

Pavillon Holdings Ltd.

(Company Registration No. 199905141N)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Pavillon Holdings Ltd. (the "**Company**") will be held at Thai Village Restaurant, 2 Stadium Walk, #01-02/03 Singapore Indoor Stadium, Singapore 397691 on Wednesday, 22 April 2015 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial period ended 31 December 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$587,500 for the financial period from 1 October 2014 to 31 December 2015 (15-month), with payment to be made in arrears. (2014 (12-month): S\$320,000) **(Resolution 2)**
- To re-elect Mr Kok Nyong Patt who retire pursuant to Article 107 of the Articles of Association of the Company. [See Explanatory Note (i)] **(Resolution 3)**
- To re-elect Mr Foo Der Rong who retire pursuant to Article 107 of the Articles of Association of the Company. [See Explanatory Note (ii)] **(Resolution 4)**
- To re-elect Mr Zheng Fengwen who retire pursuant to Article 117 of the Articles of Association of the Company. [See Explanatory Note (iii)] **(Resolution 5)**
- To re-elect Ms Jo-Anne Chang who retire pursuant to Article 117 of the Articles of Association of the Company. [See Explanatory Note (iv)] **(Resolution 6)**
- To re-elect Ms Chen Liping who retire pursuant to Article 117 of the Articles of Association of the Company. [See Explanatory Note (v)] **(Resolution 7)**
- To re-appoint Messrs Ernst & Young LLP, Chartered Accountants, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to issue shares pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**

That the Directors be and are hereby authorised pursuant to the provisions of Section 161 of the Companies Act, Chapter 50 (the "**Companies Act**") to issue shares and convertible securities of the Company on such terms and conditions and for such purposes and to such persons and with such rights or restrictions as the Directors may in their absolute discretion deem fit PROVIDED ALWAYS THAT the aggregate number of shares and convertible securities to be issued pursuant to this resolution shall not exceed fifty per cent (50%) of the total issued share capital (excluding treasury shares) of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total issued share capital (excluding treasury shares) of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting. For the purposes of this resolution, the percentage of the total issued share capital (excluding treasury shares) shall be based on the Company's total issued share capital (excluding treasury shares) at the time of the passing of this resolution after adjusting for:

- new shares arising from the conversion or exercise of convertible securities or from exercising employee share options or vesting of shares awards outstanding or subsisting at the time of the passing of this resolution, provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and
- any subsequent bonus issue, consolidation or subdivision of shares. **(Resolution 9)**
[See Explanatory Note (vi)]

BY ORDER OF THE BOARD

Chew Kok Liang
Loh Siew Lee
Company Secretaries

Singapore, 7 April 2015

Explanatory Notes:

- Mr Kok Nyong Patt will, upon re-election as Director of the Company, remain as Executive Director and will be considered non-independent.
- Mr Foo Der Rong will, upon re-election as Director of the Company, remain as Chairman of the Remuneration Committee, a member of the Audit and Nominating Committee, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- Mr Zheng Fengwen will, upon re-election as Director of the Company, remain as Executive Director and will be considered non-independent.
- Ms Jo-Anne Chang will, upon re-election as Director of the Company, remain as Non-Executive Director and will be considered non-independent.
- Ms Chen Liping will, upon re-election as Director of the Company, remain as Executive Director and will be considered non-independent.
- The Ordinary Resolution 9 above, if passed, will empower the Directors of the Company from the date of the meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to a maximum of fifty per cent (50%) of the total issued share capital (excluding treasury shares) of the Company for the time being for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting.

Notes

- A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at Block 1002 Tai Seng Avenue, #01-2536, Singapore 534409 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.