

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

MINUTES OF THE 32nd ANNUAL GENERAL MEETING (“AGM” OR “THE MEETING”) OF THE COMPANY (“AVI” OR “THE COMPANY”) HELD AND CONDUCTED ON A FULLY VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE REMOTE PARTICIPATION AND VOTING FROM THE BROADCAST VENUE AT BOARDROOM, LEVEL 9, WISMA YPR, NO. 1, LORONG KAPAR, OFF JALAN SYED PUTRA, 58000 KUALA LUMPUR, WILAYAH PERSEKUTUAN (KL) ON THURSDAY, 12 SEPTEMBER 2024 AT 11:00 A.M.

PRESENT : Tan Sri Dato’ Sri Dr. Samsudin Bin Hitam Chairman
Mr. Fong Wai Leong Executive Director cum Chief Executive Officer
Datin Norizan Binti Idris Independent Non-Executive Director
Rungit Singh A/L Jaswant Singh Independent Non-Executive Director
En. Taufiq Bin Abdul Khalid Independent Non-Executive Director
Mr. Stephen Geh Sim Whye Independent Non-Executive Director

MEMBERS AND PROXIES : As per Attendance List

IN ATTENDANCE : Mr. Jeremy Tai Yung Wei Company Secretary
Ms. Ng Jou Yin External Auditor

1. CHAIRPERSON

Tan Sri Dato’ Sri Dr. Samsudin Bin Hitam, the Chairman of the Company (the “Chairman”) welcomed all present at the Meeting and thanked them for attending the 32nd Annual General Meeting. The Chairman then called the Meeting to order at 11:00 a.m.

The Chairman proceeded to introduce his fellow Directors and the Company Secretary at the head table. He informed the meeting that the representatives from the external auditors, Baker Tilly Monteiro Heng PLT were also present virtually.

2. QUORUM

The requisite quorum being present pursuant to Section 327(2) of the Company’s Act 2016, the Chairman declared the Meeting duly convened.

3. NOTICE OF MEETING

The Chairman addressed the meeting and declared the meeting duly convened as the Notice of AGM had been circulated to all Shareholders and Auditors and advertised in the respective newspaper on 31 July 2024 of the Company in accordance with the Company’s Constitution and the notice shall be taken as read.

4. POLL VOTING

All voting was conducted by way of poll as mandated by Bursa Malaysia Securities Berhad (“**Bursa Securities**”). The Chairman exercised his right as chairman of the meeting pursuant to Clause 78 of the Company’s Constitution, directed that the voting to be conducted by way of among participation and electronic polling to expedite verification and counting of votes.

The Chairman informed the Meeting that voting for each resolution in the Notice of AGM conducted via online electronic voting. He has been appointed as a proxy by some shareholders and voting in accordance with their instructions.

Shareworks Sdn. Bhd. acted as the poll administrator to conduct the polling process whilst SharePolls Sdn. Bhd. was appointed as the Independent Scrutineer to verify the poll results and announce the results of the poll at the end of the Meeting.

The Chairman invited the representative of the polling agent to brief the Meeting on the e-polling procedures and housekeeping rules. The representative briefed the Meeting on the procedure for electronic poll voting to guide the Meeting accordingly. The Meeting was then handed back to the Chairman to proceed to the next agenda item.

The Chairman informed the Meeting that questions will be addressed after the deliberation of all agenda items. Due to time constraints, the Company will make efforts to answer as many questions as possible.

5. TO PRESENT THE LETTER ON MR SEE AH SING

The Chairman presented the letter on Mr See Ah Sing that had previously been circulated to the shareholders.

The Chairman proceeded to the next agenda item.

6. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed the Meeting that the first item on the agenda was to receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and the Auditors (“**AFS 2024**”) thereon. He highlighted that this agenda item is meant for discussion only and will not be put forward for voting.

The Chairman proceeded to the next agenda item.

7. TO RE-ELECT MR. RUNGIT SINGH A/L JASWANT SINGH AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 100 OF THE COMPANY’S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

The Chairman informed the Meeting that the next item on the agenda was to re-elect the retiring Director, Mr. Rungit Singh A/L Jaswant Singh, who retired pursuant to Clause 100 of the Company’s Constitution and being eligible for re-election, had offered himself for re-election.

The Chairman informed the Meeting that he is retiring by rotation pursuant to Clause 100 of the Company’s Constitution, but that he had opted not to stand for re-election. Hence, he

shall retain office until the close of the Meeting.

The Meeting proceeded to the next item on agenda.

8. TO RE-ELECT MR FONG WAI LEONG AS DIRECTOR OF THE COMPANY, WHO RETIRES IN ACCORDANCE WITH CLAUSE 107 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

The Chairman informed the Meeting that the next item on the agenda was to re-elect the retiring Director, namely Mr Fong Wai Leong, who retired pursuant to Clause 107 of the Company's Constitution and being eligible for re-election, had offered himself for re-election.

