

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 50<sup>th</sup> Annual General Meeting (“AGM”) of Zelan Berhad (“Zelan or the Company”) will be held at Komune Living & Wellness, No. 21, Jalan Tasik Permaisuri 2, Bandar Tun Razak, 56000 Cheras, Kuala Lumpur on Tuesday, 23<sup>rd</sup> June 2026 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

### ORDINARY BUSINESS

- |   |                               |
|---|-------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Directors’ and the Auditors’ Reports thereon.  | <b>Please refer to Note A</b> |
| 2. To re-elect Encik Mohd Shukor bin Abdul Mumin, who retires by rotation pursuant to Article 23.2 of the Company’s Constitution.   | <b>Resolution 1</b>           |
| 3. To re-elect Encik Amalanathan a/l L. Thomas, who retires by rotation pursuant to Article 23.2 of the Company’s Constitution.   | <b>Resolution 2</b>           |
| 4. To re-elect Puan Hasni Zarina binti Mohamed Khan who retire in accordance with Article 23.9 of the Company’s Constitution.   | <b>Resolution 3</b>           |
| 5. To approve the payment of Directors’ fees amounting to RM401,000.00 for the financial year ending 31 December 2026.  | <b>Resolution 4</b>           |
| 6. To approve the payment of Directors Remuneration (excluding Directors’ fees and Board committee fees) at the capping amount of RM520,000.00 to the Non-Executive Directors from 24 June 2026 until the conclusion of the next AGM of the Company (“Relevant Period”) | <b>Resolution 5</b>           |
| 7. To re-appoint Nexia SSY PLT as Auditors of the Company until conclusion of the next AGM of the Company, at remuneration to be determined by the Board of Directors.  | <b>Resolution 6</b>           |

### SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

- |  |                     |
|--|---------------------|
| 8. <b>PROPOSED CONTINUATION IN OFFICE AS INDEPENDENT, NON-EXECUTIVE DIRECTOR OF THE COMPANY</b>  |                     |
| (i) “THAT authority be and is hereby given to Encik Suhaimi bin Halim who has served as Independent Non-Executive Director of the Company for cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM.”   | <b>Resolution 7</b> |
| (ii) “THAT subject to the passing of Ordinary Resolution 1, authority be and is hereby given to Encik Mohd Shukor bin Abdul Mumin who has served as Independent Non-Executive Director of the Company for cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM.” | <b>Resolution 8</b> |

## 9. AUTHORITY TO ALLOT AND ISSUE SHARES

## Resolution 9

“THAT subject always to the Companies Act, 2016 (“Act”), the Constitution of the Company and the approvals of the relevant government/regulatory authorities, the Board be and are hereby authorised pursuant to Section 75 and 76 of the Act, to issue and allot shares of the Company at any time until the conclusion of the next AGM of the Company upon such terms and conditions and for such purposes as the Board may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10.0%) of the issued and paid-up share capital of the Company for the time being AND THAT the Board is also empowered to obtain the approval of Bursa Malaysia Securities Berhad and any other relevant approvals as may be necessary for the listing of and quotation for the additional shares so issued.”

### BY ORDER OF THE BOARD

JAMALIA SHERIDAN BINTI KHOTIB  
Company Secretary

30 April 2026  
Cheras, Kuala Lumpur

### Notes:

1. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. If the proxy is not a member of the Company, he need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia and there shall be no restriction as to qualification of the proxy.
2. A member shall be entitled to appoint up to two (2) proxies to vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
3. In case of a corporation, the proxy form should be under its common seal or under the hand of an officer or attorney duly authorized on its behalf. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. In the case of joint holders, the signature of any one of them will suffice.
5. Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
6. Unless voting instructions are indicated in the spaces provided in the proxy form, the proxy may vote as he/she thinks fit.
7. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority must be deposited with the Registrar's

Office, Boardroom Share Registrars Sdn. Bhd., at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than twenty-four (24) hours before the time appointed for the meeting or any adjournment thereof.

8. Registration of members/proxies attending the meeting will commence at 8.00 a.m. on the day of the meeting and shall remain open until such time as may be determined by the Chairman of the Meeting. Members/proxies are required to produce identification documents for registration.
9. Only members whose name appears on the Record of Depositors as at 16 June 2026 shall be entitled to attend the 50<sup>th</sup> AGM or appoint a proxy (ies) to attend and/or vote on their behalf.
10. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 50<sup>th</sup> AGM will be put to vote by poll.

## **EXPLANATORY NOTES ON ORDINARY BUSINESS**

### **Note A**

This agenda item is meant for discussion only as per the provision of Section 340(1)(a) of the Act, the Audited Financial Statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.

### **Resolution 1,2 & Resolution 3 - Re-election of Directors**

The Director who is subject to re-election at the 50<sup>th</sup> AGM of the Company is as follows:

#### Article 23.2 - Retirement by rotation

- (i) Encik Mohd Shukor bin Abdul Mumin
- (ii) Encik Amalanathan a/l L.Thomas

#### Article 23.9 - Retirement by casual vacancy

- (i) Puan Hasni Zarina binti Mohamed Khan

Article 23.2 of the Company's Constitution provides that an election of Directors shall take place each year. At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires whether adjourned or not.

