



**AVILLION BERHAD** (244521-A)  
(Formerly Known As RELIANCE PACIFIC BERHAD)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 26<sup>th</sup> Annual General Meeting of AVILLION BERHAD (Formerly Known As RELIANCE PACIFIC BERHAD) will be held at the Cameron 3&4, Lobby Level, Avillion Cameron Highlands, C-3 Jalan Camelia, Tanah Rata, 39000 Cameron Highlands, Pahang on Thursday, 30 August 2018 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 2018 together with the Directors' and Auditors' Report thereon.                                  | Explanatory Note A |
| 2. To re-elect Tan Sri Dato' Sri Dr Samsudin Bin Hitam who retires pursuant to the Article 98 of the Company's Constitution and being eligible, has offered himself for re-election.  | Resolution 1       |
| 3. To approve the payment of Directors' fees and Other Emoluments of RM214,500 for the financial year ended 31 March 2018.  | Resolution 2       |
| 4. To approve the payment of Directors' fees and benefits to Non-Executive Directors up to an amount not exceeding RM275,000 from 1 April 2018 until the next Annual General Meeting. | Resolution 3       |
| 5. To appoint Messrs. Baker Tilly Monteiro Heng as Auditors of the Company and to authorize the Directors to fix their remuneration.  | Resolution 4       |

**As Special Business**

To consider and, if thought fit, to pass the following resolution:-

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|---|--------------|
| 6. Authority to Allot and Issue Shares pursuant to Section 75 of the Companies Act 2016 | Resolution 5 |
|---|--------------|
- "That pursuant to Section 75 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."

**As Other Business**

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Constitution.

By Order of the Board

Wong Youn Kim  
(MAICSA No. 7018778)  
Company Secretary  
Kuala Lumpur  
Date: 31 July 2018

**Notes**

**Information for Shareholders/Proxies**

- 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.
- A member may appoint not more than 2 proxies to attend the same meeting.
- 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.
- 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.
- 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.
- 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.
- For the purpose of determining a member who shall be entitled to attend and vote at the 26<sup>th</sup> Annual General Meeting ("AGM"), the Company shall be requesting the Record of Depositors as at 27 August 2018. Only a depositor whose name appears on the Record of Depositors as at 27 August 2018 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**

- a) 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.
- b) 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.
- c) Authority to Allot and Issue Shares pursuant to Section 75 of the Companies Act, 2016**  
The proposed resolution 5, 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 Company did not issue any shares pursuant to Section 75 of the Companies Act, 2016 under the general authority which was approved at the 25<sup>th</sup> Annual General Meeting held on 28 August 2017 and which will lapse at the conclusion of the 26<sup>th</sup> Annual General Meeting to be held on 30 August 2018.

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**

- The Director who is seeking re-election and/or continuing in office as Independent Non-Executive Director at the 26<sup>th</sup> Annual General Meeting of the Company is :-
  - Tan Sri Dato' Sri Dr Samsudin Bin Hitam (Article 98)The Profile of the Director seeking for re-election is set out on page 9 of this Annual Report  
The details of the Directors' interest in the securities of the Company are stated on page 113 of this Annual Report.