

PAVILLON HOLDINGS LTD.

(Company Registration No. 199905141N)

(Incorporated in the Republic of Singapore)

ANNOUNCEMENT OF INTERESTED PERSON TRANSACTIONS PURSUANT TO RULE 905(2) OF THE LISTING MANUAL

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Pavillon Holdings Ltd. (the “**Company**” or together with its subsidiaries, the “**Group**”) wishes to announce that, pursuant to Rule 905(2) of the Listing Manual (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the aggregate value of all transactions entered into by the Company with entities controlled by Mr Ding Furu, who is a non-executive non-independent director and controlling shareholder of the Company, has exceeded 3% of the Group’s latest audited net tangible assets as at 31 December 2024 (“**Audited NTA**”).

Under Rule 905(2) of the Listing Manual, if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the Group’s latest audited net tangible assets, the Company must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.

2. DETAILS OF THE INTERESTED PERSON TRANSACTIONS

The subject transaction pertains to a lease renewal between Daju Logistics (Tianjin) Co., Ltd (“**Daju Logistics**”) (达聚物流（天津）有限公司) as the tenant and Fengchi IOT Management Co., Ltd (“**Fengchi IOT**”) (丰驰物联网管理有限公司) as the landlord. Daju Logistics is held by the Company’s wholly-owned subsidiary, Pavillon Business Development (Shanghai) Co., Ltd. (兰亭商业发展（上海）有限公司) together with Shanghai Liuyu Information Technology Co., Ltd (上海六渝信息科技有限公司) (“**Shanghai Liuyu**”) in the proportions of 49% and 51% respectively; and Fengchi IOT is a joint venture between the Company’s wholly-owned subsidiary, Tianjin Pavillon Assets Management Co., Ltd. (天津兰亭资产管理有限公司), and Shanghai Liuyu also in the proportions of 49% and 51% respectively. The lease renewal is Interested Person Transaction (the “**IPT**”) as Mr Ding Furu, who is a non-executive non-independent director and controlling shareholder of the Company, is the 100% ultimate beneficial shareholder of Shanghai Liuyu and Shanghai Liuyu is therefore an associate of Mr Ding Furu.

As announced by the Company on 5 December 2024, Fengchi IOT on 1 November 2024 renewed the lease agreement with Daju Logistics for another term of 1 year of RMB390,000 per month (the “**Lease**”). Fengchi IOT had further renewed the Lease for another term of 14 months at RMB387,625 per month with effect from 1 November 2025. The value of the renewed Lease is SGD994,180.60 (“**Proposed Lease Renewal**”).

The Company proposed to extend a loan of RMB 9 million to Fengchi IOT at an annual interest rate of 6% by utilising existing cash reserves held by the Company’s indirect wholly-owned subsidiary, Shanghai Yiwen Information and Technology Co., Ltd as loan to Fengchi IOT. The loan proceeds will be applied to settle third-party loans and related interest due (the “**Proposed Intercompany Transfer**”).

3. AGGREGATE VALUE OF INTERESTED PERSON TRANSACTIONS

The aggregate value of all IPTs (including the Proposed Lease Renewal and Proposed Intercompany Transfer excluding transactions with values of less than S\$100,000.00 each) entered into between the Company and entities in which the controlling shareholder has an interest for FY2025 is approximately SGD2,939,765, representing approximately 4.86% of the Group's latest audited net tangible assets as at 31 December 2024. As this does not exceed 5% of the Audited NTA, shareholders' approval pursuant to Rule 906(1)(b) of the Listing Manual for the IPT is not required.

4. RATIONALE FOR THE INTERESTED PERSON TRANSACTION

The Audit and Risk Committee (excluding Mr Ding Furu who is the substantial shareholder) of the Company has reviewed the IPT. The Audit and Risk Committee is of the view that the risks and rewards of the Proposed Lease Renewal and Proposed Intercompany Transfer are in proportion to the equity of each Daju Logistics and Fengchi IOT, and the terms are negotiated on arm's length basis and on normal commercial terms and not prejudicial to the interests of the Company.

The Proposed Lease Renewal and Proposed Intercompany Transfer are not expected to have any material impact on the Group's earnings per share and net tangible assets per share for the financial year ending 31 December 2025.

Other than as disclosed above in respect of Mr Ding Furu, none of the Directors or substantial shareholders of the Company has any interest, directly or indirectly, in the said transaction, save for their interest arising by way of their shareholdings and/or directorships, as the case may be, in the IPT.

By Order of the Board

Fan Bin
Executive Chairman

23 December 2025