

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting ("AGM") of ZHULIAN CORPORATION BERHAD ("the Company") as a fully virtual general meeting at broadcast venue at the Boardroom, Plot 41, Bayan Lepas Industrial Estate, Phase IV, 11900 Bayan Lepas, Penang on Wednesday, 18 May 2022 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 2021 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) Haji Wan Mansoor Bin Wan Omar Resolution 1
 - b) Oon Hock Chye Resolution 2
3. To approve the payment of Directors' fees and benefits payable up to an aggregate amount of RM216,000 for the financial year ending 30 November 2022. 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
"Subject to the passing of Resolution 1, 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 Twenty-Fifth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 10 May 2022. Only a depositor whose name appears on the Record of Depositors as at 10 May 2022 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
SSM PC No. 201908000494
MAICSA 0818580
Company Secretary
Penang

30 March 2022

ZHULIAN CORPORATION BERHAD 199701000031 (415527-P)
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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 Twenty-Fifth AGM will be put to vote on a poll.

2. Audited Financial Statements for financial year ended 30 November 2021

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-Fourth AGM held on 19 May 2021. The renewal of the general mandate is to provide flexibility to the Company for any possible fundraising 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 2021.

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 2021.

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 Twenty-Fifth 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 19 May 2021.

ZHULIAN®

ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL TWENTY-FIFTH ANNUAL GENERAL MEETING (“25th AGM”)

Day and Date	:	Wednesday, 18 May 2022
Time	:	2.30 p.m.
Online Meeting Platform	:	www.agriteum.com.my

REMOTE PARTICIPATION AND VOTING FACILITY (“RPV”)

Shareholders/proxies/corporate representatives/attorneys are to participate, communicate and vote (collectively, “**participate**”) remotely at the 25th AGM using RPV provided by **AGRITEUM** Share Registration Services Sdn Bhd (“**AGRITEUM**”) via its website at www.agriteum.com.my (“**AGRITEUM Portal**”).

Shareholders may use the Q&A platform in Zoom Cloud Meetings App to submit questions in real time during the 25th AGM. Shareholders may also submit questions to the Board of Directors (“**Board**”) prior to the 25th AGM via the Q&A platform in the **AGRITEUM Portal** from 12:00 noon on 11 May 2022 up to 2:00 p.m. on 18 May 2022. If there is time constraint in answering the questions during the 25th AGM, the answers will be answered through email.

If you wish to submit your questions through the Q&A platform via the **AGRITEUM Portal**, you must first register as a user at the **AGRITEUM Portal**. Thereafter, you may select <<My Virtual Meeting>> under the Main Menu and click on the Q&A platform to post your question(s).

PROCEDURES FOR RPV FACILITY

Individual Shareholders/proxies/corporate representatives/attorneys who wish to participate in the 25th AGM remotely using the RPV Facility, are to follow the requirements and procedures as summarised below:

PROCEDURES	ACTION
Before the day of 25th AGM	
(i) Register as a user (only applicable to individual)	<ul style="list-style-type: none">• Access AGRITEUM Portal at www.agriteum.com.my.• Click <<Login/Register>> followed by <<Register New User>> to register as a new user.• Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back page) or Passport.• Read and agree to the terms & conditions and thereafter submit your registration.• Please enter a valid email address in order for you to receive the verification email from the AGRITEUM Portal.• Please verify your email address before the link expires in one (1) hour from the time of your registration.• Your registration will be verified and approved by the AGRITEUM Portal. Once approved, an email notification will be sent to you.
(ii) Submit your question(s)	<ul style="list-style-type: none">• You may pre-submit your questions using the AGRITEUM Portal from 12:00 noon on 11 May 2022 up to 2:00 p.m. on 18 May 2022.
On the day of 25th AGM	
(i) Login to AGRITEUM Portal at www.agriteum.com.my	<ul style="list-style-type: none">• Login with your user ID and password for remote participation at the 25th AGM at any time from 2:00 p.m. i.e. 30 minutes before the commencement of the 25th AGM on Wednesday, 18 May 2022 at 2:30 p.m.• If you have forgotten your password, you can reset it by clicking on <<Forgot Password>>.

