

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) 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 13 August 2024 at 3.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

Please refer to the paragraph titled “IMPORTANT INFORMATION” below for details.

*All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 22 July 2024 (the “**Circular**”).*

Shareholders are to note that the passing of Ordinary Resolution 1, Ordinary Resolution 2, Special Resolution 1 and Special Resolution 2 are not conditional on each other, save that the passing of Special Resolution 2 is conditional on the passing of Special Resolution 1.

ORDINARY RESOLUTION 1:

THE PROPOSED ENTRY BY THE COMPANY INTO THE COMPANY LOAN AGREEMENT AS AN INTERESTED PERSON TRANSACTION

THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual, the entry into the Company Loan Agreement for the loan facility of up to S\$10 million from New Development, on the terms and subject to the conditions set out in the Company Loan Agreement and for such entry into the Company Loan Agreement and any other transactions and/or ancillary documents contemplated under the Company Loan Agreement; 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 1 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 2:

THE PROPOSED ENTRY BY FENGCHI IOT INTO THE FENGCHI IOT LOAN AGREEMENT AS AN INTERESTED PERSON TRANSACTION

THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual, the entry into the Fengchi IOT Loan Agreement for the loan facility of up to RMB 300 million from New Development, on the terms and subject to the conditions set out in the Fengchi IOT Loan Agreement and for such entry into the Fengchi IOT Loan Agreement and any other transactions and/or ancillary documents contemplated under the Fengchi IOT Loan Agreement; and

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- (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 2 and implement any of the foregoing as they think fit and in the interests of the Company.

SPECIAL RESOLUTION 1:

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

THAT:

- (a) the regulations contained in the New Constitution submitted to this meeting, as set out in **Appendix B** (*Proposed New Constitution*) to the Circular, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation executing all such documents as may be required) as they and/or he may consider necessary, desirable, expedient or in the interests of the Company for the purposes of giving effect to this Special Resolution 1.

SPECIAL RESOLUTION 2:

THE PROPOSED ALTERATION OF THE OBJECTS CLAUSE IN THE NEW CONSTITUTION

THAT subject to and contingent upon the passing of Special Resolution 1 in this Notice of EGM:

- (a) the Objects Clause in the New Constitution of the Company be deleted in its entirety and substituted therefor the following clause:
- (i) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and*
- (ii) for these purposes, full rights, powers and privileges.”; and*
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation executing all such documents as may be required) as they and/or he may consider necessary, desirable, expedient or in the interests of the Company for the purposes of giving effect to the proposed alteration of the Objects Clause in the New Constitution with a general powers provision and all transactions contemplated and/or authorised by this Special Resolution 2.

By Order of the Board
PAVILLON HOLDINGS LTD.

Fan Bin
Executive Chairman

22 July 2024

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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 EGM and/or any adjournment thereof, a member of the Company (a) 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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**"); (b) 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 (c) 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. The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/ she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

IMPORTANT INFORMATION

1. The EGM will be held physically at Thai Village Restaurant, 2 Stadium Walk, #01-02/03 Singapore Indoor Stadium, Singapore 397691.
2. (a) A member (who is not a relevant intermediary) entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument (expressed as a percentage of a whole). If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. In relation to a relevant intermediary who wishes to appoint more than two (2) proxies, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, NRIC/Passport Number and proportion of shareholding (number of shares, class of shares and percentage) in relation to which the proxy has been appointed.

"**Relevant intermediary**" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

3. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.

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4. **Submission of substantial and relevant questions in advance of the EGM.** Members, including CPF Investors and SRS Investors, can submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the Meeting, in advance of the EGM, in the following manner:

- (a) if submitted by post, be lodged with the Company's registered office at Block 1002, Tai Seng Avenue #01-2536, Singapore 534409; or
- (b) if submitted electronically, the instrument must be submitted via email to sg.is.proxy@sg.tricorglobal.com,

in each case, by **3.30 p.m. on 5 August 2024 (being at least seven (7) calendar days from the date of the Notice of EGM)**. When sending in questions by post or email, please also include the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, CPF, SRS and/or scrip).

Members (including CPF Investors and SRS Investors) and, where applicable, appointed proxy(ies) can also ask live at the EGM substantial and relevant questions related to the resolutions to be tabled for approval at the EGM by attending the EGM physically.

5. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged with the Company's registered office at Block 1002, Tai Seng Avenue #01-2536, Singapore 534409; or
- (b) if submitted electronically, the instrument must be submitted via email to sg.is.proxy@sg.tricorglobal.com.

in each case, **3.30 p.m. on 11 August 2024 (not less than 48 hours before the time appointed for holding the EGM)**.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email will need to complete and sign the Proxy Form (which can also be downloaded from the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <https://thaiwillagerrestaurant.com.sg/investors>, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

6. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM (i.e. **3.30 p.m. on 10 August 2024**), as certified by CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and vote thereat unless his/her/its name appears on the Depository Register 72 hours before the time appointed for the EGM.

7. CPF Investors and SRS Investors:

- (a) may attend and cast their vote(s) at the EGM in person if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should

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approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) business days before the EGM (i.e. by **3.30 p.m. on 1 August 2024**), and such CPF Investor and/or SRS Investors shall be precluded from attending the EGM.

8. Printed copies of this Notice, the Circular and the Proxy Form will be sent to the members of the Company. Please also refer to the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <https://thavillagerestaurant.com.sg/investors> for the (a) Circular; (b) Notice of EGM; and (c) Proxy Form.

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