

PAVILLON HOLDINGS LTD.

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

DISPOSAL OF SHARES IN LINGBAO GOLD GROUP CO LTD

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or the “**Directors**”) of Pavillon Holdings Ltd (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to refer to the Company’s announcement dated 16 May 2025 (the “**Previous Announcement**”) in relation to the disposal of shares in Lingbao Gold Group Co Ltd (“**Lingbao**”) (the “**Prior Disposal**”). Unless otherwise defined, capitalised terms used in this announcement shall have the meanings ascribed in the Previous Announcement.
- 1.2. The Company wishes to update that it has disposed of a further 2,261,000 shares in Lingbao, constituting approximately 0.18% of the total share capital in Lingbao (the “**Further Disposal**”). The Further Disposal was completed through open market trades over 16 May 2025 to 21 May 2025 and the 2,261,000 shares in Lingbao (the “**Further Disposal Shares**”) were sold at HK\$9.04 (approximately S\$1.50)¹ per Disposal Share (the “**Further Disposal Price**”), resulting in total proceeds of approximately HK\$20,430,950 (approximately S\$3,381,878).
- 1.3. The Further Disposal and the Prior Disposal collectively constitute a “major” transaction under Rule 1014 of the listing manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Manual**”).
- 1.4. As at the date of this announcement, the Company (through its indirect wholly-owned subsidiary, Shanghai Yiwen Information and Technology Co., Ltd) still holds 5,176,249 shares in Lingbao, constituting approximately 0.42% of the total share capital in Lingbao (the “**Remaining Lingbao Shares**”).

2. INFORMATION ON LINGBAO

2.1. Information on Lingbao²

Lingbao and its subsidiaries are primarily engaged in the business of gold mining, smelting, and refining in the People’s Republic of China (the “**PRC**”).

2.2. Value of the Disposal Shares

The Further Disposal was conducted at the open market prices of the shares of Lingbao, which is publicly traded on the Hong Kong Stock Exchange.

3. RATIONALE FOR AND BENEFITS OF THE DISPOSAL

- 3.1. The Company believes that the Further Disposal is to the benefit of the Group and its shareholders as:
 - (a) the Further Disposal Price is a premium of 8.91%, 18.43%, 44.88% and 70.88% over the volume weighted average price per Disposal Share for the one (1)-month, three (3)-month, six (6)-month and 12-month periods, respectively, up to and including 21 May 2025, being the last trading day prior to the date of this announcement on which the shares of Lingbao were traded;
 - (b) the Further Disposal will result in a gain on disposal and gain over book value for the Group, as set out in paragraph 6.2 of this announcement;

¹ For the purposes of this announcement, based on the exchange rate of HK\$6.04:S\$1.00.

² Information on Lingbao can be found on its website: <https://www.lbgold.com/>.

- (c) the proceeds from the Further Disposal will provide cashflow for the Company to be used as set out in paragraph 4 (*Use of Proceeds*) of this announcement; and
- (d) the Company has held the asset for investment and has been looking for an appropriate time to exit from such investment. Due to the current favourable market conditions, the Directors believed that it was an appropriate time for the Further Disposal.

3.2. For further information, please refer to paragraph 3 of the Previous Announcement.

4. USE OF PROCEEDS

The Group intends to retain the proceeds from the Further Disposal in the PRC to fund general corporate purposes and working capital for existing operations and/or fund new business investment opportunities, subject to any required approvals.

5. LISTING RULE 1006 FIGURES FOR THE DISPOSAL

5.1. The relative figures computed on the bases set out in Listing Rule 1006 are based on:

- (a) the latest available financial statements, being the financial information as at 31 December 2024 and for the full year ended 31 December 2024;
- (b) the relative figures on the Prior Disposal as disclosed in paragraph 5 of the Previous Announcement; and
- (c) the Further Disposal Price for the Further Disposal,

and are set out as follows:

Listing Rule	Relative Figures for the Prior Disposal	Relative Figures for the Further Disposal	Total Relative Figures
<u>Rule 1006(a)</u> The net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets.	1.92%	1.72% ⁽¹⁾	3.64%
<u>Rule 1006(b)</u> The net profits attributable to the assets acquired or disposed of, compared with the group's net profits.	17.78%	15.97% ⁽²⁾	33.75%
<u>Rule 1006(c)</u> The aggregate value of the consideration given or received, compared with the issuer's market capitalisation ⁽³⁾ based on the total number of issued shares excluding treasury shares.	16.01%	3.82% ⁽⁴⁾	19.83%
<u>Rule 1006(d)</u> The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	N.A.	N.A. ⁽⁵⁾	N.A.

