



**ZELAN BERHAD**  
(27676-V)

# Notice Of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Thirty Sixth (36th) Annual General Meeting ("AGM") of Zelan Berhad will be held at Mahkota 2, BR Level, Hotel Istana, 73, Jalan Raja Chulan, 50250 Kuala Lumpur on Monday, 24 September 2012 at 10.00 a.m. for the following purposes:-

## ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon.<br><b>(Please refer to Note A)</b>   |                     |
| 2. To re-elect Mr. Ooi Teik Huat who retires by rotation in accordance with Article 78 of the Company's Articles of Association.  | <b>Resolution 1</b> |
| 3. To re-elect YBhg. Dato' Mohd Nor bin Idrus who retire in accordance with Article 85 of the Company's Articles of association.  |                     |
| 4. To consider and, if thought fit, to pass the following Resolution:   | <b>Resolution 2</b> |
| "That pursuant to Section 129(6) of the Companies Act, 1965, Dato' Abdullah bin Mohd Yusof be appointed as Director of the Company to hold office until the next AGM."  | <b>Resolution 3</b> |
| 5. To approve the Director's fees for the financial year ended 31 March 2012 amounting to RM300,656.00 (2011: RM 406,849.30).   | <b>Resolution 4</b> |
| 6. To re-appoint Messrs. PricewaterhouseCoopers, who are eligible and have given their consent for re-appointment as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | <b>Resolution 5</b> |

## SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following as Ordinary Resolutions:-
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| (i) <b>AUTHORITY TO ALLOT SHARES</b>  | <b>Resolution 6</b> |
| "THAT pursuant to Section 132D of the Companies Act, 1965, the Board of Directors be and is hereby empowered to issue and allot shares of the Company at any time until the conclusion of the next AGM of the Company upon such terms and conditions and for such purposes as the Board may, in its absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10.0%) of the issued and paid-up share capital of the Company at the time of issue AND THAT the Board, is also empowered to obtain the approval of Bursa Malaysia Securities Berhad and any other relevant approvals as may be necessary for the listing of and quotation for the additional shares so issued."  |                     |
| (ii) <b>PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE WITH MMC CORPORATION BERHAD AND ITS SUBSIDIARIES AND TRADEWINDS CORPORATION BERHAD AND ITS SUBSIDIARIES ("PROPOSED SHAREHOLDERS' MANDATE")</b>  | <b>Resolution 7</b> |
| "THAT approval be and is hereby given for the Company and/or its subsidiaries ("Group") to enter into recurrent transactions of revenue or trading nature with MMC Corporation Berhad and its subsidiaries and Tradewinds Corporation Berhad and its subsidiaries, as set out in Section 2 of the Circular to Shareholders dated 30 August 2012 which are subject to the renewal and obtaining the shareholders' mandate, provided that such transactions are necessary for the day-to-day operations and are carried out in the ordinary course of business and at arms' length basis on normal commercial terms, which are consistent with the Group's normal business practices and policies, and on terms not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders,<br><br><b>AND THAT</b> such approval shall be in force until:<br><br>(i) the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such AGM;<br><br>(ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or<br><br>(iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier <b>AND THAT</b> the Directors and/or any of them be and are hereby authorised to do all such acts and things (including, without limitation, to execute all such documents) in the interest of the Company to give full effect to the aforesaid shareholders' mandate and any transaction contemplated under this Ordinary Resolution,<br><br><b>AND THAT</b> in making the appropriate disclosure of the aggregate value of recurrent transactions conducted pursuant to the shareholders' mandate in the Company's annual report, the Company must provide a breakdown of the aggregate value of the recurrent transaction made during the financial period, amongst others, based on the following information:<br><br>(i) the type of the recurrent transactions entered into; and<br><br>(ii) the names of the related parties involved in each type of the recurrent transaction made and their relationship with the Company." |                     |

### BY ORDER OF THE BOARD

**NORLIDA BINTI JAMALUDIN (L.S. 0006467)**

Company Secretary

30th August 2012

Kuala Lumpur

### Note A:

This agenda item is meant for discussion only as per the provision of Section 169 (1) of the Companies Act, 1965 which does not require a formal approval of the shareholders and hence, it is not put forward for voting.

### Notes:

- A member of the Company who is entitled to attend and vote at the 36th AGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- The instrument appointing the proxy must be deposited with the Registrar's Office, Symphony Share Registrars Sdn. Bhd., at Level 6, Symphony House, Pusat Dagangan D1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time fixed for holding the 36th AGM.
- The lodging of the Proxy Form will not preclude shareholders from attending and voting in person at the 36th AGM should they subsequently wish to do so.

### Explanatory Notes to the Special Business:-

#### Resolution No. 6

The proposed Resolution 6, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming AGM, to allot and issue ordinary shares in the Company up to and not exceeding in total ten per cent (10.0%) of the issued and paid-up capital of the Company pursuant to Section 132D of the Companies Act, 1965. This authority, unless revoked or varied at a general meeting will expire at the next AGM of the Company.

As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 27 September 2011 which will lapse at the conclusion of the forthcoming AGM.

The Board continues to consider opportunities to expand the Company's business. In the event of a new allotment of shares pursuant to such opportunity, the proceeds will be utilised as working capital of the Company. The passing of this resolution would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares.

#### Resolution No. 7

For further information, please refer to Circular to Shareholders dated 30 August 2012.