

ZHULIAN

ZHULIAN CORPORATION BERHAD 199701000031 (415527-P)
(Incorporated in Malaysia)

NOTIFICATION AND ADMINISTRATIVE DETAILS TO SHAREHOLDERS ON THE CHANGE OF VENUE AND TIME FOR THE TWENTY-THIRD (23RD) ANNUAL GENERAL MEETING (“23RD AGM”)

Zhulian Corporation Berhad (“Company”) had on 30 March 2020 issued notice of its 23rd Annual General Meeting (“23rd AGM”) to be held on 6 May 2020 at Ballroom 1, Level 2, G Hotel, 168A, Persiaran Gurney, 10250 George Town, Penang Malaysia at 2:30 p.m. Following the announcement made by the Honourable Prime Minister of Malaysia on 10 April 2020 to extend the period of Movement Control Order (“MCO”) from 14 April 2020 to 28 April 2020, the Company had on 13 April 2020 announced that the 23rd AGM shall be postponed to a later date.

In light of the Covid-19 pandemic and further extension of Conditional Movement Control Order (“CMCO”) until 9 June 2020, and with reference to the ‘Guidance and FAQs on the Conduct of General Meetings for Listed Issuers’ issued by the Securities Commission Malaysia on 18 April 2020 and revised on 14 May 2020, listed issuers shall only conduct fully virtual general meetings during CMCO period. Listed issuers are encouraged to continue leveraging technology to conduct their general meetings beyond the CMCO. This includes conducting fully virtual or hybrid general meetings. In this respect, the Company is taking every necessary precaution to protect the safety of people under its care. In view of the above extraordinary circumstances, the Board of Directors of the Company has decided that the **23rd AGM of the Company shall be adjourned to the date, time and place as set out below and shall be conducted electronically in its entirety, i.e. live via the Remote Participation and Voting (RPV) facility: -**

Date	Time	Broadcast Venue
17 June 2020 (New)	2.30 p.m. (New)	Zhulian Corporation Berhad Plot 41, Bayan Lepas Industrial Estate, Phase IV, 11900 Penang (New)

The Venue is strictly for the purpose of complying with Section 327 (2) of the Companies Act, 2016 (“CA 2016”) which stipulates that the Chairman shall be at the main venue of the 23rd AGM. We strongly encourage you to use the RPV facility to participate in this 23rd AGM as a way for us to jointly share the responsibility to minimise the risk of Covid-19 infections. Hence, **NO SHAREHOLDERS from the public will be physically present at the Venue on the day of the 23rd AGM.**

Shareholders will have to register to attend the 23rd AGM remotely by using the RPV system, details as set out in the Administrative Guide on page 5 & 6. You may join the 23rd AGM from various devices such as Smartphone, Tablet or Computer.

Other than the above changes, please take note that the Agenda stated in the Notice of 23rd AGM dated 30 March 2020 remain unchanged.

NOTICE OF POSTPONED TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Postponed Twenty-Third Annual General Meeting ("AGM") of ZHULIAN CORPORATION BERHAD ("the Company") will be held as a fully virtual general meeting at broadcast venue at the Conference Room, Plot 41, Bayan Lepas Industrial Estate, Phase IV, 11900 Penang on Wednesday, 17 June 2020 at 2.30 p.m. for the following purposes: -

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 November 2019 and Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire in accordance with Article 88 of the Company's Constitution, and who, being eligible, offered themselves for re-election: -
 - a) Teoh Meng Keat Resolution 1
 - b) Teoh Meng Soon Resolution 2
3. To approve the payment of Directors' fees and benefits payable up to an aggregate amount of RM147,000 for the financial year ending 30 November 2020. Resolution 3
4. To re-appoint Messrs KPMG PLT, the retiring Auditors, as Auditors of the Company and to authorise the Directors to fix their remuneration. 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** Resolution 5
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of any relevant governmental/regulatory authorities, the Directors be and are hereby empowered pursuant to Section 76 of the Act, to allot and issue shares in the capital of the Company at any time until the conclusion of the next AGM and to such person or persons, upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10) per centum of the issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued."
6. **RETENTION OF INDEPENDENT NON-EXECUTIVE CHAIRMAN** 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** Resolution 7
"THAT Tan Lip Gay be retained as Independent Non-Executive Director of the Company."
8. To transact any other ordinary business for which due notice has been given.