PROCEDURES	ACTION
(ii) Participate through Live Streaming	<ul style="list-style-type: none"> • Select the <<Virtual Meeting>> from main menu. • Click <<Join Meeting>> in order to join the live streaming of the 25th AGM. • If you have any question(s) during the 25th AGM, you may use the Q&A platform in ZOOM Cloud Meetings App to submit your question(s). The Chairman of the 25th AGM (“Chairman”)/Board/Management will try to respond to all relevant questions submitted during the 25th AGM. If there is time constraint in answering the questions during the 25th AGM, the responses will be answered through email. • If you are using a smartphone to participate in the 25th AGM, please download ZOOM Cloud Meetings App before the 25th AGM. • Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
(iii) Online remote voting	<ul style="list-style-type: none"> • Please select the <<Voting>> option located next to <<Join Meeting>> to indicate your votes for the resolutions that are tabled for voting. • Voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. • Please 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.
(iv) End of RPV Facility	The RPV Facility will end and the Q&A platform will be disabled the moment the Chairman announces the closure of the 25th AGM.

Notes to users of the RPV Facility:

- Should your registration as a user be approved, we will make available to you the rights to join the live streamed 25th AGM and to vote remotely using the RPV Facility. Your login to the **AGRITEUM Portal** on the day of the 25th AGM will indicate your presence at the 25th AGM.
- If you encounter any issue with your online registration at the **AGRITEUM Portal**, please call +604-228 2321/ 299 7977 or e-mail to agriteumsrs@gmail.com for assistance.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the 25th AGM.

RECORD OF DEPOSITORS (“ROD”) FOR THE 25TH AGM

Only shareholders whose names appear on the ROD as at 10 May 2022 shall be entitled to participate or appoint proxy(ies) to participate at the 25th AGM via RPV Facility.

PROXY

- The 25th AGM will be conducted on a fully virtual basis. If you are unable to participate in the 25th AGM, you may appoint the Chairman as proxy and indicate the voting instructions in the Proxy Form.
- If you wish to appoint proxy(ies) to participate in the 25th AGM using the RPV Facility, please submit your Proxy Form, either by hand or by post to the Company’s Registered Office at Suite 12A, 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, otherwise the Proxy Form shall be treated as invalid.
- Shareholders who has appointed a proxy or attorney or authorised representative to participate at the 25th AGM via the RPV Facility must ensure that his/her proxy or attorney or authorised representative register himself/herself at the **AGRITEUM Portal** prior to the 25th AGM.

REVOCATION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the 25th AGM by yourself, please write in to **AGRITEUM** to revoke the earlier appointed proxy not less than forty-eight (48) hours before the time appointed for holding the 25th AGM.

POLL VOTING

1. Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of the 25th 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 Corporate Services Sdn Bhd as Independent Scrutineers to verify the poll results.
2. The online remote voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Please refer to item (v) for the online remote voting procedures using the RPV Facility.
3. Upon completion of the voting session, the Scrutineers will verify the poll results followed by the declaration of results by the Chairman.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the 25th AGM as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

RESULTS OF THE VOTING

The results of the voting for all resolutions will be announced at the 25th AGM and on Bursa Securities website at www.bursamalaysia.com.

NO DOOR GIFT

There will be no door gift to be provided for participation at the 25th AGM.

ENQUIRY

If you have any enquiry relating to the 25th AGM, please contact any of the following persons during office hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday:

AGRITEUM Share Registration Services Sdn. Bhd.

2nd Floor, Wisma Penang Garden

42 Jalan Sultan Ahmad Shah,

10050 George Town, Penang, Malaysia

Telephone No. : 604-228 2321/299 7977

Fax No. : 604-227 2391

Email : agriteumsrs@gmail.com

Contact persons : Ms HY Ng or Ms LP Chin

PERSONAL DATA PRIVACY

By lodging and subscribe for a user account with **AGRITEUM Portal** to participate and vote remotely at the 25th AGM using the RPV Facility, the shareholder/proxy holder/representative(s) accepts and agrees to the personal data privacy terms.