Article 23.9 of the Company's Constitution provides amongst others, that the Board shall have the power to appoint any person to be a Director to fill a casual vacancy or as an additional Director to the existing Board, and that any Director so appointed shall hold office until the next following AGM and shall then be eligible for re-election.

### **Resolution 4 – Payment of Directors' Fees for the financial year ended 31 December 2026**

With the enforcement of Section 230(1) of the Act with effect from 31 January 2017, the listed company is required to table, amongst others, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries for the shareholders' approval at a general meeting.

The breakdown of the Directors' fees for the financial year ending 31 December 2026 is as follows:

Membership	Board of Directors (RM)	Audit Committee (RM)	Nomination and Remuneration Committee (RM)
Chairman	75,000.00	30,000.00	24,000.00
Member	40,000.00	20,000.00	16,000.00

The total amount of Directors' fees payable to the Non-Executive Directors ("NEDs") is estimated to be up to RM401,000.00 for the period from 1 January 2026 to 31 December 2026.

*In the event the proposed payment of Directors' fees is insufficient (e.g. due to more meetings or enlarged board size, etc), approval will be sought at the next AGM for the additional fees to meet the shortfall.*

#### **Resolution 5 – Payment of Directors' remuneration and benefits**

The total amount of remuneration and benefits payable to the Directors is estimated to be up to RM520,000.00 for the period from 24<sup>th</sup> June 2026 until the conclusion of the next AGM of the Company.

Details of the estimated Directors' remuneration and benefits (excluding Directors' fees and Board committee fees) for NEDs are set out below:

Directors	Meeting Allowances for Board and Board Committees (RM)	Other Allowances (RM)	Benefit-in- Kind (RM)	Total (RM)
Dato' Anwar bin Haji @ Aji (Chairman)	19,000	291,000	51,454	361,454
Suhaimi bin Halim	31,000	-	-	31,000
Mohd Shukor bin Abdul Mumin	17,000	-	-	17,000
Amalanathan a/l L. Thomas	33,000	-	-	33,000
Dato' Mohd Redza Shah bin Abdul Wahid	33,000	-	-	33,000
Hasni Zarina binti Mohamed Khan	17,000	-	-	17,000
<b>Total</b>	<b>150,000</b>	<b>291,000</b>	<b>51,454</b>	<b>492,454 (capped at 520,000)</b>

The increase in numbers of meeting expected due to Regularisation Plan under Practice Note 17 Committee.

Notes:

<sup>1</sup> Other Allowances to the NEDs comprising director's allowance, car allowance and entertainment allowance.

<sup>2</sup> Benefit-in-kind comprising company driver, petrol and mobile phone bill (based on average monthly usage for the Relevant Period).

In determining the estimated payment of remuneration payable to the NEDs of the Company, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings.

*In the event that the proposed amount payment of remuneration is insufficient (e.g. due to more meetings or enlarged board size, etc.), approval will be sought at the next AGM for the additional remuneration to meet the shortfall.*

### **Resolution 6 – Re-appointment of Nexia SSY PLT (“NEXIA”) as Auditors of the Company**

The Board recommended the re-appointment of NEXIA as external auditors of the Company for the financial year ending 31 December 2026 and the shareholders’ approval be sought at the 50<sup>th</sup> AGM. NEXIA have indicated their willingness to continue their services for the next financial year.

### **Resolutions 7 & 8 – Continuation in office as Independent Directors of the Company**

The Resolutions 7 & 8 will allow Encik Suhaimi bin Halim and Encik Mohd Shukor bin Abdul Mumin to continue to act as an Independent Director until the conclusion of the next AGM of the Company. The Board, through the NRC, has assessed the independence of Encik Suhaimi bin Halim and Encik Mohd Shukor bin Abdul Mumin who have served as Independent, Non-Executive Directors of the Company for a cumulative term of more than nine (9) years.

The Board recommends that Encik Suhaimi bin Halim and Encik Mohd Shukor bin Abdul Mumin continue to act as Independent, Non-Executive Directors of the Company based on the following justifications:

- (a) They fulfill the criteria of an Independent Director as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (b) They are able to provide the Board with sound advice and guidance based on their immense experiences;
- (c) They have been dedicated and committed Board members, having attended almost all the Committee and Board meetings since their appointment to the Board;
- (d) They being the longest serving Board member of the Company, possesses sound knowledge and understanding of the Company’s business activities and history which enable them to participate actively and contribute during deliberations at the Committee and Board meetings; and
- (e) They exercise due care as Independent Non-Executive Directors of the Company and carry out their professional and fiduciary duties in the interests of the Company and shareholders.

Encik Suhaimi bin Halim and Encik Mohd Shukor bin Abdul Mumin has abstained from deliberation and decision at the NRC and Board meeting in relation to the recommendation of this Resolution 7 & 8 to the shareholders and will continue to abstain from deliberation and voting on this Resolution at this AGM.