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend this Postponed Twenty-Third AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 10 June 2020. Only a depositor whose name appears on the Record of Depositors as at 10 June 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

By Order of the Board

Ch'ng Lay Hoon
MAICSA 0818580
Company Secretary
Penang

20 May 2020

ZHULIAN CORPORATION BERHAD 199701000031 (415527-P)
NOTICE OF POSTPONED TWENTY-THIRD ANNUAL GENERAL MEETING

Notes:

1. Proxy

- 1.1 A member entitled to attend, speak and vote at the AGM is entitled to appoint proxy(ies) to attend, participate, speak and vote in his stead.
- 1.2 (a) Where a member is an authorised nominee ("AN") as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company.

(b) Where a member of the Company is an exempt authorised nominee ("EAN") as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), the EAN may appoint proxy(ies) in respect of each omnibus account it holds.
- 1.3 Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- 1.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, under its common seal or in such other manner approved by its directors. Any alteration to the instrument appointing a proxy must be initialed.
- 1.5 The instrument appointing a proxy must be deposited at the Company's registered office at Suite 12-A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.
- 1.6 Pursuant to Paragraph 8.29A of the Bursa Securities Main Market Listing Requirements, all resolutions set out in the Notice of Postponed Twenty-Third AGM will be put to vote on a poll.

2. Audited Financial Statements for financial year ended 30 November 2019

The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

3. Explanatory Notes:

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 the Board considered various factors including the number of scheduled meetings as well as the number of Directors involved in these meetings.

On Special Business

The proposed Ordinary Resolution 5, if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten (10) per centum of the issued share capital of the Company for the time being, for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at the Twenty-Second AGM held on 8 May 2019. The renewal of the general mandate is to provide flexibility to the Company for any possible fund raising activities, including but not limiting to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is obtained, the Company would make an announcement in respect of the purpose and utilisation of the proceeds arising from such issue.

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3. Explanatory Notes: (continued)

On Special Business (continued)

The proposed Ordinary Resolution 6, if approved, will allow Haji Wan Mansoor bin Wan Omar to be retained as Independent Non-Executive Chairman of the Company. The Board of Directors had, via its 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 and recommend him to continue to act as Independent Non-Executive Chairman of the Company based on the justifications as set out in Corporate Governance Overview in the Annual Report 2019.

The proposed Ordinary Resolution 7, if approved, will allow Tan Lip Gay to be retained as Independent Non-Executive Director of the Company. The Board of Directors had, via its Nominating Committee, conducted an annual performance evaluation and assessment of Tan Lip Gay, who will serve as Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years and recommend him to continue to act as Independent Non-Executive Director of the Company based on the justifications as set out in Corporate Governance Overview in the Annual Report 2019.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27 (2) of the Main Market Listing Requirements of Bursa Securities

No individual is standing for election as a Director at the forthcoming Postponed Twenty-Third AGM of the Company.

The proposed Ordinary Resolution 5 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at last AGM held on 8 May 2019.