Listing Rule	Relative Figures for the Prior Disposal	Relative Figures for the Further Disposal	Total Relative Figures
<p><u>Rule 1006(e)</u></p> <p>The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.</p>	N.A.	N.A. ⁽⁶⁾	N.A.

Notes:

- (1) Based on the net assets value of the Further Disposal Shares of RMB 5,805,713 (approximately S\$ 1,041,564)]³ as at 31 December 2024 and the net assets value of the Company of S\$60,494,000 as at 31 December 2024.
- (2) Based on the net profits attributable to the Further Disposal Shares of RMB1,283,118 (approximately S\$230,195) for the full year ended 31 December 2024 and the net profits of the Company and its subsidiaries (the “Group”) of S\$1,440,000 for the full year ended 31 December 2024.
- (3) Based on the market capitalisation of the Company of S\$36,878,000, which is computed based on 1,434,967,260 shares in issue⁴ and the volume weighted average price of S\$0.0257 per share as at 21 May 2025, being the last trading day prior to the date of this announcement on which the shares of the Company were traded.
- (4) Based on the aggregate value of the total consideration received for the Further Disposal of approximately HK\$20,430,950 (approximately S\$3,381,877).
- (5) Not applicable as no equity securities will be issued for the Further Disposal.
- (6) Not applicable as the Company is not a mineral, oil and gas company.

- 5.2. As one of the total relative figures under Listing Rules 1006 for the Further Disposal and the Prior Disposal exceeds 20.00%, the Further Disposal and the Prior Disposal collectively constitute a “major transaction” as defined under Chapter 10 of the Listing Manual. Pursuant to the Waiver obtained from SGX RegCo, the Company will convene the Ratification EGM within six (6) months from 28 April 2025, to seek shareholders’ ratification for the Lingbao Disposal.

6. PRO FORMA FINANCIAL EFFECTS OF FURTHER DISPOSAL

- 6.1. The *pro forma* financial effects of the Further Disposal on the Group’s net tangible assets (“NTA”) per share and earnings per share (“EPS”) as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and/or results of the Group following the Further Disposal. The *pro forma* financial effects have been prepared based on the latest audited financial results of the Group for the financial year ended 31 December 2024.
- 6.2. Assuming that the Further Disposal was completed on 31 December 2024, the Group expects to record a gain on disposal of S\$2.14 million and the Group will record a gain of S\$2.14 million over the book value of the Further Disposal Shares.
- 6.3. Assuming that the Further Disposal had been effected on 31 December 2024, the net tangible assets per share of the Group as at 31 December 2024 will increase from S\$0.0366 to S\$0.0381.

³ For the purposes of this letter, based on the exchange rate of RMB 5.57:S\$1.00.

⁴ The Company does not have any treasury shares or subsidiary holdings.

- 6.4. Assuming that the Further Disposal had been effected on 1 January 2024, the basic earnings per share and diluted earnings per share of the Group for the year ended 31 December 2024 will remain as earnings per share of S\$0.0023⁵.

7. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors, controlling shareholders or their associates have any interest, direct or indirect, in the Further Disposal (other than through their respective interests arising by way of their directorships and/or shareholdings in the Company).

8. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a Director in connection with the Further Disposal and no service contracts in relation thereto will be entered into by the Company.

9. FURTHER ANNOUNCEMENTS

- 9.1. The Company will make the requisite announcements in compliance with the requirements of Chapter 10 of the Listing Manual in relation to any further disposal of the Remaining Lingbao Shares. A circular containing information in relation to, among others, the Lingbao Disposal will be issued in due course to the shareholders for the Ratification EGM.
- 9.2. The Company will also like to highlight that as at the date of this announcement, conditions (b) and (f) of the Waiver as set out in paragraph 9.4 of the Previous Announcement have been satisfied.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Further Disposal, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

11. CAUTIONARY STATEMENT

Shareholders, securityholders and investors are advised to read this announcement and any past and future announcements by the Company carefully when dealing with the Shares and securities of the Company. Shareholders, securityholders, and investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their Shares or securities of the Company.

BY ORDER OF THE BOARD

Fan Bin
Executive Chairman

26 May 2025

⁵ As the Further Disposal and the Prior Disposal are recorded as a gain under other comprehensive income, there will not be any impact on the Group's earnings per share.