

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held at Ballroom 1, Level 2, G Hotel, 168A, Persiaran Gurney, 10250 Penang on Wednesday, 8 May 2013 at 2.30 pm for the following purposes:-

AGENDA

AS ORDINARY BUSINESS :

1.	To receive the Audited Financial Statements for the year ended 30 November 2012 and Reports of the Directors and Auditors thereon.	
2.	To re-elect the following Directors retiring pursuant to Article 94 of the Company's Articles of Association: a. Tuan Haji Wan Mansoor bin Wan Omar b. Mr Teoh Meng Lee c. Mr Teoh Meng Soon	Ordinary Resolution 1 Ordinary Resolution 2 Ordinary Resolution 3
3.	To re-appoint Mr Diong Chin Teck, who retires pursuant to Section 129 of the Companies Act, 1965.	Ordinary Resolution 4
4.	To approve the payment of Directors' fees amounting to RM120,000 for the year ended 30 November 2012.	Ordinary Resolution 5
5.	To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 6

AS SPECIAL BUSINESS :

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

6.	AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 ("Act") "THAT pursuant to Section 132D of the Act, the Articles of Association of the Company and subject to the approval of all the relevant government and / or regulatory authorities, the Board of Directors of the Company be and are hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked / varied by resolution passed by the shareholders in general meeting whichever is the earlier."	Ordinary Resolution 7
7.	PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY "THAT alterations, modifications, additions and deletions to the Articles of Association of the Company as set out in Appendix I of the Annual Report 2012 be and are hereby approved."	Special Resolution
8.	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, 16 April 2013

Notes :

Appointment of Proxy

1. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
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 at least one (1) proxy 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 which hold ordinary shares in the Company for multiple beneficial owner 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 its holds.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

4. 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 appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
5. For the proxy to be valid, the proxy form duly completed must be deposited at the Company's Registered Office at Suite 2-1, 2nd Floor, Menara Penang Garden, 42-A Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
6. For purpose of determining who shall be entitled to attend the Sixteenth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 61(3) of the Articles of Association of the Company and Section 34(1) of SICDA to issue a General Meeting Record of Depositors ("ROD") as at 30 April 2013. Only a Depositor whose name appears on such ROD as at 30 April 2013 shall be entitled to attend this meeting or appoint proxy to attend and / or vote in his / her behalf.

Explanatory Notes on Ordinary Business:

1. Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company and hence, Agenda 1 is not put forward for voting.
2. The proposed Ordinary Resolution 4, is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint Mr Diong Chin Teck who is over 70 years of age as Director of the Company and to hold office until the conclusion of the next AGM of the Company. This resolution shall be effect if be passed by a majority of not less than three-fourth of such shareholders of the Company as being entitled to vote in person or where proxies are allowed, by proxy at the AGM of the Company.

Explanatory Note on Special Business:

1. The proposed Ordinary Resolution 7, is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board of Directors to issued and allot ordinary shares from the unissued capital of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked / varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 9 May 2012 and which will lapse at the conclusion of the Sixteenth AGM.

This 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 Special Resolution if passed, will allow the Company's Articles of Association to reflect the amendments made to Chapter 7 of the Main Market Listing Requirements of Bursa Securities.

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 seeking election as a Director at the forthcoming Sixteenth AGM of the Company.

“APPENDIX I”

ZHULIAN CORPORATION BERHAD (415527-P)
SPECIAL RESOLUTION
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT the Articles of Association of the Company be amended in the following manner:-

Article No.	Existing Articles		Amended Articles	
To amend Article 2	<u>Interpretation</u>		<u>Interpretation</u>	
	Words	Meaning	Words	Meaning
2 (e)	Central Depository	Bursa Malaysia Depository Sdn. Bhd.	Central Depository	Bursa Malaysia Depository Sdn. Bhd.
2 (h)	Deposited Security	a security in the Company as defined in Section 2 of the Central Depositories Act, standing to the credit of a Securities Account of a Depositor and includes security in a securities account that is in suspense subject to the provisions of Central Depositories Act, 1991 and the Rules	Deposited Security	a security standing to the credit of a securities account and includes securities in a securities account that is in suspense
2 (j)	Depositor	a holder of a securities account, as defined in Section 2 of the Central Depositories Act, in which there is a credit balance of securities in the Company	Depositor	a holder of a securities account established by the Depository
2 (k)	Exchange	Bursa Malaysia Securities Berhad or any stock exchange on which the securities of the Company are listed	Exchange	Bursa Malaysia Securities Berhad or any stock exchange on which the securities of the Company are listed
2 (l)	Market Day	any day between Mondays and Fridays which is not a market holiday or public holiday	Market Day	a day on which the stock market of the Exchange is open for trading in securities
2 (m)	member	includes a depositor who shall be treated as if he was a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act but excludes the Central Depository in its capacity as a bare trustee unless otherwise expressed to the contrary	member	includes a depositor who will be treated as if he was a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Central Depository in its capacity as a bare trustee unless otherwise expressed to the contrary
2 (o)	Record of Depositors	the record provided by the Central Depository to the Company or its registrar or its issuing house under Chapter 24.0 of the Rules	Record of Depositors	a record provided by the Depository to the Company under Chapter 24.0 of the Rules of the Depository
2 (p)	Rules	the Rules of the Central Depository or any statutory modification, amendment or re-enactment thereof for the time being	Rules of the Depository	the Rules of Bursa Malaysia Depository Sdn. Bhd., including any amendment that may be made from time to time