Administrative Guide for the Shareholders of the Company on the 23rd AGM

RPV Facilities

1. Please note that the RPV Facilities is available to:

<ul style="list-style-type: none"> (i) Individual members; (ii) Proxy holders; (iii) Corporate shareholders; (iv) Authorised Nominees; and (v) Exempt Authorised Nominees. 	}	("The Participants")
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2. The AGM will be conducted through live streaming and online remote voting. The Participants are encouraged to attend the AGM by using the RPV Facilities. With the RPV Facilities, you may exercise your rights as a shareholder of the Company to participate (including to pose questions to the Board) and vote remotely at the AGM.
3. Shareholders who are not able to participate in the AGM are encouraged to appoint the Chairman of the Meeting or our Non-independent Director to vote on your behalf at the AGM by completing the Proxy Form that is available at www.agriteum.com.my
4. Proxies or Corporate representatives/Authorised Nominees/Exempt Authorised Nominees who wish to use the RPV Facilities at the AGM, please ensure the duly executed Proxy Forms or the original certificate of appointment of its corporate representative are to be submitted to the Company's Registered Office, Suite 12-A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, not later than Monday, 15 June 2020 at 2.30 p.m.
5. The Participants are encouraged to send in their questions before the meeting to the Investor Relations at www.zhulian.com in relation to the agenda items for the AGM.
6. The Participants are to read and follow the procedures for the RPV Facilities as summarised below: -

Procedures	Actions
Before the 23rd AGM day (17 June 2020)	
(i) Register as a user	<ul style="list-style-type: none"> Access website www.agriteum.com.my Click <<Login>> and click <<Register>> to sign up as a user. Complete registration and upload softcopy of MyKAD (front and back) or Passport. Read and agree to the terms & condition and thereafter submit your request. Please enter a valid email address and wait for <i>AGRITEUM</i> Share Registration Services Sdn Bhd ("<i>AGRITEUM</i>")'s email verification. Your registration will be verified and approved and an email notification will be provided.
On the 23rd AGM day (17 June 2020)	
(ii) Login to www.agriteum.com.my	<p>Login with your user ID and password for remote participation at the AGM at any time from 2.00 p.m. i.e. 30 minutes before the commencement of AGM on Wednesday, 17 June 2020 at 2.30 p.m.</p>
(iii) Participate through Live Streaming	<ul style="list-style-type: none"> Select "Virtual Meeting" from main menu. Click "Join Meeting" located next to the event. Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming. If you have any question for the Chairman/ Board, you may use the chat box to transmit your question. The Chairman/Board will try to respond to all questions submitted by remote participants during the AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

Procedures	Actions
On the 23rd AGM day (17 June 2020)	
(iv) Online remote voting	<ul style="list-style-type: none"> • Select "Voting" located next to the "Join Meeting" and indicate your votes for the resolutions that are tabled for voting. • Voting session will commence once the Chairman of the Meeting declare that the voting platform is activated and will announce the completion of the voting session of the AGM. • Cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
(v) End of RPV Facilities	<ul style="list-style-type: none"> • The RPV Facilities will end and the Messaging window will be disabled the moment the Chairman of the Meeting announces the closure of the AGM.

General Meeting Record of Depositors

7. For the purpose of determining a member who shall be entitled to attend the 23rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 72(4)(a), 72(4)(b) and 72(4)(c) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 10 June 2020. Only a depositor whose name appears on the Record of Depositors as at 10 June 2020 shall be entitled to attend the said meeting remotely or appoint proxies to attend and vote on his/her behalf.

Proxy

8. Since the AGM will be conducted via a virtual meeting, a shareholder can appoint the Chairman of the Meeting or the Non-Independent Director as his/her proxy and indicate the voting instruction in the Proxy Form.
9. The Proxy Form must be deposited at the Company's Registered Office, Suite 12-A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 23rd AGM of the Company shall be put to vote by way of a poll. The Company has appointed AGRITEUM as Poll Administrator to conduct the poll by way of electronic means and Symphony Merchant Sdn Bhd as Independent Scrutineers to verify the poll results. Shareholders can proceed to vote on the resolution before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to item (iv) of the above Procedures section for guidance on how to vote remotely from the Share Registrar website (www.agriteum.com.my). The Independent Scrutineers will verify and announce the poll results followed by the Chairman's declaration on whether the resolution is duly passed.