The Meeting proceeded to the next item on agenda.

9. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND OTHER EMOLUMENTS OF RM257,234.00 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

The Chairman informed the Meeting that the next item on the agenda was to approve the payment of Directors' fees and other emoluments of up to RM257,234.00 for the financial year ended 31 March 2024.

The Meeting proceeded to the next item on agenda.

10. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT NOT EXCEEDING RM380,000.00 FROM 1 APRIL 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman informed the Meeting that the next item on the agenda was to approve the payment of Directors' fees and benefits of up to RM380,000.00 to the Non-Executive Directors of the Company from 1 April 2024 until the next annual general meeting of the company.

The Meeting proceeded to the next item on agenda.

11. 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

The Chairman informed the Meeting that the next item on the agenda was 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. Messrs. Baker Tilly Monteiro Heng PLT had indicated their willingness to continue in office as Auditors of the Company.

The Meeting proceeded to the next item on agenda.

12. TO TRANSACT ANY OTHER BUSINESS OF THE COMPANY OF WHICH DUE NOTICE HAS BEEN GIVEN IN ACCORDANCE WITH THE COMPANIES ACT 2016 AND THE COMPANY'S CONSTITUTION

The last item of the agenda, the Chairman informed the Meeting that no notice had been received for any other business to be transacted.

The agendas being finalized, the Meeting proceeded to the next segment.

Appendix A

AVILLION BERHAD
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SUMMARY OF THE QUESTIONS AND ANSWERS RAISED BY THE MEMBERS AND THE RESPONSES BY THE BOARD AT THE 32ND ANNUAL GENERAL MEETING (“AGM” OR “THE MEETING”) OF THE COMPANY (“AVI” OR “THE COMPANY”) HELD AND CONDUCTED ON A FULLY VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE REMOTE PARTICIPATION AND VOTING FROM THE BROADCAST VENUE AT BOARDROOM, LEVEL 9, WISMA YPR, NO. 1, LORONG KAPAR, OFF JALAN SYED PUTRA, 58000 KUALA LUMPUR, WILAYAH PERSEKUTUAN (KL) ON THURSDAY, 12 SEPTEMBER 2024 AT 11:00 A.M.

Question

1. Mr. Pulaven Sitambaram, raised the question below:
Any reason for the non-seeking re-election?

Reply

The Chairman expressed that he reflected on his nine (9) years journey as Chairman, noting that he feels blessed by the trust placed in him by the shareholders. As he approaches 77 years of age this year, he indicated that he believes it is time for him to retire. He expressed his sincere hope for the company's continued success in the future. He acknowledged that the Meeting had received several questions from shareholders and mentioned that Mr. Fong Wai Leong (“Mr Fong”) would address these inquiries.

The Chairman concluded his remarks by thanking everyone for their support.

The Chairman invited Mr Fong to address the Q&A session.

Mr Fong informed the Meeting that approximately twenty-one (21) questions were received. Most had been answered through written responses and a few selected questions would be addressed verbally. Some questions from shareholders were repetitive and there were several questions on behalf of the shareholder as follows, which were replied by Mr Fong below:

Question

2. May I know what is the turnaround plan of the Company and group? What are the strategies adopted to improve EBITDA of the group?

Reply

Mr Fong highlighted that the Company has a strong financial position. The total assets, as reported on the balance sheet amount to RM375 million with total liabilities of RM150 million and net assets of RM225 million which net asset value per share of RM0.19. In terms of performance, the Company reported losses of RM5 million last year. However, if the two (2) items of depreciation of RM10 million and interest costs of RM6 million are excluded, the Company has a positive EBITDA of around RM10 million. The losses are primarily due to the depreciation and interests.

The Company is still feeling the impact of the pandemic, particularly with respect to loan rescheduling that occurred during this period. The Company has been fulfilling must also fulfil its commitment to the banks for the past years. There are more commitments coming in the next few years. Because of the commitment to the banks, the company had not invested significantly in hotel properties.

Mr Fong stated that there are opportunities for value creation and cash generation from our existing assets and the Company would focus on that.

The Company has substantial land banks located in Port Dickson, Langkawi, Melawati, and Bali. Its focus will be on maximizing the creating value from these land banks and generating cashflow.

To achieve this, the Company may consider forming Joint Ventures with partners who possess the expertise and capital necessary to help the Company with its objectives of value creation and cash generating from these particular assets.

Additionally, the Company aims to reinvest in its current properties to remain competitive. Specifically, the Company will focus on the Avillion and Marina resorts in Port Dickson. It is essential to reinvest in these properties to enhance returns.

