

## NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of the Company will be held at Ballroom 1, Level 2, G Hotel, 168A, Persiaran Gurney, 10250 George Town, Penang on Wednesday, 25 April 2018 at 2.30 pm for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 November 2017 and Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Article 94 of the Company's Articles of Association (Constitution) and who, being eligible, offer themselves for re-election:
  - a) Teoh Meng Keat Ordinary Resolution 1
  - b) Tan Lip Gay Ordinary Resolution 2
3. To approve the Directors' fees and benefits payable up to an aggregate amount of approximately RM176,000 for the financial year ending 30 November 2018. Ordinary Resolution 3
4. To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 4

#### AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following Ordinary Resolutions with or without modifications:

5. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 5  
"THAT, subject always to the Companies Act 2016 ("the Act"), the Articles of Association (Constitution) of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of total number of issued shares/total number of voting shares of the Company for the time being and that the Directors are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued."
6. **RETENTION OF INDEPENDENT NON-EXECUTIVE CHAIRMAN** Ordinary Resolution 6  
"THAT Haji Wan Mansoor bin Wan Omar be retained as Independent Non-Executive Chairman of the Company."
7. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** Ordinary Resolution 7  
"THAT Tan Lip Gay be retained as Independent Non-Executive Director of the Company."
8. **RETENTION OF SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR** Ordinary Resolution 8  
"THAT Diong Chin Teck be retained as Senior Independent Non-Executive Director of the Company."
9. To transact any other business of which due notice shall have been given.

By Order of the Board

Tai Yit Chan (MAICSA 7009143)  
Ong Tze-En (MAICSA 7026537)  
Joint Company Secretaries  
Penang, 30 March 2018

## **ZHULIAN CORPORATION BERHAD (415527-P)** **NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING (continued)**

### **Notes:**

#### **Appointment of Proxy**

1. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.  
A proxy appointed to attend and vote at the meeting of the Company shall have the same rights as a member to speak at the meeting.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
4. The instrument appointing a proxy, with the power of attorney (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Company's Registered Office at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 George Town, Penang, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.  
Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the Annual General Meeting ("AGM") or Adjourned AGM.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney duly authorised.
6. In respect of deposited securities, only members whose name appears on such Record of Depositors as at 18 April 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

#### **Explanatory Note on Ordinary Business:**

Under the proposed Ordinary Resolution 3, the Directors' fees and benefits payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the Directors' fees and benefits payable is in the best interest of the Company. The benefits comprised solely of meeting allowance. In determining the estimated total amount of Directors' fees and benefits, includes a contingency sum to cater to unforeseen circumstances such as the appointment of an additional Director. The Board considered various factors including the number of scheduled meetings as well as the number of Directors involved in these meetings.

#### **Explanatory Notes on Special Business:**

1. The proposed Ordinary Resolution 5, if passed, will give authority to the Board of Directors to issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares/total number of voting shares of the Company for the time being for such purposes as Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next AGM.  
As at the date of this Notice, no new shares in the Company was issued pursuant to the mandate granted to the Directors at the last AGM held on 26 April 2017 and which will lapse at the conclusion of the Twenty-First AGM.  
The renewed 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), working capital and/or acquisitions.
2. The proposed Ordinary Resolution 6, if passed, will allow Haji Wan Mansoor bin Wan Omar to be retained as Independent Non-Executive Chairman of the Company. The Board of Directors had, vide the Nominating Committee, conducted an annual performance evaluation and assessment of, Haji Wan Mansoor bin Wan Omar, who will serve as Independent Non-Executive Chairman of the Company for a cumulative term of more than twelve (12) years by 30 October 2018 and recommended him to continue to act as Independent Non-Executive Chairman of the Company based on the justifications as set out in Statement on Corporate Governance in the 2017 Annual Report.
3. The proposed Ordinary Resolution 7, if passed, will allow Tan Lip Gay to be retained as Independent Non-Executive Director ("INED") of the Company. The Board of Directors had, vide the Nominating Committee, conducted an annual performance evaluation and assessment of, Tan Lip Gay, who will serve as INED of the Company for a cumulative term of more than twelve (12) years by 30 October 2018 and recommended him to continue to act as INED of the Company based on the justifications as set out in Statement on Corporate Governance in the 2017 Annual Report.
4. The proposed Ordinary Resolution 8, if passed, will allow Diong Chin Teck to be retained as the Senior Independent Non-Executive Director ("Senior INED") of the Company. The Board of Directors had, vide the Nominating Committee, conducted an annual performance evaluation and assessment of, Diong Chin Teck, who will serve as Senior INED of the Company for a cumulative term of more than twelve (12) years by 30 October 2018 and recommended him to continue to act as Senior INED of the Company based on the justifications as set out in Statement on Corporate Governance in the 2017 Annual Report.

#### **Statement Accompanying Notice of Annual General Meeting**

(Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)  
No individual is standing for election as a Director at the forthcoming Twenty-First AGM of the Company.