Article No.	Existing Articles		Amended Articles	
	<u>Interpretation</u>		<u>Interpretation</u>	
	Words	Meaning	Words	Meaning
2 (s)	securities	any debenture, note, stock, share and other form of convertible securities of the Company and includes any right or option in respect thereof and any interest in a unit trust scheme	securities	has the meaning given in section 2(1) of the CMSA
2 (t)	securities account	an account established by the Central Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor as permitted under the Central Depositories Act	securities account	an account established by Central Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor as permitted under the Central Depositories Act
	New definition	—	CMSA	Capital Markets and Services Act 2007
	New definition	—	cash distributions	Cash payments made by the Company in respect of its securities which are listed and quoted for trading on the Exchange, as prescribed by the Exchange from time to time which include – (a) cash dividends; (b) payments of interest or profit rates on debt securities or sukuk respectively; (c) income distributions made by collective investment schemes; (d) capital repayment; and (e) cash payments in lieu of odd lots arising from distribution in specie.
	New definition	—	Exempt Authorised Nominee	an authorised nominee define under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act
	New definition	—	Omnibus Account	Omnibus Account means securities account in which ordinary shares are held in the Company for multiple beneficial owners in one securities account
	New definition	—	Rules of the Exchange	the Rules of Bursa Malaysia Securities Berhad, including any amendment that may be made from time to time
	New definition	—	Share Issuance Scheme	means a scheme involving a new issuance of shares to the employees

Accordingly, the Article 2 shall be amended to read as follows:-

Words	Meaning
Act	means the Companies Act, 1965 and any statutory modification, amendment or re-enactment thereof for the time being in force
Articles	means these Articles of Association as originally framed or as altered from time to time by special resolution
Board	means the Board of Directors for the time being of the Company
cash distributions	means cash payments made by the Company in respect of its securities which are listed and quoted for trading on the Exchange, as prescribed by the Exchange from time to time which include – (a) cash dividends; (b) payments of interest or profit rates on debt securities or sukuk respectively; (c) income distributions made by collective investment schemes; (d) capital repayment; and (e) cash payments in lieu of odd lots arising from distribution in specie.
Central Depositories Act	means the Securities Industry (Central Depositories) Act 1991, and every statutory modification, amendment or re-enactment thereof for the time being in force
CMSA	means the Capital Markets and Services Act 2007
Company	means ZHULIAN CORPORATION BERHAD (Company No. 415527-P)
Deposited Security	means a security standing to the credit of a securities account and includes securities in a securities account that is in suspense
Depositor	means a holder of a securities account established by the Depository
Depository	means the Bursa Malaysia Depository Sdn. Bhd.
Director	means the Directors for the time being of the Company
Exchange	means the Bursa Malaysia Securities Berhad
Exempt Authorised Nominee	an authorised nominee define under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act
Market Day	means a day on which the stock market of the Exchange is open for trading in securities
member	includes a depositor who will be treated as if he was a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Depository in its capacity as a bare trustee
Office	means the registered office for the time being of the Company
Omnibus Account	Omnibus Account means securities account in which ordinary shares are held in the Company for multiple beneficial owners in one securities account
Record of Depositors	means the record provided by the Depository to the Company under chapter 24.0 of the Rules of the Depository

Words	Meaning
Rules of the Depository	means the Rules of Bursa Malaysia Depository Sdn. Bhd., including any amendment that may be made from time to time
Rules of Exchange	means the Rules of Bursa Malaysia Securities Berhad, including any amendment that may be made from time to time
Seal	means the Common Seal of the Company
Secretary	means any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary
securities	has the meaning given in section 2(1) of the CMSA
securities account	means an account established by the Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor
Share Issuance Scheme	means a scheme involving a new issuance of shares to the employees
share seal	means the share seal of the Company
shares	means shares in the Company
<p>Reference to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, typewriting, photocopy, photography and other modes of representing or reproducing words in a visible form.</p> <p>Words including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word “person” shall include a corporation.</p> <p>Subject as aforesaid words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 as amended from time to time and any re-enactment thereof.</p> <p>The headings and marginal notes are inserted for convenience only and shall not affect the construction of these Articles.</p>	
<p><i>That all reference in the Company’s Articles of Association to the existing definitions wherever the same may appear shall be substituted with these new definitions.</i></p>	

