



AVILLION

BERHAD

AVILLION BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Avillion Berhad (“**Avillion**” or the “**Company**”) will be held at Pelita Ballroom, Avillion Hotel Port Dickson, 3rd Mile, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan on Tuesday, 29 July 2025 at 10.30 a.m. or at any adjournment thereof to consider and, if thought fit, passing with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 283,322,100 NEW ORDINARY SHARES IN AVILLION (“SHARES”), REPRESENTING UP TO APPROXIMATELY 25% OF THE TOTAL NUMBER OF ISSUED SHARES OF AVILLION (EXCLUDING TREASURY SHARES, IF ANY) (“PROPOSED PRIVATE PLACEMENT”)

“**THAT** subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, including the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for up to 283,322,100 new Shares (“**Placement Shares**”) to be issued pursuant to the Proposed Private Placement on the Main Market of Bursa Malaysia Securities Berhad, having been obtained and to the extent permitted by law;

THAT the issue price of the Placement Shares will be determined and fixed by the Board of Directors of Avillion (“**Board**”) at a later date (“**Price-Fixing Date**”) at a discount of not more than 10% to the 5-day volume weighted average market price of the Shares immediately before the Price-Fixing Date, for such purposes and use of proceeds as set out in Section 2.1.6 of the circular to shareholders in relation to the Proposed Private Placement and Proposed Variation (as defined herein) dated 14 July 2025 (“**Circular**”);

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing issued Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Placement Shares;

THAT pursuant to subsection 85(1) of the Companies Act 2016 read together with the Constitution of the Company, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be first offered any new Shares ranking equally to the existing issued Shares arising from the allotment and issuance of the new Shares pursuant to the Proposed Private Placement and that the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of the Placement Shares pursuant to the Proposed Private Placement, which will consequently result in a dilution of the shareholders’ shareholdings percentage in the Company;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments as may be required or permitted by any relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Private Placement.”

ORDINARY RESOLUTION 2

PROPOSED VARIATION TO UTILISATION OF PROCEEDS RAISED FROM AVILLION’S PREVIOUS PRIVATE PLACEMENT OF ORDINARY SHARES (“PROPOSED VARIATION”)

“**THAT** subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Board to vary the utilisation of the proceeds raised from its previous private placement of 188,881,350 new Shares (which was completed on 19 November 2021) in the manner as set out in Section 2.2 of the Circular and to extend the timeframe for the use of such proceeds up to 6 months from the date of shareholders’ approval for the Proposed Variation;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments as may be required or permitted by any relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Variation.”

By Order of the Board

Chang Ngee Chuang (MAICSA 7077854) (SSM PC No. 201908001421)

Jeremy Tai Yung Wei (MAICSA 7065447) (SSM PC No. 202308000580)

Company Secretaries

Kuala Lumpur

14 July 2025

Notes:

- (1) 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.
- (2) A member may appoint not more than 2 proxies to attend the same meeting.
- (3) 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.
- (4) 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.
- (5) The Proxy Form 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.
- (6) Subject to the Constitution, the Proxy Form shall be deposited with the Share Registrar of the Company, ShareWorks Sdn Bhd, at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via electronic mail to ir@shareworks.com.my not less than 48 hours before the time set for holding the EGM or any adjournment thereof.
- (7) For the purpose of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting the Record of Depositors as at 22 July 2025. Only a depositor of the Company whose name appears on the Record of Depositors as at 22 July 2025 shall be entitled to attend and vote at the EGM as well as for appointment of proxy(ies) to attend and vote on his/her stead.