

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be held at Ballroom 1, Level 2, G Hotel, 168A, Persiaran Gurney, 10250 Penang on Wednesday, 11 May 2016 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 2015 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 and who, being eligible, offer themselves for re-election:
 - a) Haji Wan Mansoor bin Wan Omar Ordinary Resolution 1
 - b) Teoh Meng Lee Ordinary Resolution 2
3. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129(6) of the Companies Act, 1965: Ordinary Resolution 3

“THAT Diong Chin Teck, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of next annual general meeting of the Company.”
4. To approve the payment of Directors' fees amounting to RM120,000 for the year ended 30 November 2015. Ordinary Resolution 4
5. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

AS SPECIAL BUSINESS:

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

6. **AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES** Ordinary Resolution 6

“THAT pursuant to Section 132D of the Companies Act, 1965, 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 is 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.”
7. **CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**

“THAT the following Directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years each, be retained and shall continue to act as Independent Non-Executive Directors of the Company in accordance with the Malaysian Code of Corporate Governance 2012 (“MCCG 2012”) until the conclusion of the next AGM:

 - a) Haji Wan Mansoor bin Wan Omar Ordinary Resolution 7
 - b) Diong Chin Teck Ordinary Resolution 8
 - c) Tan Lip Gay” Ordinary Resolution 9
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 Secretaries
Penang, 19 April 2016

ZHULIAN CORPORATION BERHAD (415527-P)
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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 Companies Act, 1965 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.
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 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 it 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 appointer 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 16-1 (Penthouse Upper), Menara Penang Garden, 42A 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. 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.
7. For purpose of determining who shall be entitled to attend the Nineteenth 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 4 May 2016. Only a Depositor whose name appears on such ROD as at 4 May 2016 shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Note on Ordinary Business:

1. The proposed Ordinary Resolution 3, is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint 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 Notes on Special Business:

1. The proposed Ordinary Resolution 6, is for the purpose of granting a renewed general mandate ("General Mandate") and, if passed, will give authority to the Board of Directors to issue 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 AGM held on 6 May 2015 and which will lapse at the conclusion of the Nineteenth 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.

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NOTICE OF NINETEENTH ANNUAL GENERAL MEETING (continued)**Explanatory Notes on Special Business: (continued)**

2. The proposed Ordinary Resolutions 7, 8 and 9 if passed, will retain Haji Wan Mansoor bin Wan Omar, Diong Chin Teck and Tan Lip Gay as Independent Non-Executive Directors of the Company to fulfil the requirements of Paragraph 3.04 of Bursa Securities' Main Market Listing Requirements and in line with the recommendation No. 3.2 of the MCGG 2012. The details of the Board's justification and recommendation for the retention of the Independent Non-Executive Directors are set out in the Statement on Corporate Governance in the 2015 Annual Report.

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 Nineteenth AGM of the Company.