Article No.	Existing Articles	Amended Articles
To amend Article 4(d)	<p><u>Issue of shares</u></p> <p>every issue of shares or options to employees and / or Directors shall be approved by the members in general meeting and for issuance of shares or options to Directors such approval shall specifically detail the number of shares or options to be issued to such Directors.</p>	<p><u>Issue of shares</u></p> <p>every issue of shares or options to employees and / or Directors and any participation in Share Issuance Scheme by Directors shall be approved by the members in general meeting and for issuance of shares or options to Directors such approval shall specifically detail the number of shares or options to be issued to such Directors.</p>
To amend Article 61(1)	<p><u>Notice of meetings</u></p> <p>Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions and agreements for shorter notice, the notices convening meetings shall be given to all shareholders (other than those whose under the provisions of these Articles or the terms of issue of the securities held by them are not entitled to receive notices of general meetings of the Company) and to the auditors for the time being of the Company at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in the daily press and in writing to each stock exchange upon which the Company is listed.</p>	<p><u>Notice of meetings</u></p> <p>Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions and agreements for shorter notice, the notices convening meetings shall be given to all shareholders (other than those whose under the provisions of these Articles or the terms of issue of the securities held by them are not entitled to receive notices of general meetings of the Company) and to the auditors for the time being of the Company at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.</p>
To amend Article 63	<p><u>Right to appoint proxy</u></p> <p>In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member and a member may appoint any person to be his proxy without limitation and that the provisions of Section 149(1)(b) of the Act shall not apply to the Company. 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.</p>	<p><u>Right to appoint proxy</u></p> <p>In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member and a member may appoint any person to be his proxy without limitation and that the provisions of Section 149(1)(b) of the Act shall not apply to the Company. 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. If a member appoints two (2) proxies, he must specify which proxy is entitled to vote on a show of hands. Only one (1) of those proxies is entitled to vote on a show of hands.</p> <p>A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.</p>

Article No.	Existing Articles	Amended Articles
<p>To amend Article 88</p>	<p><u>Instrument of proxy</u></p> <p>Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. 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, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy shall be entitled to vote on a show of hands on any question at the general meeting.</p>	<p><u>Instrument of proxy</u></p> <p>Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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. 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, either under the corporation's seal or under the hand of an officer or attorney duly authorised. Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in one securities account ("omnibus account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. If a member appoints two (2) proxies, he must specify which proxy is entitled to vote on a show of hands. Only one (1) of those proxies is entitled to vote on a show of hands. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy shall be entitled to vote on a show of hands on any question at the general meeting.</p>
<p>To amend Article 153</p>	<p><u>Mode of payment of dividend</u></p> <p>Any dividend, interest or other money payable in cash in respect of securities may be paid by cheque or warrant and sent through the post directed to the registered address of the holder in the Record of Depositors or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent or to such person as the holder entitled to the security in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or electronic transfer or remittance shall operate as good and full discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.</p>	<p><u>Mode of payment of dividend</u></p> <p>Any cash distributions to its securities holders by direct crediting the payment into the securities holders' bank dividend, interest or other money payable in cash in respect of securities may be paid by cheque or warrant and sent through the post directed to the registered address of the holder in the Record of Depositors or electronic transfer or remittance to such account as designated by such securities holder or the person entitled to such payment. Every such cheque or warrant or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent or to such person as the securities holder entitled to the security in consequence of the death or bankruptcy of the securities holder may direct and the electronic payment of cash distributions shall be made payable to the order of the person to whom it is sent or to such person as the securities holder entitled to the security in consequence of the death or bankruptcy of the securities holder may direct and the electronic payment of cash distributions any such cheque or warrant or electronic transfer or remittance shall operate as good and full discharge to the Company in respect of the cash distributions dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or electronic payment of cash distributions transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.</p>

Article No.	Existing Articles	Amended Articles
<p>To amend Article 158</p>	<p><u>Profit and loss accounts to be made-up and laid before the Company</u></p> <p>The Directors shall from time to time in accordance with section 169 of the Act, cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the section. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the directors' and auditors' reports shall not exceed four (4) months. A copy of each such documents shall not less than twenty-one (21) days before the date of the meeting, be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such documents as may be required by the Exchange shall at the same time be likewise sent to the Exchange provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.</p>	<p><u>Income Statement to be made-up and laid before the Company</u></p> <p>The Directors shall from time to time in accordance with section 169 of the Act, cause to be prepared and laid before the Company in general meeting such income statement, balance sheets and report as are referred to in the section. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the directors' and auditors' reports shall not exceed four (4) months. A copy of each such documents together with a copy of the Auditors' report relating thereto and of the Directors report, either in printed form or in compact disc read-only memory ("CD-ROM") form or in such other form of electronic media, shall not less than twenty-one (21) days before the date of the meeting, be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such documents as may be required by the Exchange shall at the same time be likewise sent to the Exchange provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send documents to the member within four (4) market days (or such other period as may be prescribed by the Exchange) from the date of receipt of the member's request.</p>