AVILLION BERHAD
Registration No. 199201013018 (244521-A)
(Incorporated In Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fourth ("**34th**") Annual General Meeting of **AVILLION BERHAD ("the Company")** will be held at **Pelita Ballroom**, **Avillion Port Dickson, 3rd Mile, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan** on **Monday, 28 September 2026** at **10.00 a.m.** or any adjournment thereof for the purpose of transacting the following businesses: -

AGENDA

Ordinary Resolutions

1.	To receive the Audited Financial Statements for the financial year ended 31 March 2026 together with the Directors' and Auditors' Report thereon.	(Explanatory Note 1)
2.	To re-elect Mr. Yeo Tek Ling who is retiring by rotation pursuant to Clause 100 of the Company's Constitution and who being eligible, has offered himself for re-election.	Resolution 1 (Explanatory Note 2)
3.	To re-elect Dato' Seri Jamil Bin Bidin who is retiring by rotation pursuant to Clause 100 of the Company's Constitution and who being eligible, has offered himself for re-election.	Resolution 2 (Explanatory Note 2)
4.	To re-elect Datuk Lim Chai Hock who is retiring by rotation pursuant to Clause 107 of the Company's Constitution and who being eligible, has offered himself for re-election.	Resolution 3 (Explanatory Note 3)
5.	To re-elect Ms. Lim Bay Gie who is retiring by rotation pursuant to Clause 107 of the Company's Constitution and who being eligible, has offered herself for re-election.	Resolution 4 (Explanatory Note 3)
6.	To re-elect Mr. Tan Chee Wan who is retiring by rotation pursuant to Clause 107 of the Company's Constitution and who being eligible, has offered himself for re-election.	Resolution 5 (Explanatory Note 3)
7.	To re-elect Datuk Dr. Yacob Bin Mustafa who is retiring by rotation pursuant to Clause 107 of the Company's Constitution and who being eligible, has offered himself for re-election.	Resolution 6 (Explanatory Note 3)
8.	To approve the payment of Directors' fees and other emoluments of RM332,720.00 for the financial year ended 31 March 2026.	Resolution 7
9.	To approve the payment of Directors' fees and benefits to Non-Executive Directors up to an amount not exceeding RM400,000.00 from 1 April 2026 until the next Annual General Meeting.	Resolution 8 (Explanatory Note 4)
10.	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 9
11.	To consider and, if thought fit, to pass the following resolution, Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016:	Resolution 10 (Explanatory Note 5)

"**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."

Any Other Business

12. 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

JEREMY TAI YUNG WEI (MAICSA No. 7065447 / SSM Practising Certificate No. 202308000580)
THONG PUI YEE (MAICSA No. 7067416 / SSM Practising Certificate No. 202008000510)

Company Secretaries
Kuala Lumpur

Date: 31 July 2026

Notes :

INFORMATION FOR SHAREHOLDERS/PROXIES

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 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.

6. 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 or via electronic form to ir@shareworks.com.my, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

7. For the purpose of determining a member who shall be entitled to attend and vote at the 34th AGM, the Company shall be requesting the Record of Depositors as at **18 September 2026**. Only a depositor of the Company whose name appears on the Record of Depositors as at **18 September 2026** 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 the Audited Financial Statements for the financial year ended 31 March 2026 together with the Directors' and Auditors' Report thereon**

   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. Yeo Tek Ling and Dato' Seri Jamil Bin Bidin who are retiring by rotation pursuant to Clause 100 of the Company's Constitution and being eligible, have offered themselves 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. Yeo Tek Ling** and **Dato' Seri Jamil Bin Bidin.**

   The Board has conducted assessments on **Mr. Yeo Tek Ling** and **Dato' Seri Jamil Bin Bidin** on character, integrity, competence, and experience and time commitment in effectively discharging their respective roles as Directors of the Company. **Mr. Yeo Tek Ling** and **Dato' Seri Jamil Bin Bidin** 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. Yeo Tek Ling** and **Dato' Seri Jamil Bin Bidin** who are retiring by rotation in accordance with Clause 100 of the Company's Constitution are eligible to stand for re-election.

   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 Datuk Lim Chai Hock, Ms. Lim Bay Gie, Mr. Tan Chee Wan and Datuk Dr. Yacob Bin Mustafa who are retiring pursuant to Clause 107 of the Company's Constitution and being eligible, has offered themselves 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.

Datuk Lim Chai Hock was appointed on 12 September 2025 as a Non-Independent Non-Executive Director 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 34th AGM of the Company.

Ms. Lim Bay Gie was appointed on 12 September 2025 as a Non-Independent Non-Executive Director 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 herself for re-election at the 34th AGM of the Company.

Mr. Tan Chee Wan was appointed on 03 November 2025 as an Independent Non-Executive Director 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 34th AGM of the Company.

Datuk Dr. Yacob Bin Mustafa was appointed on 16 January 2026 as an Independent Non-Executive Director 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 34th 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**

Ordinary Resolution 10 is proposed pursuant to Sections 75 and 76 of the Companies Act 2016 for the purpose of obtaining a general mandate ("General Mandate"), which if passed, will empower the Directors of the Company to allot and issue new ordinary shares in the Company at any time provided that the aggregate number of ordinary shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued ordinary shares (excluding treasury shares, if any) of the Company for the time being for such purposes as the Directors deem fit and in the best interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This General Mandate will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier. This General Mandate, if granted, will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

Ordinary Resolution 10, if passed, would be tantamount to shareholders of the Company agreeing to waive their pre-emptive rights in respect of the allotment and issuance of the new ordinary shares pursuant to the General Mandate, which will result in a dilution to the shareholders' shareholdings in the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. The 34th AGM of the Company will be conducted physically at **Pelita Ballroom**, **Avillion Port Dickson, 3rd Mile, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan** on **Monday, 28 September 2026** at **10.00 a.m.**

2. The Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Directors as well as Managing Director / Chief Executive Officer at the 34th AGM of the Company are:

   i. Mr. Yeo Tek Ling (Clause 100)
   ii. Dato' Seri Jamil Bin Bidin (Clause 100)
   iii. Datuk Lim Chai Hock (Clause 107)
   iv. Ms. Lim Bay Gie (Clause 107)
   v. Mr. Tan Chee Wan (Clause 107)
   vi. Datuk Dr. Yacob Bin Mustafa (Clause 107)

   The Profiles of the Directors seeking for re-election are set out in the Company's Annual Report 2026. The details of the Directors' interest in the securities of the Company are set out in the Company's Annual Report 2026.

   The details of attendance of the Directors of the Company at Board of Directors' Meetings held during the financial year ended 31 March 2026 are disclosed in the profile of Directors of the Annual Report 2026.

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.