

**AVILLION BERHAD**Registration No. 199201013018 (244521-A)
(Incorporated in Malaysia)**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Thirty-First ("31st") Annual General Meeting of **AVILLION BERHAD** ("the Company") will be held fully virtual from the Online Meeting Platform at <https://rb.gy/1bxf1> on Wednesday, 13 September 2023 at 11.00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:-

AGENDA**As Ordinary Business**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Directors' and Auditors' Report thereon. | (Explanatory Note 1) |
| 2. To re-elect Encik Taufiq Bin Abdul Khalid who is retiring pursuant to Clause 100 of the Company's Constitution and being eligible, has offered himself for re-election. | Resolution 1
(Explanatory Note 2) |
| 3. To re-elect Mr. Stephen Geh Sim Whye who is retiring pursuant to Clause 107 of the Company's Constitution and being eligible, has offered himself for re-election. | Resolution 2
(Explanatory Note 3) |
| 4. To approve the payment of Directors' fees and other emoluments of RM196,049.00 for the financial year ended 31 March 2023. | Resolution 3 |
| 5. To approve the payment of Directors' fees and benefits to Non-Executive Directors up to an amount not exceeding RM300,000.00 from 1 April 2023 until the next Annual General Meeting. | Resolution 4
(Explanatory Note 4) |
| 6. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. | Resolution 5 |

As Special Business

To consider and, if thought fit, to pass the following resolution: -

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| 7. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 | Resolution 6
(Explanatory Note 5) |
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- "**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being, subject always to the approvals of all the relevant regulatory authorities.
- AND FURTHER THAT** pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

As Other Business

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| 8. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016. |
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By Order of the Board

WONG YOUN KIM (MAICSA No. 7018778 / SSM Practising Certificate No. 201908000410)**ANDREA HUONG JIA MEI (MIA No. 36347 / SSM Practising Certificate No. 202008003125)**

Company Secretaries

Kuala Lumpur

Date: 31 July 2023

Notes :**REMOTE PARTICIPATION AND VOTING**

- The Broadcast Venue of the Annual General Meeting ("AGM") is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be physically present at the main venue in Malaysia. No shareholders/proxies/corporate representatives shall be physically present at the Broadcast Venue on the meeting day. Members are advised to refer to the Administrative Guide which is available on the Company's corporate website at <https://www.avillionberhad.com/>, for the remote participation and voting at the AGM using the Virtual Meeting Facilities.

INFORMATION FOR SHAREHOLDERS/PROXIES

- A member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting.
- A member may appoint not more than 2 proxies to attend the same meeting.
- A proxy may but need not to be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend the Meeting shall have the same rights as the member to speak and vote at the Meeting. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- Where a member is an exempt authorised nominee who holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The Form of Proxy must be signed by the appointor or by his attorney duly authorised in writing or if the appointor is a corporation, either under seal or under hand of an officer or attorney duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- The Proxy Form must be deposited at Acclime Corporate Services Sdn. Bhd. of Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Malaysia, not less than twenty-four (24) hours before the time set for holding the Meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend and vote at the 31st AGM, the Company shall be requesting the Record of Depositors as at 6 September 2023. Only a depositor of the Company whose name appears on the Record of Depositors as at 6 September 2023 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy (ies) to attend and vote on his/her stead.

Explanatory Notes**1. To receive and adopt the Audited Financial Statements**

Agenda item no. 1 is meant for discussion only as the provisions of Section 340(1)(a) of the Companies Act, 2016, does not require a formal approval of the shareholders and hence, is not put forward for voting.

2. To re-elect Encik Taufiq Bin Abdul Khalid who is retiring pursuant to Clause 100 of the Company's Constitution and being eligible, has offered himself for re-election

Clause 100 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. The Director who is subject to retirement by rotation in accordance with Clause 100 of the Company's Constitution is **Encik Taufiq Bin Abdul Khalid**.

The Board has conducted assessments on Directors on character, integrity, competence, and experience and time commitment in effectively discharging their respective roles as Directors of the Company. The individual Directors were assessed based on performance criteria set in the areas of Board dynamics and participation, competency and capability, independence and objectivity, probity and personal integrity, contribution and performance together with their ability to make analytical inquiries and offer advice and guidance. The Board agreed with the Nomination Committee's recommendation that the Director who is retiring in accordance with Clause 100 of the Company's Constitution is eligible to stand for re-election. The retiring Director had abstained from the deliberation and decision on his eligibility to stand for re-election at the Board meeting.

3. To re-elect Mr. Stephen Geh Sim Whye who is retiring pursuant to Clause 107 of the Company's Constitution and being eligible, has offered himself for re-election

Clause 107 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr. Stephen Geh Sim Whye was appointed on 12 December 2022 as an Independent Non-Executive Director of the Company, and is standing for re-election as the Director of the Company in accordance with Clause 107 of the Company's Constitution and being eligible, has offered himself for re-election at the 31st AGM of the Company.

4. Payment of Directors' fees and benefits to Non-Executive Directors

Section 230(1) of the Companies Act, 2016 which came into effect on 31 January 2017, provides among others, that the fees of Directors and any benefits payable to Directors shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the payment of Directors' fees and for benefits payable to Non-Executive Directors to be paid monthly in arrears after each month of completed service of the Directors.

5. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Resolution 6, if passed, will give the Directors of the Company authority to issue and allot shares as the Directors in their discretion considered to be in the best interest of the Company, without having to convene a general meeting as it would be both time-consuming and costly to organise a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The Company did not issue any shares pursuant to Sections 75 and 76 of the Companies Act, 2016 under the general authority which was approved at the 30th AGM held on 21 September 2022 and which will lapse at the conclusion of the 31st AGM to be held on 13 September 2023.

The renewal of this general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), acquisitions, working capital and/or settlement of bank facilities.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

- The 31st AGM of the Company will be conducted fully virtual from the Online Meeting Platform at <https://rb.gy/1bxf1> by Acclime Corporate Services Sdn. Bhd. on Wednesday, 13 September 2023 at 11.00 a.m.
- The Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Directors at the 31st AGM of the Company are: -
 - Encik Taufiq Bin Abdul Khalid (Clause 100)
 - Mr. Stephen Geh Sim Whye (Clause 107)

The Profile of the Directors seeking for re-election are set out in the Company's 2023 Annual Report. The details of the Directors' interest in the securities of the Company are set out in the Company's 2023 Annual Report.

The details of attendance of the Directors of the Company at Board of Directors' Meetings held during the financial year ended 31 March 2023 are disclosed in the Profile of Directors of the Annual Report 2023.

PERSONAL DATA POLICY

By submitting 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, 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.