



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of AVILLION BERHAD will be held at the Pelita Ballroom, Level 4, Avillion Port Dickson, 3rd Mile, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan on Wednesday, 11 September 2019 at 11.00 a.m. for the purpose of transacting the following businesses:-

- Agenda**
- As Ordinary Business**
- To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Directors' and Auditors' Report thereon. (Explanatory Note 1)
 - To re-elect Mr. Onn Kien Hoe who retires pursuant to the Article 91 of the Company's Article of Association and being eligible, has offered himself for re-election. (Resolution 1) (Explanatory Note 2)
 - To re-elect the following directors who retire pursuant to the Article 98 of the Company's Article and being eligible, have offered themselves for re-election :-
 - Datuk Roslan Bin Abdul Rahman (Resolution 2)
 - Puan Norizan Binti Idris (Resolution 3)
 - Mr. See Ah Sing (Resolution 4) (Explanatory Note 3)
 - To approve the payment of Directors' fees and other emoluments of RM 206,411.00 for the financial year ended 31 March 2019. (Resolution 5) (Explanatory Note 4)
 - To approve the payment of Directors' fees and benefits to Non-Executive Directors up to an amount not exceeding RM 310,000.00 from 1 April 2019 until the next Annual General Meeting. (Resolution 6) (Explanatory Note 4)
 - To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorize the Directors to fix their remuneration. (Resolution 7)

As Special Business

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

- Authority to Allot and Issue Shares pursuant to Section 75 of the Companies Act 2016 (Resolution 8) (Explanatory Note 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."

Special Resolution

PROPOSED ADOPTION OF NEW CONSTITUTION

"THAT approval be and is hereby given to revoke the existing constitution of the Company with immediate effect and in place thereof, the proposed new constitution of the Company be and is hereby adopted as the constitution of the Company.

AND THAT the directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

(Special Resolution 1) (Explanatory Note 6)

As Other Business

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

By Order of the Board

Wong Youn Kim
(MAICSA No. 7018778)
Company Secretary
Kuala Lumpur
Date: 31 July 2019

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 27th Annual General Meeting ("AGM"), the Company shall be requesting the Record of Depositors as at 5 September 2019. Only a depositor whose name appears on the Record of Depositors as at 5 September 2019 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

- 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.

- To re-elect Mr. Onn Kien Hoe who retires pursuant to the Article 91 of the Company's Article of Association and being eligible, has offered himself for re-election.**
Article 91 of the Company's Article of Association ("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 Article 91 of the Company's Article of Association is Mr. Onn Kien Hoe.

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 Article 91 of the Company's Article of Association is 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.

- To re-elect the following directors who retire pursuant to the Article 98 of the Company's Article and being eligible, have offered themselves for re-election :-**
 - Datuk Roslan Bin Abdul Rahman
 - Puan Norizan Binti Idris
 - Mr. See Ah Sing

Article 98 of the Company's Article of Association provides amongst others, that the Board shall have the power to appoint any person to be a director to fill a casual vacancy or as an additional director to the existing Board, and that any director so appointed shall hold office until the next following AGM and shall then be eligible for re-election.

Accordingly Datuk Roslan Bin Abdul Rahman, the Independent Non-Executive Director who was appointed on 5 April 2019, shall hold office until the conclusion of the 27th AGM and shall then be eligible for re-election pursuant to Article 98 of the Company's Article of Association.

Accordingly Puan Norizan Binti Idris, the Independent Non-Executive Director who was appointed on 4 April 2019, shall hold office until the conclusion of the 27th AGM and shall then be eligible for re-election pursuant to Article 98 of the Company's Article of Association.

Accordingly Mr. See Ah Sing, the Executive Director who was appointed on 15 March 2019 and subsequent re-designated as Group Managing Director, shall hold office until the conclusion of the 27th AGM and shall then be eligible for re-election pursuant to Article 98 of the Company's Article of Association.

- 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.

- Authority to Allot and Issue Shares pursuant to Section 75 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.

- ADOPTION OF NEW CONSTITUTION**
The Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 ("CA 2016") which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the CA 2016 and MMLR.

The details are set out in Appendix "A" of the Company's 2019 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

- The Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Director and Group Managing Director at the 27th Annual General Meeting of the Company are :-
 - Mr. Onn Kien Hoe (Article 91)
 - Datuk Roslan Bin Abdul Rahman (Article 98)
 - Puan Norizan Binti Idris (Article 98)
 - Mr See Ah Sing (Article 98)

The Profile of the Directors seeking for re-election are set out in the Company's 2019 Annual Report.

The details of the Directors' interest in the securities of the Company are set out in the Company's 2019 Annual Report.