



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Third (“33rd”) 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 **Thursday, 11 September 2025 at 11.00 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 2025 together with the Directors’ and Auditors’ Report thereon.

(Explanatory Note 1)

2. To re-elect Datin Norizan Binti Idris who is retiring by rotation pursuant to Clause 100 of the Company’s Constitution and who being eligible, has offered herself for re-election.

Resolution 1
(Explanatory Note 2)

3. To re-elect Mr. Fong Wai Leong 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 3)

4. To re-elect Dato’ Seri Jamil Bin Bidin 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 Mr. Ho Soo Woon 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 4
(Explanatory Note 3)

6. To re-elect Mr. Christopher Lawrence Bachran 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 Mr. Li, Anwei 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 RM241,309.00 for the financial year ended 31 March 2025.

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 2025 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:
“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.”

Resolution 10
(Explanatory Note 5)

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

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 2025

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 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 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 33rd AGM, the Company shall be requesting the Record of Depositors as at **2 September 2025**. Only a depositor of the Company whose name appears on the Record of Depositors as at **2 September 2025** 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 Datin Norizan Binti Idris and Mr. Fong Wai Leong who are retiring by rotation pursuant to Clause 100 of the Company’s Constitution and being eligible, has 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 **Datin Norizan Binti Idris** and **Mr. Fong Wai Leong**.
The Board has conducted assessments on **Datin Norizan Binti Idris** and **Mr. Fong Wai Leong** on character, integrity, competence, and experience and time commitment in effectively discharging their respective roles as Directors of the Company. **Datin Norizan Binti Idris** and **Mr. Fong Wai Leong** 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 **Datin Norizan Binti Idris** and **Mr. Fong Wai Leong** 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 Dato’ Seri Jamil Bin Bidin, Mr. Ho So Woon, Mr. Chistopher Lawrence Bachran and Mr. Li, Anwei 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 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.
Dato’ Seri Jamil Bin Bidin was appointed on 12 September 2024 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 33rd AGM of the Company.
Mr. Ho Soo Woon was appointed on 12 September 2024 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 33rd AGM of the Company.

Mr. Christopher Lawrence Bachran was appointed on 12 September 2024 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 33rd AGM of the Company.

Mr. Li, Anwei was appointed on 16 May 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 33rd 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 5 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 5, 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 33rd AGM of the Company will be conducted physically at **Pelita Ballroom, Avillion Port Dickson, 3rd Mile, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan** on **Thursday, 11 September 2025 at 11.00 a.m.**

2. The Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Directors as well as Executive Director and Chief Executive Officer at the 33rd AGM of the Company are:

i. Datin Norizan Binti Idris (Clause 100)

ii. Mr. Fong Wai Leong (Clause 100)

iii. Dato’ Seri Jamil Bin Bidin (Clause 107)

iv. Mr. Ho Soo Woon (Clause 107)

v. Mr. Christopher Lawrence Bachran (Clause 107)

vi. Mr. Li, Anwei (Clause 107)

The Profiles of the Directors seeking for re-election are set out in the Company’s Annual Report 2025. The details of the Directors’ interest in the securities of the Company are set out in the Company’s Annual Report 2025.

The details of attendance of the Directors of the Company at Board of Directors’ Meetings held during the financial year ended 31 March 2025 are disclosed in the profile of Directors of the Annual Report 2025.

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.



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

ADMINISTRATIVE GUIDE

IN RESPECT OF THE THIRTY-THIRD ANNUAL GENERAL MEETING (“33rd AGM”) TO BE HELD AT PELITA BALLROOM, AVILLION PORT DICKSON, 3RD MILE, JALAN PANTAI, 71000 PORT DICKSON, NEGERI SEMBILAN

Meeting Day & Date : Thursday, 11 September 2025
Time : 11.00 a.m.
Venue : Pelita Ballroom, Avillion Port Dickson, 3rd Mile, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan

Dear Valued Shareholders of Avillion Berhad,

Registration on the day of 33rd AGM

1. The registration will commence at 10.00 a.m., on **Thursday, 11 September 2025** and will open until the conclusion of the 33rd AGM or such time may be determined by the Chairman of the meeting.
2. Please read the signage as to where you should register yourself for the meeting and join the queue accordingly.
3. Please present your original National Registration Identity Card (NRIC) or Passport (for Non-Malaysian) to the registration counter for verification.
4. Registration must be done in person. No person is allowed to register on behalf of another.
5. The registration counter will handle verification of identity, registration and revocation of proxy/proxies.
6. A voting gadget and an identification wristband will be given to you thereafter. No one will be allowed to enter the meeting room without an identification wristband.

Appointment of Proxy or Attorney or Corporate Representative

Shareholders who appoint proxy(ies) to participate at the 33rd AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to the Poll Administrator's office not later than forty-eight (48) hours before the time appointed for holding the 33rd AGM.

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:-

(i) In hard copy form

In the case of an appointment in hard copy form, the proxy form must be deposited at the office of ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.

ADMINISTRATIVE GUIDE FOR THIRTY-THIRD ANNUAL GENERAL MEETING (“33rd AGM”) (Cont’d)

(ii) By electronic form

The proxy form can be electronically lodged via email to ir@shareworks.com.my

Please ensure **ALL** the particulars are required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such as appointment is made by a power of attorney must be deposited with the ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not later than **Tuesday, 9th September 2025 at 10.00 a.m.** to participate in the 33rd AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the Original certificate of appointment with the ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on/or before the 33rd AGM. The certificate of appointment should be executed in the following manner: -

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:-
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

General Meeting Record of Depositors

For the purpose of determining who shall be entitled to attend the 33rd AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as **02 September 2025** and only a depositor whose name appears on such Record of Depositors shall be eligible to attend the 33rd AGM.

No Recording or Photography

Unauthorised recording or photography of the proceedings of the 33rd AGM is **strictly prohibited**. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

Enquiry

If you have any enquiry prior to the 33rd AGM meeting, please contact **Mr. Kou Si Qiang** or **Mr. Chan Wai Kien** during office hours from 8.30 a.m. to 5.30 p.m. on Mondays to Fridays (except public holidays):

ShareWorks Sdn. Bhd.

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur

Telephone Number : 03-6201 1120
Email : ir@shareworks.com.my