



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of **AVILLION BERHAD** will be held at the Commodore 1, Admiral Marina & Leisure Club, Batu 5½, Jalan Pantai, 71050 Port Dickson, Negeri Sembilan, Malaysia on Wednesday, 21 October 2020 at 11.00 a.m. for the purpose of transacting the following businesses:-

Agenda

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors' and Auditors' Report thereon. **(Explanatory Note 1)**
2. To re-elect the following Directors whom are retiring pursuant to Clause 100 of the Company's Constitution and being eligible, have offered themselves for re-election:
 - i. Tan Sri Dato' Sri Dr. Samsudin Bin Hitam; and **Resolution 1**
 - ii. Mr See Ah Sing **Resolution 2 (Explanatory Note 2)**
3. To approve the payment of Directors' fees and other emoluments of RM 216,993.00 for the financial year ended 31 March 2020. **Resolution 3**
4. To approve the payment of Directors' fees and benefits to Non-Executive Directors up to an amount not exceeding RM 270,000.00 from 1 April 2020 until the next Annual General Meeting. **Resolution 4 (Explanatory Note 3)**
5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 31 March 2021 and to authorize the Directors to fix their remuneration. **Resolution 5**

As Special Business

6. To consider and, if thought fit, to pass the following resolution:- **Resolution 6 (Explanatory Note 4)**

Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

"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."

7. As 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.

Notice of Annual General Meeting (Cont'd)

By Order of the Board

Wong Youn Kim
(MAICSA No. 7018778)

Company Secretary

Kuala Lumpur

Date: 15 September 2020

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 which 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. The Proxy Form must be deposited at the Registered Office of the Company at Unit 8E, Level 8, Wisma YPR, No. 1, Lorong Kapar, Off Jalan Syed Putra, 58000 Kuala Lumpur, Malaysia, 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 28th Annual General Meeting ("AGM"), the Company shall be requesting the Record of Depositors as at 15 October 2020. Only a depositor whose name appears on the Record of Depositors as at 15 October 2020 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.

Notice of Annual General Meeting (Cont'd)

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 Tan Sri Dato' Sri Dr. Samsudin Bin Hitam and Mr See Ah Sing who retire 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 Tan Sri Dato' Sri Dr. Samsudin Bin Hitam and Mr See Ah Sing.

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 NC's recommendation that the Directors who retire 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. 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.

4. Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed resolution 8, if passed will give the Directors of the Company authority to issue and allot shares as the Directors in their discretion consider 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 Annual General Meeting of the Company.

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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. The Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Director and Group Managing Director at the 28th Annual General Meeting of the Company are :-

- (a) Tan Sri Dato' Sri Dr. Samsudin Bin Hitam (Clause 100)
- (b) Mr See Ah Sing (Clause 100)

The Profiles of the Directors seeking for re-election are set out in the Company's 2020 Annual Report.

The details of the Directors' interest in the securities of the Company are set out in the Company's 2020 Annual Report.

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