointed as the Executive Director.

Company's response:

The office of a Director and the office of an executive officer of the Company are two different roles. This is in line with how a person does not have to be a director of a company to be appointed a chief executive officer or a COO. Mr Kok believes that he can contribute to the Group without being a Director of the Company. In fact, he has always been a director of certain of the Group's subsidiaries, helping the Group in its operations and business expansion.

For these reasons, he decided to withdraw his consent to stand for re-election as a Director in line with shareholders' votes, and yet accept his appointment as the COO.

2. His cessation notice disclosed that "his responsibility as the Executive Director was "Business development, business strategy and planning, human resource management and business administration." Please disclose which areas above are not covered under his role as the COO;

Company's response:

Mr Kok's current role and responsibilities as the COO are more operational than strategy-oriented, and are now specifically defined to encompass:

- (i) providing accurate and timely reports outlining the operational condition of the Group;
- (ii) forging strategic partnerships and relationships with clients, vendors, banks, investors and all other professional business relationships;
- (iii) overseeing all Group operations; and
- (iv) driving Company's performance and results from both an operational and financial perspective working closely with the executive management team.

3. Explain the reasons considered by the Board in appointing Mr Kok as the COO having noted the voting proxies submitted, Mr Kok's reasons for not seeking election and providing the Board's views why they wish to appoint Mr Kok as the COO, explaining with details why they are of the view that he is suitable for the role.

Company's response:

In addition to the points made above, the Board wishes to highlight that Mr Kok is one of founding shareholders of Thai Village Restaurant Pte. Ltd. and has over twenty years of experience in the food and beverage ("F&B") industry. Over all these years, he has been responsible for the Group's expansion into overseas markets and setting up overseas subsidiaries. As such, Mr Kok possesses vast knowledge of the Group's businesses and industry as well as a wide business network. In fact, he was instrumental in helping the Company to secure a strategic partner who invested in our Tianjin logistics project.

In view of the foregoing, having considered Mr Kok's familiarity with the Group's operations and proven ability and experience, the Board is of the view that, despite the cessation of his directorship on the Board, Mr Kok is suitable for his new role as COO and it will benefit the Group as a whole by retaining and utilising his skillsets and managing the Group's operations as COO moving forward.

BY ORDER OF THE BOARD

Lee Tong Soon
Managing Director

7 July 2020