Results of the voting

11. The results of the voting for all resolutions will be announced at the 23rd AGM and on Bursa Malaysia website at www.bursamalaysia.com

Annual Report 2019

12. The Annual Report 2019 are available under Investor Relations (financial information) on Company's website at www.zhulian.com. The Board encourages the shareholders to download and refer to the digital version of the Company's Annual Report 2019. Shareholders may request for copies of the printed Annual Report 2019 at the Share Registrar's website (www.agriteum.com.my) by selecting "Request Annual Report/Circular". We will dispatch the Annual Report 2019 and Circular 2020 to you by ordinary post within **four (4) market days** from the date of receipt of your request.

Enquiry

13. If you have any enquiry prior to the meeting, please contact Ms Ch'ng Lay Hoon during office hours:

Company's Registered Office:-

Suite 12-A, Level 12, Menara Northam
No. 55, Jalan Sultan Ahmad Shah
10050 George Town, Penang
Telephone No.: 04-2280511
Fax No.: 04-2280518

PROXY FORM

CDS ACCOUNT NO.	NO. OF SHARES HELD

I / We,
(Full name of a member in BLOCK LETTERS as per Identity Card ("MYKAD")/Passport/Certificate of Incorporation)

MYKAD / Passport No. / Company No. of
(Address in full)

telephone no., being a member of **ZHULIAN CORPORATION BERHAD** ("the Company") hereby appoint
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD / Passport No. of
(Address in full)

And/or failing him
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD / Passport No. of
(Address in full)

or failing the abovenamed proxies, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Postponed Twenty-Third Annual General Meeting of the Company, to be held at the **Conference Room, Plot 41, Bayan Lepas Industrial Estate, Phase IV, 11900 Penang on Wednesday, 17 June 2020 at 2.30 p.m.** and at any adjournment thereof in the manner as indicated below:

Resolutions	For	Against
1. Re-election of Teoh Meng Keat as Director		
2. Re-election of Teoh Meng Soon as Director		
3. Approval of Directors' Fees & Other Benefits for the financial year ending 30 November 2020		
4. Re-appointment of Auditors		
5. Approval to issue and allot shares pursuant to Section 76 of the Companies Act 2016		
6. Retention of Haji Wan Mansoor Bin Wan Omar as Independent Non-Executive Chairman of the Company		
7. Retention of Tan Lip Gay as Independent Non-Executive Director of the Company		

(Please indicate with "X" in the spaces on how you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain from voting at his discretion.)

Dated this day of 2020

The proportions of my/our holding to be represented by my/our proxies are as follows: -

	No. of Shares	Percentage
First Proxy		
Second Proxy		
Total		100%

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Signature(s)/Common Seal of Member(s)

Notes:

1. A member entitled to attend, speak and vote at the AGM is entitled to appoint proxy(ies) to attend, participate, speak and vote in his stead.
2. Where a member is an authorised nominee ("AN") as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company.
3. Where a member of the Company is an exempt authorised nominee ("EAN") as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), the EAN may appoint proxy(ies) in respect of each omnibus account it holds.
4. Where a member appoints more than one (1) Proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, under its common seal or in such other manner approved by its directors. Any alteration to the instrument appointing a proxy must be initialed.
6. The instrument appointing a proxy must be deposited at the Company's registered office at Suite 12-A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend this Postponed 23rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 10 June 2020. Only a depositor whose name appears on the Record of Depositors as at 10 June 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Personal Data Privacy: By submitting the duly executed proxy form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM of the Company and any adjournment thereof.

This Proxy Form is issued together with the Notice of Postponed 23rd AGM dated 20 May 2020 shall supersede the Proxy Form circulated together with the Notice of 23rd AGM dated 30 March 2020.

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(STAMP)

TO,

The Company Secretary
ZHULIAN CORPORATION BERHAD 199701000031 (415527-P)
Suite 12-A, Level 12, Menara Northam
No. 55, Jalan Sultan Ahmad Shah
10050 George Town, Penang

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