In summary, its approach consists of two (2) key strategies: creating value from its assets and reinvesting in our existing properties to be competitive.

Question

3. The Company income is low? Do increase income in near future such as acquisition and start other industry.

Reply

The Company plans to pursue Joint Ventures and reinvestment strategies to improve our current business operations. Currently, it is not seeking acquisition opportunities. However, the Company will explore if any potential M&A opportunities arise.

In addition, the Company is considering opportunities in other industries that could enhance its revenue, for example in agriculture or advertising.

Question

4. The stock price seems do not move so much since the last time. What is the company strategy to enhance the wealth of the shareholder?

Reply

It is essential for the Company to show good numbers, profitability and the progress being made on the Company assets. The value of these assets can generate new cash income, which will positively impact the Company's cash flow.

Once the Company achieves this, it can enhance our engagement and communication with shareholders and investors. Improved transparency and communication will be key to strengthening these relationships.

Question

5. Does the Company benefit from the visa exemption from China tourist?

Reply

Absolutely, the answer is yes. The Company has observed an influx of Chinese tourists from China over the past couple of months. Especially in its hotel at Admiral Marina Cove have groups of Chinese tourists arriving. There is a significant increase in individual Chinese travelers visiting our hotels.

The Meeting was then handed back to the Chairman to proceed to the next agenda item.

13. POLLING & ANNOUNCEMENT OF POLL RESULTS

The Chairman put the resolutions on the agenda to vote, and the respective results of the poll voting were displayed immediately after all the votes had been cast as follows: -

ORDINARY RESOLUTION 1

TO RE-ELECT MR. RUNGIT SINGH A/L JASWANT SINGH AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 100 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 1	143,597,877	99.717629	406,627	0.282371

ORDINARY RESOLUTION 1

TO RE-ELECT MR. RUNGIT SINGH A/L JASWANT SINGH AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 100 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

"THAT the retiring Director, Mr. Rungit Singh A/L Jaswant Singh, who retires by rotation in accordance with Clause 100 of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

ORDINARY RESOLUTION 2

TO RE-ELECT MR FONG WAI LEONG AS DIRECTOR OF THE COMPANY, WHO RETIRES IN ACCORDANCE WITH CLAUSE 107 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 2	143,936,377	99.953385	67,127	0.046615

ORDINARY RESOLUTION 2

TO RE-ELECT MR FONG WAI LEONG AS DIRECTOR OF THE COMPANY, WHO RETIRES IN ACCORDANCE WITH CLAUSE 107 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

“THAT the retiring Director, Mr. Fong Wai Leong, who retires in accordance with Clause 107 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

ORDINARY RESOLUTION 3

APPROVAL FOR PAYMENT OF DIRECTORS' FEES AND OTHER EMOLUMENTS OF RM257,234.00 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 3	143,891,088	99.921257	113,394	0.078743

ORDINARY RESOLUTION 3

APPROVAL FOR PAYMENT OF DIRECTORS' FEES AND OTHER EMOLUMENTS OF RM257,234.00 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

“THAT approval be and is hereby given to the Company to approve the payment of Directors' fees and other emoluments of RM257,234.00 for the financial year ended 31 March 2024.

ORDINARY RESOLUTION 4

APPROVAL FOR THE PAYMENT OF DIRECTORS' FEES AND BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT NOT EXCEEDING RM380,000.00 FROM 1 APRIL 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 4	143,866,718	99.904333	137,765	0.095667

ORDINARY RESOLUTION 4

APPROVAL FOR THE PAYMENT OF DIRECTORS' FEES AND BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT NOT EXCEEDING RM380,000.00 FROM 1 APRIL 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

“THAT approval be and is hereby given to the Company to approve the payment of Directors' fees and benefits to the Non-Executive Directors up to an amount not exceeding RM380,000.00 from 1 April 2024 until the next AGM of the Company.”

**ORDINARY RESOLUTION 5
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**

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 5	143,998,675	99.995882	5,930	0.004118

**ORDINARY RESOLUTION 5
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**

““THAT approval be and is hereby given 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.”

14. CONCLUSION

The Chairman informed the Meeting that this will be his last appearance as Chairman of the Board. The Chairman thanked all for the support over the past nine (9) years. He quoted a phrase in Bahasa Malaysia that he felt suited the situation to the Meeting: *“angkat jari sepuluh mohon maaf sekiranya ada apa-apa kesalahan”*.

The Chairman thanked all for their participation in this Meeting and declared the Meeting closed at 12:00pm.

**CONFIRMED AS THE CORRECT RECORD
OF THE PROCEEDINGS THEREAT**

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**FONG WAI LEONG
CHIEF EXECUTIVE OFFICER**

Dated: 10 October 2024