



# AVILLION

BERHAD

Registration No. 199201013018 (244521-A)  
(Incorporated in Malaysia)

Date: 25 August 2023

To: The Shareholders of AVILLION BERHAD (“Avillion” or “the Company”)

## **ADDENDUM TO THE NOTICE OF THE THIRTY-FIRST (“31<sup>ST</sup>”) ANNUAL GENERAL MEETING (“AGM”) FOR WITHDRAWAL OF ORDINARY RESOLUTION UNDER SPECIAL BUSINESS**

Pursuant to the issuance of the Notice of 31<sup>st</sup> AGM of the Company dated 31 July 2023 (“Notice of 31<sup>st</sup> AGM”), **NOTICE IS HEREBY GIVEN** by way of an Addendum to the Notice of 31<sup>st</sup> AGM for the withdrawal of the following ordinary resolution under Special Business for the 31<sup>st</sup> AGM of the Company to be held on Wednesday, 13 September 2023 at 11.00 a.m. or at any adjournment thereof:

### **1. NOTICE OF ANNUAL GENERAL MEETING**

#### **As Special Business**

To withdraw and remove the following Ordinary Resolution from the Notice of 31<sup>st</sup> AGM of the Company which will be held fully virtual from the Online Meeting Platform at <https://rb.gv/1bfx1> on Wednesday, 13 September 2023 at 11.00 a.m. or any adjournment thereof:-

<b>No.</b>	<b>Agenda</b>
7.	<p data-bbox="418 1241 1367 1304"><b>Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016</b> <span style="float: right;"><b>Resolution 6</b></span></p> <p data-bbox="418 1346 1192 1640">“<b>THAT</b> 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.</p> <p data-bbox="418 1682 1192 1976"><b>AND FURTHER THAT</b> 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 <b>AND THAT</b> 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.”</p>

## 2. EXPLANATORY NOTE

To remove the following Explanatory Note from the Notice of 31<sup>st</sup> AGM of the Company:

### 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.

## 3. PROXY FORM

To withdraw and remove the following Ordinary Resolution of the Notice of 31<sup>st</sup> AGM of the Company which will be held fully virtual from the Online Meeting Platform at <https://rb.gy/1bfx1> on Wednesday, 13 September 2023 at 11.00 a.m. or any adjournment thereof:-

Ordinary Resolution	For	Against
6. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.		

A copy of the Addendum to the Notice of the 31<sup>st</sup> AGM and Amended Proxy Form are attached herewith for your information and reference.

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: 25 August 2023

**Notes:-**

1. 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.
2. 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.
3. A member may appoint not more than 2 proxies to attend the same meeting.
4. 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.
5. 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.
6. The Form of Proxy must be signed by the appointer or by his attorney duly authorised in writing or if the appointer 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.
7. 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.
8. For the purpose of determining a member who shall be entitled to attend and vote at the 31<sup>st</sup> 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.

**Additional Notes To The Addendum:-**

- (a) *A copy of the Amended Proxy Form is attached herewith for the Shareholders who are entitled to attend and vote at the 31<sup>st</sup> AGM of the Company who wish to appoint a proxy to attend and vote in his place.*
- (b) *The Amended Proxy Form does not invalidate the Proxy Form which was circulated together with the Notice of the 31<sup>st</sup> AGM dated 31 July 2023 (“Original Proxy Form”).*
- (c) *In the event that the Company does not receive the duly executed Amended Proxy Form, the Shareholder is deemed to have appointed and authorised his proxy under the Original Proxy Form to vote at the proxy’s discretion.*