

**SEVENS ATELIER LIMITED**  
(Company Registration No. 197902790N)  
(Incorporated in the Republic of Singapore)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SEVENS ATELIER LIMITED (FORMERLY KNOWN AS PAN ASIAN HOLDINGS LIMITED) HELD BY WAY OF ELECTRONIC MEANS ON MONDAY, 14 JUNE 2022 AT 10.00 A.M.**

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**PRESENT:**

Board of Directors

Mr Richard Koh Chye Heng	- Executive Chairman
Ms Lim Xiu Fang, Vanessa	- Executive Director
Mr Lam Kwong Fai	- Non-Executive and Lead Independent Director
Mr Wu Yu Liang	- Non-Executive and Independent Director
Mr Lawrence Chen Tse Chau	- Non-Executive and Independent Director

In Attendance

Mr Tang Yujie	- Group Financial Controller
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Shareholders, Company Secretary, Auditors, External Professionals/Invitees  
- as set out in the webcast attendance records maintained by the Company

**CHAIRMAN**

Mr Lam Kwong Fai, the Lead Independent Director of Sevens Atelier Limited (formerly known as Pan Asian Holdings Limited and both, the “**Company**”), presided as chairman (the “**Chairman**”) of the extraordinary general meeting (the “**EGM**” or the “**Meeting**”).

In light of the safe management measures and alternative arrangements on the conduct of general meetings, the Company has called the Meeting to be held by way of electronic means.

The Chairman introduced the Directors present at the EGM to the attendees. The group financial controller, auditors, company secretary, polling agent of the Meeting and scrutineer of the Meeting attended the Meeting via “live” webcast. He welcomed all Shareholders and invitees to the Meeting and acknowledged Shareholders’ present at the Meeting by electronic means.

**QUORUM**

The Chairman confirmed that a quorum was present and called the Meeting to order at 10.02 a.m.

## NOTICE

The Notice of EGM has been published on the SGXNET and Company's website on 20 May 2022. It was taken as read.

## POLL VOTING

The Chairman informed the Shareholders that all resolutions tabled at the Meeting would be put to vote by way of poll. He shared that he has been appointed as proxy for some shareholders and he shall be voting in accordance with their instructions.

The polling agent of the Meeting was B.A.C.S. Private Limited and the scrutineer was FINOVA BPO Pte. Ltd. All valid proxy forms received by the Company before the prescribed deadline had been counted and verified by the scrutineer.

It was noted that the virtual information session for the EGM was held on 6 June 2022 and the Company did not receive any questions from shareholders in relation to the Circular to Shareholders dated 20 May 2022 (the "Circular").

## ORDINARY RESOLUTION 1 – THE PROPOSED DIVERSIFICATION OF THE COMPANY'S BUSINESS TO INCLUDE THE DESIGN AND BUILD BUSINESS

The first item on the agenda was to approve the proposed diversification of the Company's business to include the design and build business and any other activities related to the design and build business.

The Chairman proposed to vote for Ordinary Resolution 1 and put the motion to vote. He read out the poll results as set out in the scrutineer's report, as follows:

	No. of Votes	Percentage (%)
<b>For</b>	181,542,600	100
<b>Against</b>	100	0

He declared the resolution carried and announced:

"THAT subject to and contingent upon the passing of Ordinary Resolutions 2, 3, and Special Resolution 4:-

- (a) approval be and is hereby given for the diversification by the Group to include the Design and Build Business, and any other activities related to the Design and Build Business;
- (b) subject to compliance with the Catalist Rules requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the Design and Build Business, enter into any joint ventures or strategic alliances for the Design and Build Business, execute and perform agreements to provide services in relation to the Design and Build Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition, provision of services; 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 and implement any of the foregoing as they think fit and in the interests of the Company.”

## **ORDINARY RESOLUTION 2 – THE PROPOSED ACQUISITION OF THE ENTIRE AND ISSUED PAID-UP CAPITAL OF SEVENS CREATION PTE. LTD.**

The Chairman sought the Shareholders’ approval for the proposed acquisition of the entire and issued paid-up capital of Sevens Creation Pte. Ltd.

As disclosed in the Circular, Ms Lim Xiu Fang, Vanessa, the Executive Director of the Company, and her associates (including her sibling, Mr. Lim Wei Zhi Sylvester) have abstained from voting on Ordinary Resolution 2.

The Chairman proposed to vote for Ordinary Resolution 2 and put the motion to vote. He read out the poll results as set out in the scrutineer’s report, as follows:

	<b>No. of Votes</b>	<b>Percentage (%)</b>
<b>For</b>	125,542,600	100
<b>Against</b>	100	0

He declared the resolution carried and announced:

“THAT subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 and Special Resolution 4:-

- (a) the Proposed Acquisition be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Acquisition in accordance with the Acquisition SPA, and any other transactions and/or ancillary documents contemplated under the Acquisition SPA; 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 and implement any of the foregoing as they think fit and in the interests of the Company.”

## **ORDINARY RESOLUTION 3 – THE PROPOSED DISPOSAL OF THE DISPOSAL ASSETS**

The third agenda is to approve the proposed disposal of the disposal assets as defined in the Circular.

In compliance with Rule 919 of the SGX-ST Listing Manual Section B: Rules of Catalyst, Mr Richard Koh Chye Heng, the Executive Chairman & Chief Executive Officer of the Company, and his respective associates have abstained from voting on Ordinary Resolution 3.

The Chairman proposed to vote for Ordinary Resolution 3 and put the motion to vote. He read out the poll results as set out in the scrutineer’s report, as follows:

	<b>No. of Votes</b>	<b>Percentage (%)</b>
<b>For</b>	72,405,100	100
<b>Against</b>	100	0

He declared the resolution carried and announced:

“THAT subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and Special Resolution 4:-

- (a) the Proposed Disposal be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Disposal in accordance with the Disposal SPA, and any other transactions and/or ancillary documents contemplated under the Disposal SPA, as an interested person transaction under Chapter 9 of the Catalist Rules, a major transaction under Chapter 10 of the Catalist Rules; 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 and implement any of the foregoing as they think fit and in the interests of the Company.”

#### **SPECIAL RESOLUTION 4 – THE PROPOSED CHANGE OF NAME**

The last agenda of the Meeting was to seek shareholders’ approval to change the name of the Company from Pan Asian Holdings Limited to Sevens Atelier Limited.

The Chairman proposed to vote for Special Resolution 4 and put the motion to vote. He read out the poll results as set out in the scrutineer’s report, as follows:

	<b>No. of Votes</b>	<b>Percentage (%)</b>
<b>For</b>	181,542,600	100
<b>Against</b>	100	0

He declared the resolution carried and announced:

“THAT subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3:-

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore, the name of the Company be changed from “Pan Asian Holdings Limited” to “Sevens Atelier Limited” and that the name “Sevens Atelier Limited” be substituted for “Pan Asian Holdings Limited” wherever the latter name appears in the Constitution of the Company; and
- (b) each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including or amending such documents as may be required) as he may consider necessary, desirable or expedient to give effect to this resolution as he may deem fit .”

## **CONCLUSION**

There being no other business, the Chairman declared the Meeting closed at 10.10 a.m. and thanked everyone for their attendance.

Confirmed as a correct record of the proceedings

[Signed]

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Lam Kwong Fai  
Chairman of the Meeting