

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

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT THAI VILLAGE RESTAURANT, 2 STADIUM WALK, #01-02/03 SINGAPORE INDOOR STADIUM, SINGAPORE 397691 ON FRIDAY, 5TH AUGUST 2022 AT 3:00 P.M.

Directors

Dr John Chen Seow Phun (Executive Chairman)
Mr Ko Chuan Aun (Independent Director)
Mr Francis Lee Fook Wah (Non-Executive Non-Independent Director)
Mr Kong WeiLi (Independent Director)

Shareholders

As per attendance list

CHAIRMAN

Dr John Chen Seow Phun presided as Chairman of the Extraordinary General Meeting (the “EGM”). On behalf of the Board of Directors, the Chairman welcomed shareholders to the EGM of the Company conducted physically with safe distancing measures in place under the COVID-19 guidance on the conduct of general meetings. He introduced members of the Board and management who were present at the EGM.

QUORUM

The Chairman called the meeting to order after the Secretary confirmed a quorum was present.

NOTICE OF MEETING

The Circular dated 21 July 2022 together with the Notice convening the Meeting, having been in the hands of the members for the requisite statutory period, 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 EGM to be voted by poll according to the Company’s Constitution. Entrust Advisory Pte Ltd was appointed as scrutineer for the poll at the EGM.

For substantial questions submitted in advance by shareholders before the EGM, the Chairman informed that the Company had published its response via SGXNET on 1 August 2022.

The Chairman confirmed he had 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..

After shareholders watched the procedures for live voting in real time via the Convene platform, the Chairman briefed on the sequence for the Chairman responding to Q&A at the EGM followed by appropriate time given for shareholders to submit voting in real time. Lastly, the Chairman would declare poll results for each resolution tabled at the EGM.

The Chairman reminded shareholders that Ordinary Resolutions 1, 2, 3 and 4 as set out in the Notice of EGM are inter-conditional on each other and clarified should any one of Ordinary Resolutions 1, 2, 3 and 4 is not approved, all of Ordinary Resolutions 1, 2, 3 and 4 would not be duly approved.

ORDINARY RESOLUTIONS

1. 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 \$0.041 PER SUBSCRIPTION SHARE BY NEW DEVELOPMENT HOTEL MANAGEMENT PT. LTD.**

The Chairman proposed the motion:

“That the Proposed Subscription be and is hereby approved.”

2. ORDINARY RESOLUTION 2

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

The Chairman proposed the motion to approve the Proposed Transfer of Controlling Interest.

3. 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**

The Chairman proposed the motion to approve the Proposed Whitewash Resolution be and is hereby approved.

4. ORDINARY RESOLUTION 4

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

The Chairman proposed the motion to approve the Proposed Use of Proceeds as IPT.

PRESENTATION

Shareholders present watched two videos showing the Warehouse which is a multi-storey bonded warehouse, automotive warehouse showroom, automotive financial services centre and logistics network management centre.

QUESTION AND ANSWER SESSION

The Chairman invited questions from shareholders present at the meeting. Questions raised and replies made during the meeting were set out in the Appendix ‘A’ annexed to these minutes.

After dealing with question from shareholder, shareholders were given appropriate time to submit voting in real time.

POLL RESULTS

The Chairman announced the poll results (percentage rounded to the nearest two decimal places) on each resolution after the scrutineer has verified the votes counted by the poll counting agent.

The results of the poll tabled at the meeting as follow:

For Resolution 1 relating to the Proposed Subscription, 217,247,226 ordinary shares representing 98.77% voted "For" the Resolution and 2,707,000 ordinary shares representing 1.23% voted "Against" the Resolution. The Chairman declared Resolution 1 carried.

For Resolution 2 relating to the Proposed Transfer of Controlling Interest, 217,247,226 ordinary shares representing 98.77% voted "For" the Resolution and 2,707,000 ordinary shares representing 1.23% voted "Against" the Resolution. The Chairman declared Resolution 2 carried.

For Resolution 3 relating to the Proposed Whitewash Resolution, 217,247,226 ordinary shares representing 98.77% voted "For" the Resolution and 2,707,000 ordinary shares representing 1.23% voted "Against" the Resolution. The Chairman declared Resolution 3 carried.

For Resolution 4 relating to the Proposed Use of Proceeds as IPT, 217,247,226 ordinary shares representing 98.77% voted "For" the Resolution and 2,707,000 ordinary shares representing 1.23% voted "Against" the Resolution. The Chairman declared Resolution 4 carried.

CONCLUSION

There being no further business, the Chairman thanked the shareholders for their attendance and declared the EGM closed at 4:00 p.m..

