

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of the Company will be held at Ballroom 1, Level 2, G Hotel, 168A, Persiaran Gurney, 10250 Georgetown, Penang on Wednesday, 26 April 2017 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 2016 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) Teoh Beng Seng Ordinary Resolution 1
 - b) Teoh Meng Soon Ordinary Resolution 2
3. To approve the Directors' fees amounting to RM120,000 for the financial year ended 30 November 2016. Ordinary Resolution 3
4. To re-appoint Messrs KPMG PLT (converted from a conventional partnership, KPMG, on 27 December 2016) 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. To approve the Directors' fees and benefits payable for the financial year ending 30 November 2017. Ordinary Resolution 5
6. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016** Ordinary Resolution 6

"THAT, subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and the approvals of the relevant government / regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 75 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."

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 Annual General Meeting:

- 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 Company Secretaries
Penang, 31 March 2017

ZHULIAN CORPORATION BERHAD (415527-P)
NOTICE OF TWENTIETH 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 Penang, not less than twenty-four (24) 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 or Adjourned Annual General Meeting.

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 19 April 2017 (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 Notes on Special Business:

1. Under the proposed Ordinary Resolution 5, 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.
2. The proposed Ordinary Resolution 6, 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 Annual General Meeting.

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 Annual General Meeting held on 11 May 2016 and which will lapse at the conclusion of the Twentieth Annual General Meeting.

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.

3. 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 Malaysia Securities Berhad Main Market Listing Requirements and in line with the recommendation No. 3.2 of the MCCG 2012. The details of the Board's justifications and recommendations for the retention of the Independent Non-Executive Directors are set out in the Statement on Corporate Governance in the 2016 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 Twentieth Annual General Meeting of the Company.