

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

**NOTICE IS HEREBY GIVEN** that the Thirty-Second (“32<sup>nd</sup>”) Annual General Meeting of **AVILLION BERHAD** (“the Company”) will be held and conducted on a virtual basis through live streaming and online remote participation and voting from the broadcast venue at the **Boardroom, Level 9, Wisma YPR, No. 1, Lorong Kapar, Off Jalan Syed Putra, 58000 Kuala Lumpur, Wilayah Persekutuan (KL) on Thursday, 12 September 2024 at 11.00 a.m.** or any adjournment thereof for the purpose of transacting the following businesses:-

**AGENDA**

- |   |                                      |
|---|--------------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Directors’ and Auditors’ Report thereon.  | (Explanatory Note 1)                 |
| 2. To re-elect Mr. Rungit Singh A/L Jaswant Singh who is retiring by rotation pursuant to Clause 100 of the Company’s Constitution and who being eligible, has offered himself for re-election.<br>Tan Sri Dato’ Sri Dr. Samsudin bin Hitam who is also retiring by rotation pursuant to Clause 100 of the Company’s Constitution and who being eligible, has opted not to stand for re-election. Hence, he will retain office until the close of the 32 <sup>nd</sup> AGM. | Resolution 1<br>(Explanatory Note 2) |
| 3. To re-elect Mr. Fong Wai Leong who is retiring pursuant to Clause 107 of the Company’s Constitution and being eligible, has offered himself for re-election.   | Resolution 2<br>(Explanatory Note 3) |
| 4. To approve the payment of Directors’ fees and other emoluments of RM257,234.00 for the financial year ended 31 March 2024.   | Resolution 3                         |
| 5. To approve the payment of Directors’ fees and benefits to Non-Executive Directors up to an amount not exceeding RM380,000.00 from 1 April 2024 until the next Annual General Meeting.  | Resolution 4<br>(Explanatory Note 4) |
| 6. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  | Resolution 5                         |

**Any Other Business**

- 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.

By Order of the Board

**CHANG NGEE CHUANG (MAICSA No. 7077854 / SSM Practising Certificate No. 201908001421)****JEREMY TAI YUNG WEI (MAICSA No. 7065447 / SSM Practising Certificate No. 202308000580)**

Company Secretaries

Kuala Lumpur

Date: 31 July 2024

**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/investor-relations/general-meeting/general-meeting-documents-1/> or Bursa Malaysia Berhad’s website at [www.bursamalaysia.com](http://www.bursamalaysia.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.
- Subject to the Constitution, the Proxy Form shall be deposited at ShareWorks Sdn Bhd, the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, not less than forty-eight (48) 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 32<sup>nd</sup> AGM, the Company shall be requesting the Record of Depositors as at 5 September 2024. Only a depositor of the Company whose name appears on the Record of Depositors as at 5 September 2024 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 Mr. Rungit Singh A/L Jaswant Singh who is retiring by rotation 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 Directors who are subject to retirement by rotation in accordance with Clause 100 of the Company’s Constitution are **Mr. Rungit Singh A/L Jaswant Singh and Tan Sri Dato’ Sri Dr. Samsudin bin Hitam**.

The Board has conducted assessments on **Mr. Rungit Singh A/L Jaswant Singh and Tan Sri Dato’ Sri Dr. Samsudin bin Hitam** on character, integrity, competence and experience and time commitment in effectively discharging their respective roles as Directors of the Company. **Mr. Rungit Singh A/L Jaswant Singh and Tan Sri Dato’ Sri Dr. Samsudin bin Hitam** 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 **Mr. Rungit Singh A/L Jaswant Singh and Tan Sri Dato’ Sri Dr. Samsudin bin Hitam** who are retiring by rotation in accordance with Clause 100 of the Company’s Constitution are eligible to stand for re-election.

**Tan Sri Dato’ Sri Dr. Samsudin bin Hitam** who is also retiring by rotation pursuant to Clause 100 of the Company’s Constitution and has been recommended by the Board, has opted not to stand for re-election. Hence, he will retain office until the close of the 32<sup>nd</sup> AGM.

The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

**3. To re-elect Mr. Fong Wai Leong 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. Fong Wai Leong** was appointed on 12 October 2023 as an Independent Non-Executive Director, re-designated as an Executive Director on 17 January 2024 and appointed as the Chief Executive Officer on 18 January 2024, 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 32<sup>nd</sup> 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.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

- The 32<sup>nd</sup> AGM of the Company will be conducted virtually from the Online Meeting Platform at [www.swsb.com.my](http://www.swsb.com.my) by ShareWorks Sdn. Bhd. on Thursday, 12 September 2024 at 11.00 a.m.
- The Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Directors at the 32<sup>nd</sup> AGM of the Company are:
  - Mr. Rungit Singh A/L Jaswant Singh (Clause 100)
  - Mr. Fong Wai Leong (Clause 107)

The Profiles of the Directors seeking for re-election are set out in the Company’s Annual Report 2024. The details of the Directors’ interest in the securities of the Company are set out in the Company’s Annual Report 2024.

The details of attendance of the Directors of the Company at Board of Directors’ Meetings held during the financial year ended 31 March 2024 are disclosed in the profile of Directors of the Annual Report 2024.

**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.