### **Resolution 9 – Authority to allot and issue shares**

The proposed Resolution 9, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming AGM, to allot and issue ordinary shares in the Company up to and not exceeding in total ten per cent (10.0%) of the issued and paid-up capital of the Company pursuant to Section 75 of the Companies Act, 2016. This authority, unless revoked or verified at a general meeting will expire at the next AGM of the Company.

As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 11 June 2025 which will lapse at the conclusion of the forthcoming AGM. The Board continues to consider opportunities to expand the Company's business. In the event of a new allotment of shares pursuant to such opportunity, the proceeds will be utilised as working capital of the Company. The passing of this resolution would avoid any delay and cost involved in convening a general meeting to specifically approve the issuance of the shares.

**Statement Accompanying Notice of 50<sup>th</sup> Annual General Meeting  
(Pursuant to paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)**

The Directors retiring in accordance with the Company's Constitution and seeking for re-election are as follows:

Pursuant to Article 23.2 of the Company's Constitution - Retirement by rotation

- (i) Encik Mohd Shukor bin Abdul Mumin
- (ii) Encik Amalanathan a/l L.Thomas

Pursuant to Article 23.9 of the Company's Constitution- Retirement by casual vacancy

- (i) Puan Hasni Zarina binti Mohamed Khan

**ZELAN BERHAD**

Company No.: 197601001688 (27676-V)

**PROXY FORM**

CDS Account No.	No. of shares held

I/We, \_\_\_\_\_ (NRIC/Passport No \_\_\_\_\_)

of \_\_\_\_\_ Tel. No. \_\_\_\_\_

being a member/members of ZELAN BERHAD hereby appoint:-

Full name (in block)	NRIC No./Passport No.	Proportion of Shareholding	
		No. of Shares	%
Address			
Email address			

\*and / or (\*delete if not applicable)

Full name (in block)	NRIC No./Passport No.	Proportion of Shareholding	
		No. of Shares	%
Address			
Email address			

or failing him/her, the **CHAIRMAN OF MEETING**, as my/our proxy to vote for me/us on my/our behalf at the 50<sup>th</sup> Annual General Meeting ("AGM") will be held at **Komune Living & Wellness, No. 21, Jalan Tasik Permaisuri 2, Bandar Tun Razak, 56000 Cheras, Kuala Lumpur on Tuesday, 23 June 2026 at 10:00 a.m.** and any adjournment thereof, on the following resolutions referred to in the Notice of the Annual General Meeting.

*(Please indicate with a check mark ("√") in the appropriate box on how you wish your proxy to vote. If no instruction is given, this form will be taken to authorise the proxy to vote at his/her discretion.)*

RESOLUTION	ORDINARY BUSINESS	FOR	AGAINST
1	To re-elect Encik Mohd Shukor bin Abdul Mumin pursuant to Article 23.2 of the Company's Constitution		
2	To re-elect Encik Amalanathan a/l L.Thomas pursuant to Article 23.2 of the Company's Constitution		
3	To re-elect Puan Hasni Zarina binti Mohamed Khan pursuant to Article 23.9 of the Company's Constitution		
4	To approve the payment of Directors' Fees for the financial year ending 31 December 2026 amounting to RM401,000.00		
5	To approve the payment of Directors' remuneration and benefits (excluding Directors' fees and Board committee fees) to the Independent, Non-Executive Directors from 24 June 2026 until the conclusion of the next Annual General Meeting of the Company at the capping amount of RM520,000.00		
6	To re-appoint of Nexia SSY PLT as Auditors of the Company		
RESOLUTION	SPECIAL BUSINESS		
7	To re-appoint and to continue to act as Independent Non-Executive Director of the Company - Encik Suhaimi bin Halim		
8	To re-appoint and to continue to act as Independent Non-Executive Director of the Company - Encik Mohd Shukor bin Abdul Mumin		
9	Ordinary Resolution - Authority to Allot and Issue Shares		

.....  
Signature/Common Seal of Member

Dated this..... day of..... 2026

**NOTES:**

1. This proxy form, duly signed, must be deposited at the Registrar's Office on 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia (Fax No: +603 7890 4670) not less than twenty four (24) hours before the meeting. Each shareholder can appoint not more than two (2) proxies. 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. In the case of a corporation, this proxy form should be under its common seal or under the hand of an officer or attorney duly authorised on its behalf. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. This instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. A corporation may by resolution of its Directors or the governing body, if it is a member of the Company authorise such person as it thinks fit to act as its representative and a person so authorised shall be entitled to exercise the same powers on behalf of the corporation.
4. In the case of joint holders, the signature of any of them will suffice.

**Note to Shareholders**

- (i) We will forward the hard copy of the Annual Report 2025 to the shareholder within four (4) market days from the date of receipt of the shareholder's verbal or written request.
- (ii) Our website address is: <http://www.zelan.com>. In case of any requests/queries regarding our Annual Report 2025, please contact Cik Jamalia Sheridan binti Khotib at: +603 9173 9173 or email to [jamalia@zelan.com.my](mailto:jamalia@zelan.com.my)
- (iii) This Annual Report can be downloaded from the Company's website: <http://www.zelan.com>.