SIGNED AS A TRUE RECORD OF THE PROCEEDINGS

JOHN CHEN SEOW PHUN
CHAIRMAN

PAVILLON HOLDINGS LTD.
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Q & A SESSION AT THE EXTRAORDINARY GENERAL MEETING OF PAVILLON HOLDINGS LTD. HELD AT THAI VILLAGE RESTAURANT, 2 STADIUM WALK, #01-02/03 SINGAPORE INDOOR STADIUM, SINGAPORE 397691 ON FRIDAY, 5 AUGUST 2022 AT 3.00 P.M.

Question 1:	<p>Noted a substantial shareholder seemed to have some disagreement with some directors and the video of the Warehouse. Please provide the full picture and reason to propose the 4 resolutions and how all these were linked.</p>
Reply: (Chairman)	<p>Thank you for the opportunity to briefly share the background and direction of the Company.</p> <p>The Company started as Thai Village Restaurant. Two of the founders who are still with us are Mr Lee Tong Soon and Mr Kok Nyong Patt. For purpose of business expansion that required additional funding, the Company had invited investors in 2014 to participate as shareholders. One of the substantial shareholders was the former CEO.</p> <p>The Company then sought and obtained approval from shareholders for the proposed diversification of the Group's core businesses to include, inter alia, the provision of logistics and warehousing solutions and services through Fengchi IOT. The Group obtained the land use rights for a period of 50 years to a piece of land within the Dongjiang Port Area in Tianjin, PRC, for the development of logistics business. The Group started to develop the "warehouse" for motor vehicles which include the usage of multi-storey bonded warehouse, automotive warehouse showroom, automotive financial services centre and logistics network management at a strategic location in the port.</p> <p>It was a huge project that required substantial capital of more than RMB650 million and it was initiated by the former CEO. As the Company had insufficient funds for the project, it had sourced for various financing options and eventually entered into a joint venture with Mr. Ding, the Subscriber of this shares subscription, who injected capital into Fengchi IOT by paying a premium for 51% of shares. Through the provision of collateral provided by Mr. Ding, Fengchi IOT secured a bank loan of RMB 300 million for the construction of the warehouse. Additionally, Mr. Ding had also provided a short-term financing loan to Fengchi IOT amounting to RMB 20 million.</p> <p>Fengchi IOT also secured financing arrangements with the Main Contractor for deferred payments ("Construction Financing").</p> <p>Meanwhile, the Company had already invested approximately RMB 90 million for working capital purposes and acquisition of the land use rights.</p> <p>The Company apologized for the eight years of losses and not being able to declare dividends to shareholders.</p> <p>In the last two and a half years, COVID-19 affected the completion of the warehouse, reduced business opportunities and ability of personnel to travel freely, and therefore efforts to increase warehouse average occupancy rates.</p> <p>However, the Company believes that the Warehouse has potential to be viable as it has seen increased occupation rates in the last few months. Therefore, to</p>

	<p>ensure that liabilities are met and payment to creditors, the Group must source for financing and/or capital injection. The Board again approached Mr. Ding who, having invested and considered the potential of the said project, had agreed to provide RMB200 million in addition to his existing guarantee and loan. It was difficult to find someone who is willing to provide substantial cash injection like Mr. Ding. Overall exposure of Mr. Ding was over RMB600 million. Mr. Ding is a naturalized Singaporean.</p> <p>Should the resolutions not passed at the EGM, the Company would run into liquidity issue to pay the Main Contractor and creditors and the auditors had raised the issue in the financial statements.</p> <p>The Proposed Subscription was a lifeline to the Company. Mr. Ding was not new to the Group. The Directors are confident of a new chapter for the Company and have recommended shareholders to support the Proposed Subscription.</p>
<p>Question 2:</p> <p>Reply: (Chairman)</p>	<p>What is the special feature of the Warehouse or reason the Group believe in the potential return of the Warehouse?</p> <p>The Warehouse is located at a strategic location which is in the bonded Dongjiang Port Area in Tianjin, PRC. Tianjin is one of the largest port for parallel import cars in China. The Group obtained the land use rights for a period of 50 years to a piece of land within the Dongjiang Port Area in Tianjin, PRC.</p> <p>Being in a bonded warehouse, the tenants will not be required to pay import taxes on the vehicles which are stored at the Warehouse until they have sold the vehicles. Also, being in the port, the Group expects to receive rental rebates from the authority. Furthermore, the Group is able to provide value-added services such as logistics, product finance, customs clearance and inspections.</p> <p>For parallel import car market, the Company is partnering with banks, with the banks requiring that their clients park the cars that they are financing in the Warehouse under the Company's control. Subject to the Chinese government regulations on parallel import cars and the economic situation, the Company believes in the potential returns from the Warehouse.</p>